

February 26, 2007

Rule Comments
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

RE: File Number S7-24-06

Dear Commissioners,

After careful consideration and review, these are my comments and concerns about the referenced File Number.

The proposed guidance is valid in what it is trying to accomplish with respect to helping management implement an effective and efficient internal control on financial reporting.

The roundtables, meetings and debate have narrowed down the most important concerns of management in implementing an effective ICFR. It is commendable that guidance is being put together to help management through this long and ongoing process.

My first concern is that the documentation for the proposed guidance will become standardized for Section 404 as it did for Section 302. SOX was created to restore public trust in the companies financial reporting.

CEOs and CFOs signing off on standardized forms defeats the purpose of implementing ICFR. It is creating an inherent weakness by providing prescriptive communications. It also creates a lack of authenticity in the management's duty to implement effective internal controls. Concern is backed up by the proposal to terminate an external auditors report on management's assessment of internal control. It leaves the public without an objective assessment of management's evaluation.

My second concern is that the proposed guidance suggests decreasing the costs yet maintaining an effective and efficient internal control system; this is incongruous. It seems that the proposed guidance is focused on an annual year end assessment by management rather than continuous evaluation. An effective internal control systems needs to be continuous and will cost money. The cost-benefit analysis should also be looked at from the investor's point of view, because that is whom SOX is trying to protect.

Regards,

Emily Rocolo
Emily Rocolo
2008 Accounting Graduate University of Wisconsin-La Crosse