Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

February 15, 2007

Michael Gaynor or Sean Harrison,

On June 5, 2003 the SEC adopted a new Section to the Sarbanes Oxley act of 2002 which requires management to annually report on their companies internal control structure and procedures. The addition, called Section 404, hopes to reduce fraudulent accounting practices by stressing the maintenance of internal controls to produce trustworthy financial records. Though previous acts have wished to reach similar goals, Section 404 differs in the fact that it requires a framework of internal controls to be developed.

Adoption of Section 404 has been a milestone in controlling fraud in our nation's corporate environment; however, several concerns remain. First, the lack of credibility among corporate leaders isn't changing the public's opinions. Though they are required to sign Section 302 and provide unrestricted access, they still aren't being held accountable. I would like to see corporate leaders hold scheduled yearly public accountability signings. Not only would this increase credibility, but I believe it would also make the leaders feel more responsible to adhering to the new regulation. The public would also be able to match a face to the company and potentially the attester.

My second concern deals with treatment of "small" companies. The report *suggests* that smaller companies implement an assessment of internal controls to validate financial records. What factors determine a small company from a large one? Criteria must be identified that distinguishes this difference. Though a company may operate using fewer human resources doesn't necessarily mean its generating smaller profits. Companies with a dozen employees, generating millions of dollars a year, can more easily defraud the public. A common misconception is that management in these smaller companies is so centralized that any fraudulent activity would be easily identified. These companies lack the ability to separate duties which can lead to falsified accounting reports.

Finally, the third issue pertains to the excessive use of ambiguous language found in the financial reports. Though corporations are now required to provide these reports, ambiguous language can and has limited these reports from specifics to generalities. Anybody with an accounting background knows principles and regulations are very specific. I suggest that the SEC eliminate repetition and ambiguous language in Exposure reports.

The implementation of Sarbanes-Oxley and the proposed rule promises breakthroughs in controlling fraudulent activity in America's corporations. However, while this battle maybe won-constant revisions and additions are necessary-the war carries on. Thank you for reading my concerns.

Sincerely,

Casey Brandow

2007 Accounting Graduate