

Memo

To: SEC Advisory Committee on Smaller Public Companies

From: Tracy Fuller

CC:

Date: March 22, 2006

Re: File No. 265-23

Please allow me to take this opportunity to thank the ACSPC on their efforts and recommendations on SOX 404 requirements for small and micro-cap companies.

I currently occupy the position of CFO for a privately held company, who provides engineering, test and packaging service in the Semiconductor industry. However, my previous position was Business Unit Controller for a large publicly traded company. It has been my experience that the burden placed on businesses to meet SOX 404 requirements is quite extensive. Although we were part of a large corporation, our business unit was quite small and the burden placed upon our limited resources to comply with SOX 404 reporting was enormous.

Because of the limited resources (both personnel and financial) available in small companies, I would like to suggest some changes to the Exposure Draft. In my opinion, the "unless and until" language in sections III.P.1 and III.P.2 should be deleted from the recommendation allowing for a true exemption for small & micro-cap companies.

Thank you for your time and attention.