



**SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS**

January 19, 2006

Nancy Morris, Secretary
United States Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-9303

VIA E-MAIL (rule-comments@sec.gov)

Re: Public Company Accounting Oversight Board; Notice of Filing of Proposed Rule on Auditing Standard No. 4, Reporting on Whether a Previously Reported Material Weakness Continues to Exist

File No.: PCAOB-2005-01
Release No.: 34-52990

Dear Ms. Morris:

The Society of Corporate Secretaries & Governance Professionals (formerly The American Society of Corporate Secretaries) is a professional association, founded in 1946, with over 4,000 members who serve more than 3,000 issuers. Responsibilities of our members include supporting the work of corporate boards of directors, their committees and executive management regarding corporate governance and disclosure. Our members assure issuer compliance with the securities laws and regulations, corporate law, stock exchange listing requirements and the accounting rules, and have been on the front-line in implementing the structural changes necessitated by the Sarbanes-Oxley Act of 2002 and the resulting rules of the Securities and Exchange Commission, the Public Company Accounting Oversight Board and the exchanges. The majority of Society members are attorneys. This letter is submitted in response to the Commission's request for comment in connection with the Proposed Auditing Standard No. 4 ("AS 4").

We applaud the PCAOB for taking the initiative with respect to AS 4, which would result in a new voluntary process that issuers can request of their auditors if they believe it would be beneficial based on their own specific facts. AS 4 offers desired flexibility for issuers that are able to quickly remediate a material weakness that is identified in their annual audit of internal controls over financial reporting. We enthusiastically support the proposal and strongly recommend that it be adopted in its existing form.

January 19, 2006

Page 2

Respectfully submitted,

The Society of Corporate Secretaries and Governance Professionals

By: Stacey K. Geer, Society PCAOB Subcommittee Chairperson

cc: Pauline Candaux, Society Securities Law Committee Chairperson

William Mostyn, Society Chairman-Elect

David W. Smith, Society President

Carol Stacey, Chief Accountant, SEC Division of Corporation Finance

Susan Ellen Wolf, Society Chairman