

February 16, 2007

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

File Number S7-24-06

Dear Ms. Morris,

This letter is a response to the proposed interpretation of Management's Report on Internal Control Over Financial Statements. This letter specifically focuses on whether the proposed revision offers too much or too little assurance to management that it is conducting a satisfactory evaluation if it complies with the interpretive guidance, and should the compliance with the interpretive guidance be voluntary or mandatory.

Section 404 of Sarbanes-Oxley re-emphasizes the important relationship between the maintenance of effective ICFR and the preparation of reliable financial statements, whereas the establishment and maintenance of internal accounting controls has been required with the enactment of the Foreign Corrupt Practices Act of 1977.

The interpretive guidance falls short of providing direction on the process of connecting established internal accounting controls required by FCPA and ICFR required under Section 404 and the subsequent year's reporting.

While the guidance goes further to provide an outline on how to comply with Exchange Act Rules 13a-15(c) and 15d-15(c) rather than emphasize two broad principles: (1) that the evaluation must be based on procedures sufficient both to evaluate the design and to test the operating effectiveness of ICFR; and (2) that the assessment, including testing, must be supported by reasonable evidential matter, the guidance falls short of providing guidance on what has been expressed as a concern – what is the necessary documentation. One can envision, as was stated in this interpretive guidance, the initial year's time and investment should be greater than subsequent years. What is the guidance for subsequent years?

In its current form this guidance is interpretive and allows leeway for variances in company size and structure. If the commission adopts this procedure without change as a method to comply with ICFR then I believe the interpretive guidance should be mandatory not voluntary.

The interpretive guidance was created based on the request for further clarification on the requirements for complying with ICFR. In its proposed form it may not meet the expressed needs. Providing direction on the entire process of incorporating FCPA and ICFR, the initial year's requirements and subsequent year's requirements may reduce the concerns expressed by companies regarding the costs associated with compliance.

Sincerely,

Kimberly Huston
University of Wisconsin – La Crosse
May 2008 Accounting Graduate