

Feb. 28th 2008

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

Re: Comments on S7-06-03

I am writing to comment on the proposed amendment to Sarbanes Oxley Section 404 allowing non-accelerated filers to postpone the date by which they need to comply with auditor attestation of financial statements to Dec. 2009. After reading the proposed amendment and prior amendments and commentator opinions, I have come to the overall conclusion that it should not be allowed to extend the required auditor attestation date to Dec. 2009.

I agree with the amendment's idea that there are significantly disproportionate costs to smaller companies in having to comply with Section 404, specifically related to auditor fees. Nevertheless, 'non-accelerated' filing companies have had a sufficient number of years to plan for this increase in expenses. Small companies should have been taking a proactive approach in planning for this further auditor expense and auditor interaction by budgeting for the resources in both expense dollars and personnel resources.

I think that it is hard to issue a regulation that will integrate well into all corporations' business practices. However, all SEC regulated companies should be held to the same standards. I do not think it instills positive confidence into investors' minds when we allow some companies to not comply with certain regulations. It is possible that companies not required to comply may be reporting erroneous or incomplete information, whether the errors or incompleteness be intentional or not; this possibility may cause investors to feel uncertain about the particular company, the uncertainty lessening their overall confidence in the company.

I commend the SEC for attempting to accommodate all companies' best interests. Since Sarbanes-Oxley has such a large impact on business and is an all encompassing regulation, I think it is inevitable that it will need some adjustments and amendments. However, as I stated earlier, I believe all companies should be held to the same standard- especially after they've already been given sufficient time to prepare and plan for the increased internal control regulation. Smaller companies cannot continue to get these 'breaks' and should be brought up to the same expectation of internal controls and Sarbanes-Oxley compliance.

Again, I believe all public companies regulated by the SEC should be held to the same expectations to maintain a high level of internal controls consistent across business entities, ensure investor confidence and provide the most accurate financials and information to the public. That said, the smaller companies were reasonably given an extension to comply, and now that the extension is nearing its end, the effected entities should be expected to comply as are all other entities currently engaging in Section 404 compliance.

Sincerely,

Erin Tilberg
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