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June 1, 2005

Mr. Jonathan G. Katz
Committee Management Officer
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-0609

File No.: 265-23

Re: Summary of Proposed Committee Agenda of Advisory Committee on Smaller Public Companies

Dear Mr. Katz:

Deloitte & Touche LLP (D&T) is pleased to submit written comments on the Securities and Exchange Commission's (SEC or "Commission") Summary of Proposed Committee Agenda of Advisory Committee on Smaller Public Companies ("Proposed Agenda"). D&T commends the Commission for the establishment of the SEC Advisory Committee on Smaller Public Companies ("Advisory Committee") and commissioning the Advisory Committee with assessing, evaluating, and recommending changes to the current regulatory system for smaller public companies. Refer to D&T's responses to the questions raised in the Proposed Agenda below.

Responses to Questions Raised

Question 1: Are the subjects identified in the summary of the Committee Agenda the right subjects for the Committee to consider?

The scope of the Proposed Agenda, which appears appropriate and comprehensive, may be too ambitious in the timeframe allotted to the Advisory Committee. Given this challenge, the Advisory Committee should ensure that the most pressing issues are prioritized, specifically Item 2, *Internal Control—Section 404 of Sarbanes-Oxley; S-K Item 308, S-X Reg. 210.02(e)* and Item 4, *Effects of other Statutory Requirements and Commission Regulations, including under Sarbanes-Oxley, on Smaller Public Companies*. Consideration should also be given to the possibility of extending, by amendment of the Advisory's Committee's Charter, the 13-month term of this initiative, if the Advisory Committee determines that an extension was warranted.

Question 2: Should the Committee consider subjects not identified in the summary of the Committee Agenda in order to properly fulfill its mandate?

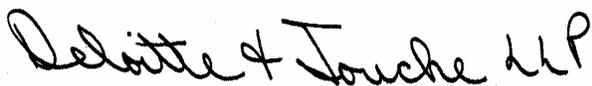
While the subjects in the proposed agenda for the Advisory Committee appear appropriate and capture the important issues that smaller public companies and their auditors face in today's regulatory environment, we encourage the Commission to provide the Advisory Committee with the opportunity to address urgent emerging issues as they arise. Additionally, the Advisory Committee should consider adopting a policy or process of periodically re-examining the agenda and prioritizing the most urgent issues for the relevant sub-committee to focus their efforts, whether or not the issue in question was contemplated by the current Proposed Agenda.

Question 3: Should the Committee not consider some subjects identified in the summary of the Committee Agenda for any reason, such as to conserve resources, to focus resources on other more critical subjects, or because of the limited length of the Committee's 13-month term?

Specific subjects in the Proposed Agenda that are unclear include, Item 6.3, *Emphasize the importance of cash in many smaller companies* and Item 6.4, *Analyze overlay and impact of other regulatory schemes (financial institutions, insurance, government contractors, etc.)*. The Advisory Committee should consider the objective of these agenda items to determine if they warrant consideration given the constraints previously mentioned in this letter. Also, as stated in the response to Question 2, we believe that the topics included in the Proposed Agenda may appear appropriate today, but the Advisory Committee should establish a process for periodic review to ensure that the most critical subjects are being dealt with in an effective and efficient manner.

D&T appreciates the opportunity to comment on the Proposed Agenda of the Advisory Committee. If you would like to discuss these comments or any other questions please contact Mark Jensen at (408) 704-4790 at your convenience.

Sincerely,

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

Deloitte & Touche LLP