

March 3, 2008

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

Re: Proposed rule 33-8889

Dear Ms. Morris:

In regards to proposed rule 33-8889, I believe the auditor attestation should not be deferred until December 15, 2009. The auditor attestation should be a requirement to be put in place the same time as the management report requirement. This is too long for small companies to go unchecked by outside auditors on management's internal controls over financial reporting. Small listed companies do not have the required resources to employ a full time team to implement, test, and monitor internal controls needed for financial reporting and this deficiency establishes a need for an outside audit of Internal Controls.

Because of their lack of resources to devote enough time to internal controls, an outside auditor is needed to assess management's internal controls to determine its effectiveness. Just one omission in internal controls can result in a misstatement of reports.

A misstatement or misrepresentation of financial reports would be contradictory to the main purpose of financial reporting in providing useful and accurate information about the reporting entity when making financial and investment decisions. It is a duty to the public to have these internal controls implemented and audited by an outside auditor who can test the effectiveness of the current controls. In this way, the public will be confident in the company's controls because they have been tested by someone independent of the company.

I believe that deferring the auditor's attestation could also result in more costs for the company. In the first year management implements controls, they could implement unnecessary controls and be advised to implement different controls by the independent auditor to meet requirements or improve efficiency.

In the case of deferring auditor attestation, I believe the costs outweigh the benefits of allowing non accelerated filers more time to get internal controls audited by an independent CPA.

Sincerely,

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University of Wisconsin-LaCrosse

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