

April 11, 2005

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549

Dear Mr. Katz:

Subject: File No. 4-497

I have only recently become aware of the problems created by the Sarbanes-Oxley Act. Almost daily, I now see increasing evidence that challenges the fundamental validity of the good intentions that motivated Congress to approve this legislation in the first place.

After 50 years being involved in the commercial banking business, I assumed that commercial banks already had the infrastructure in place to insulate them from the dangers of internal fraud. My witnessing the daily closing and balancing of a bank's books gave rise to this assumption. Instances of internal fraud discovered under this system were rare because the banks – both large and small ones – had developed excellent controls that fit their situation. When fraud did occur, it usually involved only modest sums. Bank officials quickly detected the instigators and took appropriate action, which usually involved criminal prosecution.

In addition, the periodic surprise audits by at least two of the four regulators charged with supervisory responsibilities for all banks have served well to prevent fraud. While undoubtedly these regulators have uncovered various instances of fraud, I personally do not recall a single discovery of such abuses that were undetected prior to their examination. I continued to maintain in-depth insight into the commercial banking industry, and I am convinced that this dual system of control was firmly entrenched in the banking system well before Sarbanes-Oxley became law.

My own company, a registered broker-dealer under the supervision of the Securities and Exchange Commission and the National Association of Securities Dealers, also has stringent and extensive controls in place to prevent fraud. UVEST Financial Services is not a public company, and we have eliminated that possibility as long as Sarbanes-Oxley remains in force in its present state. Yet, we do have a very strong fiduciary responsibility to our brokerage customers and, accordingly, provide them all-encompassing protection against fraud. These efforts include a state-of-art compliance department and substantial annual expenditures to maintain appropriate controls and supervision. We have had to make only nominal changes in our systems since Sarbanes-Oxley became law, incurring only modest additional expense.

I assumed that every public company, including the likes of Enron, WorldCom and Health South, also had “controls” appropriate to their respective businesses in place well in advance of the highly publicized corporate scandals that led Congress to respond by approving SOX. For the most part, the control systems in place prior to SOX were serving their intended purposes adequately. Furthermore, in my opinion, Sarbanes-Oxley would not have prevented any of the headline-grabbing business frauds in recent years, nor will it prevent the next one.

Philosophically, I believe strongly that you cannot legislate morality or business ethics. In attempting to do so, Congress through the Sarbanes-Oxley Act has created a universe of unmanageable and expensive chaos for American business that threatens capital markets, wealth and jobs creation, and even the fundamental economic system as we have known it.

Sincerely yours,

John H. Robison
Chairman
UVEST Financial Services
Charlotte, North Carolina