

September 7, 2006

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

RE: Comments on Release Number 33-8731; 34-54295  
File Number S7-06-03

Dear Ms. Morris:

I submit this letter in response to the above request for comments by the Commission with respect to the proposed extension of the compliance date of the Section 404 internal control provisions of the Sarbanes Oxley Act of 2002. I support the Commission's proposal to postpone the compliance dates for non-accelerated filers. However, the purpose of this letter is to suggest the Commission apply the proposed extension to all accelerated filers who have not yet complied with the Section 404 requirements. Thus all smaller public companies with public float under \$700 million that have yet to comply with Section 404 could benefit from the implementation improvements the Commission anticipates from the series of actions announced on May 17, 2006.

As the Commission's Release states on pages 8 and 11, the Commission and the PCAOB are taking a series of actions intended to improve the implementation of Section 404. The stated intention of the Commission's proposed postponement is to enable smaller public companies to benefit from the proposed actions by the Commission and the PCAOB. The Commission has noted that there is a substantial and disproportionate

burden on smaller companies to comply with the internal control requirements of Section 404. The actions the Commission announced on May 17, 2006 should be helpful in reducing this burden on smaller public companies. This is likely to result in lower first and second year compliance costs for these smaller public companies. In the absence of this guidance and the other actions planned by the Commission designed to improve the implementation of Section 404, it seems contrary to the Commission's objectives to have smaller public companies undertake the burdens of Section 404 compliance.

Recent public forums, the proposed actions announced May 17, 2006 by the Commission and the proposed extension demonstrate sensitivity to assisting smaller public companies with regulatory compliance. Extending this proposed extension for Section 404 compliance to both non-accelerated and accelerated filers is consistent with the spirit of the Commission's sensitivity to the needs of smaller public companies.

Sincerely,

Kevin R. Begley  
Chief Financial Officer  
Village Super Market Inc.