

February 26, 2008

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

Re: Comments on File Number S7-06-03

Dear Ms. Morris,

Section 404 of the Sarbanes-Oxley Act of 2002 has the potential to provide the necessary protection to investors of all public companies regardless of size. However, in order for Section 404 to provide this protection, compliance must be required. Companies complying with Section 404 and their investors have already begun to see the benefits of improved internal control on financial reporting, organizational governance, and audit quality. While I believe it is important for all companies to implement these provisions as soon as possible, I understand the commission's concerns about the effects Section 404 will have on non-accelerated filers, particularly regarding implementation costs.

That being said, I believe there has been substantial time and effort made to ease the transition of non-accelerated filers from noncompliance to compliance. On December 15, 2006 the date by which non-accelerated filers were required to comply with Section 404 was postponed. The SEC suggested this would allow non-accelerated filers to benefit from anticipated changes by the PCAOB to AS No. 2 and any implementation guidance issued. On July 25, 2007 AS No. 5 was approved, replacing AS No. 2. According to the SEC the goal of AS No. 5 was to make ICFR audits and management evaluations of ICFR more cost-efficient by using an approach that can be scaled to the size and complexity of a company and be risk-based.

As a result of the approval of AS No. 5, I believe that it is not appropriate to further extend the auditor attestation requirement for non-accelerated filers. Non-accelerated filers will have had ample time to take into consideration and benefit from AS No. 5 and recommendations provided by issuance of the preliminary staff guidance on auditing ICFR of smaller public companies published on October 17, 2007 by the PCAOB. The SEC and PCAOB would like to take additional actions, such as issuing the final staff guidance and undertaking a study to determine whether Section 404(b) is being implemented in a manner that will be cost-efficient for smaller companies. However, it is my belief that compliance with Section 404 is critical to protecting investors. If investors are not protected neither are our capital markets. Any company large enough to benefit from this system should, with the guidance and time extension already provided by the SEC, be able to implement effective internal controls.

Sincerely,

Karrie Lamers
2008 Accounting Graduate
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