

UNIVERSITY of WISCONSIN
LA CROSSE

March 26, 2005

Securities & Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

Dear Sirs,

Re: Upcoming Roundtable on Internal Control Reporting Requirements (Release No. 2005-13; February 7, 2005)

The readiness of the SEC and the PCAOB to learn from the experience of the first year of implementation of Section 404 of the Sarbanes-Oxley Act is to be commended if continued fulfillment of the requirements of the Act is to be respected.

Section 302 of the Sarbanes-Oxley Act of 2002 requires the principal executive officer and the principal financial officer to 'certify' in each annual report filed specific items. Subsections 1, 4, 5 7 6 refer to the 'signing officers' and the responsibilities they are charged with as well as requiring them to disclose specific matters.

My concern is that these signing responsibilities appear not to be receiving the due amount of attention by some of the largest companies listed on the NYSE. Three categories of compliance or lack thereof are evident:

- I. Actual iterations (signatures)
- II. Typed names only
- III. No signatures nor typed names

These categories were evident from a small sample but provide evidence of serious flagrancy of the Act and the spirit of the Act. I contend that it is not unreasonable to presume that Congress meant "**signed** certifications" [emphasis applied] knowing that signatures have an attestation quality that is unique and convey to the reader an intention to be bound or stand by the certification. This essential quality seems to have been ignored by companies that fall into categories II & III.

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My comments are based upon my inspection of annual reports and 10K reports filed for the said companies.

I am concerned that categories II & III will be treated like a will that has the name of the maker (testator) typed on it but is never signed! It cannot be acted upon. In the case of unsigned certifications under S.302 the door for later disclaimers of responsibility is open wide!

The public interest and confidence of investors in the reliability of financial reporting will not be well served by such variability. Investors will be left doubtful as to the reliability of such certifications. Sarbanes-Oxley put measures in place designed to improve disclosure and reporting and investor confidence. In the long run, internal controls and 'signed' certifications thereto may be the most important single step in increasing reliability.

The lack of signed certifications negates your espoused desire to make S.404 work.

I recommend your attention to these aberrations.

Yours sincerely

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