

February 29, 2008

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

RE: File Number S7-06-03

I would like to take this opportunity to comment on the proposed amendments of the temporary rules, which have to do with the internal control over financial reporting relative to the periodic reports of non-accelerated filers.

First of all, I do agree with the study that is being conducted to “determine whether the Section 404(b) auditor attestation requirement of the Sarbanes-Oxley Act is being implemented in a manner that will be cost-effective for smaller reporting companies.” However, it may also be informational and useful to conduct a study on whether or not the costs are increasing or decreasing for smaller companies overtime in relation to the Sarbanes-Oxley Act. My projection would be that they would decrease overtime, because the companies would know how much it will cost after the first year, so they will be able to plan and budget accordingly. Therefore, the concern about being cost-effective would not be as much of an issue anymore for smaller reporting companies.

PriceWaterhouseCoopers addressed this exact cost issue in their letter regarding File Number S7-06-03 on October 31, 2005. They said that “We also acknowledged that we expect the future costs incurred related to complying with the Act are likely to be much lower.” With this quote, it is obvious that companies are realizing themselves that the cost will decrease in the near future.

To go along with this, a further extension of the auditor attestation requirement for non-accelerated filers will give time for the companies to understand what is expected of them and to budget accordingly. However, I think that postponing the requirement for a longer timeframe would not be appropriate. A year would give non-accelerated filers adequate time to prepare for the attestation requirement.

Second of all, the proposed extension may have a negative affect on investors of non-accelerated filers. Investors might want to know the auditor's attestation report on internal control over financial reporting for a company before they pursue investing in the company. Therefore, the proposed extension may steer away investors to other companies. These investors may decide to invest in the non-accelerated filer companies after the attestation report has been completed. However, the investors may not decide to invest in these companies, because they would have found other companies to invest in while the extension for the non-accelerated filers was taking place.

Sincerely,

Rochelle DuPont  
2009 Accounting Graduate  
University of Wisconsin – La Crosse