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April 16, 2006

**By E-mail (rule-comments@sec.gov)**

SEC Advisory Committee on  
Smaller Public Companies  
c/o Ms. Nancy M. Morris  
Federal Advisory Committee Management Officer  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**File No. 265-23 Exposure Draft of Final Report  
of SEC Advisory Committee on Smaller Public Companies –  
Comments for Public Meeting of Committee on April 20, 2006**

Dear Ladies and Gentlemen:

I appreciate the opportunity to provide comments to the SEC Advisory Committee on Smaller Public Companies (the “Advisory Committee”) regarding the Exposure Draft, dated March 3, 2006, of the Advisory Committee’s Final Report (the “Final Report Draft”).

As CEO of a smaller public company, I was encouraged by the Advisory Committee’s recommendations in its Final Report Draft regarding the implementation of certain securities regulations applicable to smaller public companies, and encouraged by your conclusions, including that proportional or scaled regulation provides cost effective and appropriate protection for investors. Your recommendations demonstrate that the Advisory Committee clearly recognizes (i) the inordinate and disproportional financial burden that the securities regulatory scheme—in particular Section 404 of the Sarbanes Oxley Act of 2002 (“Section 404”)—can place on smaller public companies and (ii) the inherent differences between larger and smaller registrants.

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I respectfully urge you to adopt the recommendations set forth in the Final Report Draft for inclusion in the Advisory Committee's Final Report to the full Commission regarding the implementation of securities regulatory changes for smaller public companies.

I am pleased to serve as President and CEO of Optical Cable Corporation ("OCC"), a leading manufacturer of fiber optic cables primarily sold into the enterprise market, and the premier manufacturer of military ground tactical fiber optic cable for the U.S. military. OCC's common stock trades on the Nasdaq National Market. We employ over 200 individuals, and had annual net sales last fiscal year of \$45.9 million.

During the course of my career, I have also served in a number of other capacities that have allowed me to gain an understanding of the issues the Advisory Committee has addressed in its Final Report Draft, and the impact of Section 404 on smaller public companies. I previously served as CFO of Optical Cable Corporation. And some years before, I served as an auditor for Coopers & Lybrand, and practiced corporate and securities law with both McGuire Woods, and Kirkland & Ellis.

Generally, smaller public companies provide essential job growth, tend to be more flexible and innovative and generally provide higher returns for shareholders, when compared to larger public companies. Additionally, the management teams of smaller public companies are generally more intimately involved in the details of day to day operations—providing a level of internal control that is more difficult to duplicate at larger public companies except with stricter and more detailed control structures.

Clearly, many of the recent corporate governance and regulatory changes have created an improved control environment at smaller public companies—likely benefiting shareholders commensurate with the costs incurred. However, we jeopardize the progress made—and the benefits smaller public companies provide—if Section 404 is implemented in its current form. The Advisory Committee's recommendations strike the correct balance between additional costs incurred and additional shareholder protection, and I believe that your recommendations should be adopted.

As a non-accelerated filer, OCC is not yet required to fully comply with the provisions of Section 404; however, we have already incurred significant additional staffing costs and consulting costs in connection with Section 404. Additionally, some management time and focus has been diverted from other activities. If required to fully comply with Section 404 in its current form, we estimate OCC could see its audit fees alone increase 50% to 100% above current levels. These costs are disproportional to those incurred by larger public companies, resulting in a regressive regulatory burden on smaller public companies.

More broadly, I believe the adoption of Section 404 in its current form may increase the number of smaller public companies deciding to rely on private funds for financing. I believe this ultimately works to the disadvantage of the investing public as investment opportunities are

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removed from public markets, and may only be available (if at all) through investments in private equity funds—funds more difficult to access for the typical investor.

Finally, even for those persons who believe the costs of Section 404 compliance outweigh the costs, the Advisory Committee's recommendations provide an appropriate solution—let the market decide. The Advisory Committee's "opt-in" option for Section 404 adoption by smaller public companies should tend to move smaller public companies toward a decision most valued by its shareholders.

Again, thank you for the opportunity to comment on the Final Report Draft of the SEC's Advisory Committee on Smaller Public Companies.

Sincerely,

A handwritten signature in black ink, appearing to read "Neil D. Wilkin, Jr.", with a stylized flourish at the end.

Neil D. Wilkin, Jr.