



# MERCANTILE BANKSHARES CORPORATION

September 8, 2006

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

Re: File Number S7-11-06

Dear Secretary Morris,

We applaud the Securities and Exchange Commission for publishing the Concept Release and eliciting comment to better understand the extent and nature of public interest in the development of additional guidance for management regarding its evaluation and assessment of internal control over financial reporting. We strongly oppose, however, that guidance issued will be in the form of a rule as proposed in the Concept Release.

Rules are subject to numerous interpretations as evidenced by the release of Auditing Standard #2 from the PCAOB, which resulted in countless hours of inefficiencies for organizations and disputes between these organizations and their external auditors. The additional guidance released on May 16, 2005 was extremely beneficial to us and assisted us in approaching our Sarbanes-Oxley process from a top-down approach, significantly reducing the volume of “key” controls and time and cost spent on the process.

As noted in the Concept Release, an “overarching message of the May 16, 2005 guidance was that it is the responsibility of management, not the auditor, to determine the appropriate nature and form of internal controls for the company and to scope their evaluation procedures accordingly”. However, it remains necessary to obtain agreement with the auditor on the scope of the evaluation procedures and internal controls reviewed. Without this agreement, debate and issues will surface. Over the past year, we have worked with our external auditor firm to reach this agreement. It would be a burden on management and the auditors to force a repeat of this communication process that the release of a rule would more than likely create.

While the Sarbanes-Oxley process has been beneficial to our organization to stress the importance of a sound control environment, we feel that a rule is not necessary. Merely providing additional guidance should suffice as evidenced by our comment above and should be helpful to smaller public companies which need direction.

Sincerely,

David Roberts  
Sarbanes-Oxley Compliance Officer  
Mercantile Bankshares Corporation