

March 2, 2008

Nancy M. Morris
Secretary, SEC
101 F Street, NE
Washington D.C. 20549-1090
RE: File Number S7-06-03

Dear Ms. Morris,

After reviewing the proposed amendment on Sarbanes-Oxley Section 404(b), I have some observations. This proposal will only benefit small non-accelerated filers and differentiate them. These filers will now have an advantage over the larger filers as it will allow them to minimize their costs for compliance.

I understand that there is a need for flexibility when it comes to complying with Section 404. However, discretion is needed because we cannot reduce “unnecessary” compliance costs for solely non-accelerated filers. If these costs are “unnecessary” then they should be completely removed for all classes of businesses.

If we are going to hold public companies accountable for their internal structure and actions we must not differentiate based on size or profit margin. The rules were established to hold all companies accountable and we cannot make special exceptions if we expect these rules to be followed in accordance with the law. If the SEC starts to make exceptions based on class there could be even more deviation from future set standards. Conceivably, this would leave Section 404 with no set standards.

If we allow for a delay of the implementation of Section 404 for non-accelerated filers, we should also allow this for the larger accelerated filers. The larger accelerated filers must comply in the exact same way as the non-accelerated filers. In this way, we allow both accelerated and non-accelerated filers the opportunity to save money.

In conclusion the SEC needs to be equitable when developing standards for small and large publicly traded firms. In addition, the SEC needs to study the cost effectiveness of Section 404 on all public held companies and not merely for the benefit of the smaller firm.

Sincerely,
Amanda Holzwart
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