

March 2, 2008

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

RE: **File No. S7-06-03**; Internal Control Over Financial Reporting in Exchange Act Periodic Reports of Non-Accelerated Filers

Ms. Morris:

I am very pleased to have the opportunity to comment on the Securities and Exchange Commission's proposal regarding internal control over financial reporting and non-accelerated filers.

It has been well established that compliance with Sarbanes-Oxley Section 404 will cost small businesses large amounts of resources. However, it would not be admissible to allow these small companies to be exempt from the same standards that larger firms are expected to comply with.

For the sake of the investors that choose to place funds into these non-accelerated filers, the idea of compliance with Sarbanes Oxley and effective internal controls are imperative.

If these companies want to take part in the capital markets, investors need to be ensured that they will have the necessary internal controls that will be able to protect their investments from fraud and misuse.

With that thought in mind, however, it is unjust to expect smaller companies to effectively implement these controls at the same pace as larger companies, which have the available funds to establish procedures to comply. It is my belief that the proposed extension would be beneficial for smaller companies and their investors. By extending the time to comply, it is more likely that the internal control systems of these companies will be properly established, rather than haphazardly put together to achieve the initial deadline.

The SEC study of the costs and benefits of the auditor attestation for smaller companies complying with Section 404(b) should provide some key insights to what would be best for these smaller companies. It would be a logical decision to extend the compliance deadline until after this data has been collected and some results have been presented. Smaller companies could then be required to comply in the most efficient and cost effective manner based upon the results of this study. These results will give the necessary guidance to companies to ensure quality internal controls. However, once the study has been completed, implementation of internal controls and compliance with Section 404 will take a significant amount of time. It is my

opinion that the proposed extension will be the fairest, most beneficial, efficient, and cost effective strategy for non-accelerated filers.

Sincerely,

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