February 6, 2007

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

RE: Management's Report in Internal Control Over Financial Reporting (Release NOS. 33-8762; 34-54976; File No. S7-24-06)

Dear Ms. Morris

I appreciate the opportunity to submit comment to the Securities and Exchange Commission concerning the proposed rule, Management's Report On Internal Control Over Financial Reporting.

I am ambivalent as to my opinion on this proposal. The proposed guidance is intended to assist companies of all sizes in complying with Section 404 of SOX. However, it is unrealistic to think that one approach can work for all companies. Therefore in giving guidance in this format to companies, is it really worth the time and effort for companies to follow the proposed guidelines? In the proposal itself it states, "We continue to believe that it is impractical to prescribe a single methodology that meets the needs of every company." So why was an approximately seventy page analysis written up trying to do just this? Isn't a manager of this high level capable of identifying its own internal control policies and testing them?

In regards to the outcry of the smaller companies saying that Section 404 is not feasible, I disagree. A smaller company in theory will have less to mull through. A manager in a smaller company should tend to know more of the internal workings of a company then a manager in a large company. Therefore, it should be easier to identify and assess the risks to these internal controls and the costs relatively speaking would be the same.

I do not disagree with this proposal but am not sure that any benefit will accrue to corporate executives. Managers will find their own way of evaluating and assessing internal controls and will modify them from year-to-year learning as they go and by taking ideas from managers from other companies.

Sincerely,
AnnMarie Sagen
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University Wisconsin – La Crosse