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September 18, 2006

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

Re: File Number S7-11-06

Dear Ms. Morris:

MetLife, Inc. ("MetLife") appreciates the opportunity to comment on the Securities and Exchange Commission's (the "Commission") release concerning *Management's Reports on Internal Control Over Financial Reporting* (the "Concept Release"). We support the Commission's objective to better understand the extent and nature of public interest in the development of additional guidance for management regarding its evaluation and assessment of internal control over financial reporting.

Since the passage of the Sarbanes-Oxley Act of 2002 ("SOX"), MetLife has monitored the development and proactively participated in the application and adoption of section 404 of SOX ("SOX 404"). As such, we recognize that there are several areas where additional guidance may enhance the effectiveness and efficiency of the underlying process without compromising the benefits of the legislation.

In general, additional principles-based guidance should be provided in the form of a Commission rule ("Rule"). Further, foreign private issuers or any sub-group of such entities should not be held to a different standard than U.S. based counterparts. The guidance should incorporate, modify and enhance on certain facets of existing guidance and examples on the practical application of the guidance should be provided.

Highlighted below are some of the key recommendations we suggest throughout our responses, in priority order:

- Allow management to rely on the Statement on Auditing Standards ("SAS") No. 70, *Service Organizations* ("SAS 70") report performed on its own processes by its external auditors.
- Provide additional guidance on leveraging entity-level and company-level controls so as to fully implement the risk-based approach encouraged in the Commission's May 2005, *Staff Statement on Management's Report on Internal Control Over Financial Reporting.*
- Eliminate the separate audit opinion on management's assessment of internal controls over financial reporting.
- Revise guidance with respect to the reliance that independent auditors can place on the work performed by others.
- Consider the concept of rotational testing for medium and low risk processes as part of a risk-based approach.
- Provide additional guidance relating to the evaluation, quantification and classification of control deficiencies.
- Expand on current guidance to provide further clarification on what constitutes a material change in internal control.

We are pleased to have this opportunity to share some of the lessons we have learned during the first two years of SOX 404 compliance as well as furnish recommendations based on our experiences.

Questions Raised by the Commission:

Question #1: Would additional guidance to managements on how to evaluate the effectiveness of a company's internal control over financial reporting be useful? If so, would additional guidance be useful to all reporting companies subject to the Section 404 requirements or only to a sub-group of companies? What are potential limitations to developing guidance that can be applied by most or all reporting companies subject to the Section 404 requirements?

Guidance would be useful for all reporting companies in helping management evaluate the effectiveness of its internal control over financial reporting. The primary focus of the guidance should be to provide broadly applicable principle-based implementation guidance not to provide guidance on relatively narrow and less pervasive issues that are specific to certain sub-groups, companies or industries. Further, the guidance should help to distinguish between the responsibilities of management and those of the auditors and acknowledge the greater flexibility available to management in performing its assessment. Further, new guidance should help current and future SOX 404 compliant companies develop a sustainable assessment process that is both effective and efficient.

Question #2: Are there special issues applicable to foreign private issuers that the Commission should consider in developing guidance to management on how to evaluate the effectiveness of a company's internal control over financial reporting? If so, what are these? Are such considerations applicable to all foreign private issuers or only a sub-group of these filers?

MetLife does not believe it is appropriate to hold foreign private issuers or any sub-group of such entities to a different standard than U.S. based counterparts. Further extensions similar to the latest extensions associated with non-accelerated filers should provide sufficient time for foreign private issuers to address any unique issues and/or challenges in which they may encounter.

Question #3: Should additional guidance be limited to articulation of broad principles or should it be more detailed?

MetLife believes that additional guidance should be consistent with the study that the Commission Staff issued to Congress in July 2003, *Study Pursuant to Section 108(d) of the Sarbanes-Oxley Act of 2002 on the Adoption by the United States Financial Reporting System of a Principles-Based Accounting System* (the "Study"). Based upon the Study, a principles-based approach would:

- Be based on consistently applied framework;
- Clearly state the objectives of the guidance;
- Provide sufficient detail and structure so the guidance can be operationalized on a consistent basis; and
- Minimize exceptions to the guidance.

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While the study suggests the avoidance of the use of percentage tests ("bright-lines"), certain qualitative and quantitative thresholds would be helpful to maintain the spirit of the law. A principles-based approach will not necessarily eliminate the need to provide future interpretive and implementation guidance in applying the approach. MetLife believes that there should be sufficient guidance for the principle to be understandable, operational and capable of being applied consistently in similar situations. Judgment must be exercised to determine how much guidance will achieve this objective without the overall guidance becoming a collection of overly detailed rules.

Question #4: Are there additional topics, beyond what is addressed in this Concept Release that the Commission should consider issuing guidance on? If so, what are those topics?

Service Organizations

In providing services, many of our business partners rely on our internal control structure. Accordingly, we provide them with SAS 70 reports covering the processes and controls upon which they rely. SAS 70 reports are issued by independent auditors using a prescribed format established by the AICPA to conclude as to the design and effectiveness of specific processes and controls within an organization. In accordance with the revised October 6, 2004 FAQ, when management engages auditors to prepare SAS 70 reports, management is not allowed to rely on these reports yet business partners and external auditors are able to for SOX 404 testing purposes. As such, management must duplicate previously completed efforts and incur unnecessary costs, to arrive at an already known and certified conclusion.

Work of Others

Auditing Statement No. 2, *An Audit of Internal Controls Over Financial Reporting Performed in Conjunction With An Audit of Financial Statements* ("AS 2") states that the independent auditor must obtain the "principle evidence" for their opinion. We feel it would be beneficial to consider revising the guidance to enable the independent auditor to place more reliance on the work of others (e.g. internal auditors and third parties working under the direction of management or the audit committee). Allowing the work of others to be relied on at a higher level could yield significant efficiencies in SOX 404 process for both registrants and external auditors.

Material Changes in Internal Control

Further clarification on what constitutes a material change in internal control is needed. In addition, several examples and guidance as to what level of documentation supporting management's conclusion would also be beneficial. This has been an area of concern for many registrants and additional guidance on this topic would help eliminate any inconsistency among audit firms.

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Question #5: Would additional guidance in the format of a Commission rule be preferable to interpretive guidance? Why or why not?

A Rule would be the preferred format, given the authoritative nature and legal stature associated with a Rule coupled with the need to codify the Commission and PCAOB's various previously issued guidance. The primary focus of the Rule should be to provide broadly applicable implementation guidance, not to provide guidance on relatively narrow and less pervasive issues that are specific to certain sub-groups, companies or industries.

Question #6: What types of evaluation approaches have management of accelerated filers found most effective and efficient in assessing internal control over financial reporting? What approaches have not worked, and why?

In general, a top-down risk-based approach is the most effective and efficient approach to assess internal controls over financial reporting. We have incorporated a combination of control evaluation approaches detailed in AS 2 – inquiries of appropriate personnel, observation of the company's operations, inspection of relevant documents and reperformance of the control in its annual program based on the nature and importance of the underlying control being evaluated. It has been our experience to date that walk-throughs in combination with inquiry, observation, inspection and reperformance are the most effective and efficient method to evaluate the design and operating effectiveness of our internal control environment.

Question #7: Are there potential drawbacks to or other concerns about providing additional guidance that the Commission should consider? If so, what are they? How might those drawbacks or other concerns best be mitigated? Would more detailed Commission guidance hamper further efforts by others in this area?

Unlike guidance provided by any other body, guidance issued by the Commission would provide an authoritative interpretation applicable to both auditors and registrants. However, one potential drawback about providing additional guidance in the near term is that it could modify a company's specific program that is already in place and operating for more than three quarters of the current calendar year. As such, we would rather see this guidance issued in early 2007, so that each management team has the ability to absorb and implement any new guidance issued by the Commission. As discussed earlier, any additional guidance, preferably in the form of a Rule should be principles-based and consistent with the Study.

Question #8: Why have the majority of the companies who have completed an assessment, domestic and foreign, selected the COSO framework rather than one of the other frameworks available, such as the Turnbull report? Is it due to the lack of awareness, knowledge, training, pressure from auditors, or some other reason? Would companies benefit from the development of additional frameworks?

A majority of companies have used the COSO Framework because:

- The definition of internal control is sufficiently broad enough to accommodate the differences in the application of internal control of varying company environments;
- A substantial amount of interpretive guidance regarding the use of the COSO framework is currently available; and
- The COSO Framework has stood the test of time since its issuance in 1992 and is the dominant framework by which internal control over financial reporting is assessed in the U.S.

We encourage the development of additional frameworks, such as the forthcoming guidance on COSO for smaller public companies to evaluate internal controls over financial reporting. However, due to the factors described above, registrants would unlikely switch from their current framework unless there were substantial immediate benefits supported by interpretive guidance.

Question #9: Should the guidance incorporate the May 16, 2005 "Staff statements on Management's Report on Internal Control Over Financial Reporting"? Should any portions of the May 16, 2005 guidance be modified or eliminated? Are there additional topics that the guidance should address that were not addressed by that statement? For example, are there any topics in the staff's "Management's Report on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports Frequently Asked Questions (revised October 6, 2004)" that should be incorporated into any guidance the Commission might issue?

Guidance, preferably in the form of a Rule, should incorporate all aspects of the May 16, 2005, Commission Staff Statement and the revised October 6, 2004 FAQ. Further, the combination and synthesis of the information contained in these two documents would eliminate the need for management to sift through multiple publications.

Suggestions to modifications and/or elimination of aspects of existing guidance are included within our responses to the various questions throughout this document.

Question #10: We also seek input on the appropriate role of outside auditors in connection with the management assessment required by Section 404(a) of Sarbanes Oxley, and on the manner in which outside auditors provide the attestation required by Section 404(b). Should possible alternatives to the current approach be considered and if so, what? Would these alternatives provide investors with similar benefits without the same level of cost? How would these alternatives work?

We believe that the issuance of an independent audit report on the effectiveness of internal control over financial reporting provides substantial value to both the investing public as well as audit committees. However, the current requirement for separate opinions on both the financial statements, and on management's assessment of the internal controls over financial reporting (the "dual opinion system") is unnecessarily complex. We recommend that the auditor express an opinion only on the effectiveness of the internal controls as it relates to the audit of the financial statements. We believe this change retains the benefit of management's focus on internal controls but does not require the cost of a full blown audit of the management assessment process.

Question #11: What guidance is needed to help management implement a "top-down, risk-based" approach to identifying risks to reliable financial reporting and the related internal controls?

Guidance in the form of examples would be most useful. For instance, examples of how conclusions regarding the effectiveness of entity-level controls and specific company-level controls could be utilized to reduce specific process-level control testing would clarify one aspect of guidance that continues to present difficulties in application. Further, the Commission should consider the concept of rotational testing for medium and low risk processes. We believe that lower risk processes should not be required to be evaluated and tested on an annual basis and that a rotational approach would ensure that all key process and controls are evaluated over a period of time. Adopting rotational testing is important to realizing the overall potential of the risk-based approach encouraged by the Commission and the PCAOB.

Question #12: Does the existing guidance, which has been used by management of accelerated filers, provide sufficient information regarding the identification of controls that address the risks of material misstatement? Would additional guidance on identifying controls that address these risks be helpful?

Generally, we have found that the existing guidance from the Commission and the PCAOB provides an adequate amount of detail for management to identify key controls that address the risk of material misstatement. However, as stated earlier, one aspect of control identification that could be clarified is the consideration and reliance on entity-level and company-level controls to reduce specific process-level control testing. The distinction between entity-level, company-level and process-level controls is relatively clear; however, the guidance on a companies ability to rely on entity-level and company-level controls is conceptual in nature and additional practical guidance on how such reliance can be achieved would be most useful. Examples as to how the effects of strong entity-level and company-level controls influence the overall risk assessment at the process-level control test work would be helpful.

Question #13: In light of the forthcoming COSO guidance for smaller public companies, what additional guidance is necessary on risk assessment or the identification of controls that address the risks?

Response omitted as question is not applicable to MetLife.

Question 14: In areas where companies identified significant start-up efforts in the first year (e.g., documentation of the design of controls and remediation of deficiencies) will the COSO guidance for smaller public companies adequately assist companies that have not yet complied with Section 404 to efficiently and effectively conduct a risk assessment and identify controls that address the risks? Are there areas that have not yet been addressed or need further emphasis?

Response omitted as question is not applicable to MetLife.

Question #15: What guidance is needed about the role of entity-level controls in evaluating and assessing the effectiveness of internal control over financial reporting? What specific entity-level control issues should be addressed (e.g., GAAP expertise, the role of the audit committee, using entity-level controls rather than low-level account and transactional controls)? Should these issues be addressed differently for larger companies and smaller companies?

There is a need for principles-based guidance, preferably in the form of a ruling on how to evaluate entity-level controls and how to interpret the results of such tests to determine the impact on financial reporting to reduce specific process-level control testing. As stated earlier, several examples on this subject would be most useful. Furthermore, we do not believe that additional guidance should address larger and small companies differently.

Question #16: Should guidance be given about the appropriateness of and extent to which qualitative and quantitative factors, such as likelihood of an error, should be used when assessing risks and identifying controls for the entity? If so, what factors should be addressed in the guidance? If so, how should that guidance reflect the special characteristics and needs of smaller public companies?

There is a need for principles-based guidance on the appropriateness and to the extent that quantitative and qualitative factors should be used in assessing risks and identifying controls. Further, guidance should also address what constitutes a high, medium and low risk of material misstatement. As stated earlier, several examples on this subject would be most useful. Additionally, we do not believe that additional guidance should address larger and small companies differently.

Question #17: Should the Commission provide management with guidance about fraud controls? If so, what type of guidance? Is there existing private sector guidance that companies have found useful in this area? For example, have companies found the 2002 guidance issued by the AICPA Fraud Task Force entitled "Management Antifraud Programs and Controls" useful in assessing these risks and controls?

In general, we have found the 2002 AICPA guidance combined with the abundance of other publicly available information to be helpful. Guidance as to how to evaluate entity-level controls and how to interpret the results of such tests to determine the impact on financial reporting to reduce specific process-level control testing would be beneficial.

Question #18: Should guidance be issued to help companies with multiple locations or business units to understand how those affect their risk assessment and control identification activities? How are companies currently determining which locations or units to test?

Generally, we have found that the existing guidance from the Commission and PCAOB provides an adequate level of detail for management to develop and properly determine the scope of its assessment. The multiple segments and locations that are included within our assessment were evaluated based on their relative financial significance and likelihood of material misstatement to our financial statements. The Commission and PCAOB guidance have been relatively clear and the example provided in the PCAOB June 23, 2004 Staff Questions and Answers were very useful.

However, further guidance coupled with specific examples assisting management in determining the nature, timing and extent of management testing for locations with varying risks would be useful. This supplemental guidance will also help to distinguish the responsibilities of management from those of auditors and to acknowledge the greater flexibility available to management in performing its assessment.

Question #19: What type of guidance would help explain how entity-level controls can reduce or eliminate the need for testing at the individual account or transaction level? If applicable, please provide specific examples of types of entity-level controls that have been useful in reducing testing elsewhere.

Entity-level controls have a significant impact on the risk of material misstatement on the financial statements. The messages, behaviors and actions of top management establish the tone for risk mitigation and control consciousness throughout the organization. It has been our experience, however, that providing a clear linkage between entity-level controls and a reduction in process-level controls testing is difficult and when possible is burdensome and time consuming to demonstrate, thereby eliminating its usefulness. Further, we have not seen any third-party examples demonstrating the clear linkages between the two. Additional interpretive guidance and examples on the linkage between entity-level, company-level and process-level controls and how such controls can reduce testing at the process-level would be beneficial for all registrants to reduce the scope and extent of process-level testing.

Question #20: Would guidance on how management's assessment can be based on evidence other than that derived from separate evaluation-type testing of controls, such as on-going monitoring activities, be useful? What are some of the sources of evidence that companies find most useful in ongoing monitoring of control effectiveness? Would guidance be useful about how management's daily interaction with controls can be used to support its assessment?

We encourage the Commission to provide guidance relating to the usefulness of evidence other than that derived from separate evaluation-type testing of controls which can be relied upon to reduce separate evaluation-type testing. We believe that supervisory review activities, depending on the risk assessment of the respective area, can serve as adequate evidence to support management's assessment of the effectiveness of the control, although identifying proper evidential support for our conclusion has been difficult. Guidance on how management's daily interaction with controls and how to demonstrate that such monitoring and supervisory activities can reduce the risk of significant misstatement within the financial statements would be helpful. Further, several examples could be provided regarding how to effectively execute this type of assessment and should be specific to the control and the evidential matter necessary in order to reach and support a conclusion.

Question #21: What considerations are appropriate to ensure that the guidance is responsive to the special characteristics of entity-level controls and management at smaller public companies? What type of guidance would be useful to small public companies with regard to these areas?

Response omitted as question is not applicable to MetLife.

Question #22: In situations where management determines that separate evaluation-type testing is necessary, what type of additional guidance to assist management in varying the nature and extent of the evaluation procedures supporting its assessment would be helpful? Would guidance be useful on how risk, materiality, attributes of the controls themselves, and other factors play a role in the judgments about when to use separate evaluations versus relying on ongoing monitoring activities?

In situations where management determines that separate evaluation-type testing is necessary additional guidance is required as it relates to varying the nature and extent of its testing, specifically when entity-level and company-level monitoring type controls are operating effectively. Specific examples would be helpful for how a self-assessment can be used to reduce the amount of evaluation-type testing at the process-level and how different risk evaluations impact the timing, nature an extent on testing procedures. Further, as discussed earlier, the Commission should give consideration to allowing rotational testing in low and medium risk areas. In particular, low value high volume transactions could benefit from the use of a rotational based testing approach particularly when no significant changes to the process have been identified in the current year.

Question #23: Would guidance be useful on the timing of management testing of controls and the need to update evidence and conclusions from prior testing to the assessment "as of" date?

Principles-based guidance on the timing of control testing and the requirements to update testing at the "as of" date would be appreciated. This guidance should specifically address how strong entity-level and company-level controls as well as the affects of the risk-based assessment should reduce the amount of testing at or near year. As stated in Question #22, providing specific examples on how varying risk assessments impact the timing, nature and extent of the testing procedures including roll-forward procedures would be beneficial.

Question #24: What type of guidance would be appropriate regarding the evaluation of identified internal control deficiencies? Are there particular issues in evaluating deficient controls that have only an indirect relationship to a specific financial statement account or disclosure? If so, what are some of the key considerations currently being used when evaluating the control deficiency?

Over the past several years, both the PCAOB and the external auditing firms have issued significant interpretive guidance on this subject. The most influential piece of guidance issued to date has been "*A Framework for Evaluating Control Exceptions and Deficiencies*" a paper released in 2004 by representatives from nine major public accounting firms and a professor from Georgia State University. The paper describes the evaluation of deficiencies and how to consider and evaluate deficiencies in the aggregate.

The most significant area of contention associated with evaluating deficiencies relates to financial restatements. Current implementation guidance does not require that a material weakness in internal control over financial reporting be found in every case of a restatement; however, current practice would lead to a different conclusion. If an error is detected, it should be evaluated like any other deficiency based on all facts and circumstances available. This has been an area of concern for many registrants and additional guidance on this topic would help eliminate any inconsistencies among audit firms.

Specifically, we would like the Commission to issue principles-based guidance on this subject. Further, several hypothetical examples on quantifying the impact of a deficiency; aggregating like deficiencies and the effect of compensating controls on such deficiencies would be helpful.

Question #25: Would guidance be helpful regarding the definitions of the terms "material weakness" and "significant deficiency"? If so, please explain any issues that should be addressed in the guidance.

MetLife believes that the current definitions of "material weakness" and "significant deficiency" are generally understood by both registrants and their external auditors. Further, any additional clarifications as described in our response in Question #24 would also be useful.

Question #26: Would guidance be useful on factors that management should consider in determining whether management could conclude that no material weakness in internal control over financial reporting exists despite the discovery of a need to correct a financial statement error as part of the financial statement close process? If so, please explain.

Additional guidance on this issue would be very useful. Please refer to Question # 24 for further comments.

Question #27: Would guidance be useful in addressing the circumstances under which a restatement of previously reported financial information would not lead to the conclusion that a material weakness exists in the company's internal control over financial reporting?

As discussed in our responses to question No. 24, this has been an area of concern for many registrants and additional guidance on this topic would help eliminate any inconsistency among audit firms.

Question #28: How have companies been able to use technology to gain efficiency in evaluating the effectiveness of internal controls (e.g., by automating the effectiveness testing of automated controls or through benchmarking strategies)?

To date, technology has primarily been used to automate data collection and reporting rather than control effectiveness testing. We expect that as the annual assessment process becomes more routine, controls that lend themselves to more continuous monitoring techniques will be identified and technology will be developed to reduce manual based testing. As with any business decision, automation techniques require a positive return on investment to be warranted.

Question #29: Is guidance needed to help companies determine which IT general controls should be tested? How are companies determining which IT general controls could impact IT application controls directly related to the preparation of financial statements?

We believe that the COSO and COBIT Frameworks are adequate in order to assist companies in determining which IT general controls should be evaluated as part of their annual assessment. General controls which support both the IT infrastructure and applications supporting business processes included in our SOX 404 program are evaluated for their potential impact on the preparation of financial statements. If such general controls materially impact our ability to prepare financial statements they are included in the scope of our assessment.

Question #30: Has management generally been utilizing proprietary IT frameworks as a guide in conducting the IT portion of their assessments? If so, which frameworks? Which components of those frameworks have been particularly useful? Which components of those frameworks go beyond the objectives of reliable financial reporting?

Generally, MetLife has used components of the COSO and COBIT framework to evaluate IT general controls. While both frameworks are deemed to be best practice, we believe that judgment is required on behalf of each organization's management to determine the most appropriate aspects of each framework to utilize.

Question #31: Were the levels of documentation performed by management in the initial years of completing the assessment beyond what was needed to identify controls for testing? If so, why (e.g., business reasons, auditor required, or unsure about "key" controls)? Would specific guidance help companies avoid this issue in the future? If so, what factors should be considered?

We believe that our efforts in the initial years of completing the assessment went beyond what was needed to identify controls for testing. One factor driving this is the need to thoroughly understand and document the key processes before we were able to go back and identify the key control that mitigates the risks identified by management. Additionally, when SOX 404 was implemented, guidance and benchmarks regarding its detailed execution was lacking. Accordingly, much of the workload was driven by an overly conservative interpretation of the requirements of SOX 404 coupled with a general concern of non-compliance by companies and auditing firms. We believe that principles-based guidance as to the level of process and control documentation and the effectiveness of internal controls would be very helpful.

Question #32: What guidance is needed about the form, nature and extent of documentation that management must maintain as evidence for its assessment of risks to financial reporting and control identification? Are there certain factors to consider in making judgments about the nature and extent of documentation (e.g., entity factors, process, or account complexity factors)? If so, what are they?

Generally we have found that existing guidance from the Commission and the PCAOB provides a sufficient level of detail for management to adequately document its assessment of risks associated with financial reporting and control identification. We also believe that most companies have sought to retain sufficient evidence to ensure that they are able to demonstrate the specific results of management's assessment in a given year. However, any future principles-based guidance issued by the Commission should incorporate the Commissions and PCAOB's FAQ's to date and incorporate any interpretations from the Commission staff speeches as well as item identified as part of this Concept Release inquiry.

Question #33: What guidance is needed about the extent of documentation that management must maintain about its evaluation procedures that support its annual assessment of internal control over financial reporting?

As stated earlier, we believe that most companies have sought to retain sufficient evidence to ensure they can demonstrate specific results of management's assessment in a given year. Some of the items retained may include but are not limited to: an annual planning memo, risk/control assessments, test plans and workpapers which support the source, scope and specific identification of the sample as well as the underlying test results and conclusions reached by the individual tester. However, as stated in Question #24 additional principles-based guidance is required on management's evaluation of the control deficiencies identified during its assessment. More specifically, guidance as to the extent of documentation required to support management's evaluation of significant and material weaknesses would be helpful as there are significant variations as to the depth and breath of documentation from company to company.

Question #34: Is guidance needed about documentation for information technology controls? If so, is guidance needed for both documentation of the controls and documentation of the testing for the assessment?

We believe that documentation guidance on information technology controls and testing of controls would be useful.

Question #35: How might guidance be helpful in addressing the flexibility and cost containment needs of smaller public companies? What guidance is appropriate for smaller public companies with regard to documentation?

Response omitted as question is not applicable to MetLife.

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Compliance with SOX 404 at MetLife is an extensive, ongoing effort which involves the commitment of significant personnel and financial resources. We thank you for allowing us to communicate our experiences and recommended enhancements that we feel would be of beneficial to MetLife, and other organizations subject to the requirements of SOX 404.

If you have questions regarding the information in this letter, please feel free to contact me at (212) 578-8846.

Sincerely,

Joseph J. Prochaska Jr.
Executive Vice President Finance Operations and Chief Accounting Officer

cc/

Timothy L. Journy
Senior Vice President and General Auditor

Sandra J. Peters
Vice President and Corporate Controller

Joseph J. Reo III
Vice President and Accounting Process and Controls Officer