



October 31, 2005

Jonathan G. Katz, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609

Re: File No. S7-09-05, Revisions to Accelerated Filer Definition and Accelerated Deadlines for Filing Periodic Reports

Dear Mr. Katz:

The National Retail Federation (NRF) and its Financial Executives Council (Council) are pleased to submit comments on the proposed rule: *Revisions to Accelerated Filer Definition and Accelerated Deadlines for Filing Periodic Reports*. NRF is the world's largest retail trade association, with membership that comprises all retail formats and channels of distribution including department, specialty, discount, grocery, chain restaurants, catalog, Internet, and independent stores, as well as the industry's key trading partners of retail goods and services. The Council is comprised of senior financial executives from the nation's leading retailers who are experts in retail industry accounting practices.

NRF strongly believes that the SEC should maintain the current 75-day deadline for filing annual reports for all accelerated filers rather than the 60-day proposed rule. While most companies will strive to report in 60 days, we are concerned that increased financial reporting requirements and regulation, as well as the reality of unforeseen circumstances may make the shortened deadline unduly burdensome. We believe the readers of financial statements will be better served if filers have additional time.

Increased Financial Reporting Requirements and Regulation

With the introduction of Sarbanes-Oxley into corporate financial reporting, the time and resources required to prepare year end reports has increased. This is due to a greater awareness and involvement among management, more testing and documentation of internal controls, and more thorough disclosures in financial statements. As the requirement for high quality information has increased, the time allowed to gather and review such data has decreased. It is our fear that further reducing the filing deadline to 60 days may negatively impact the quality of these reports and put a strain on internal and external resources.

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Form 8-K Changes

In 2004, the SEC released a final rule titled *Additional Form 8-K Disclosure Requirements and Acceleration of Filing Date*, which expanded the number of events reportable on Form 8-K and shortened the filing deadline for most items to four business days from the date the event occurred. This rule has succeeded in providing pertinent, material information to investors on a timely basis, thereby meeting the Commission's objective. We feel that with most material events being reported by registrants on Form 8-K within four business days, it is in the best interest of all to keep the Form 10-K deadline for all issuers at 75 days, which will allow adequate time for completion and review of the annual report.

Unforeseen Circumstances

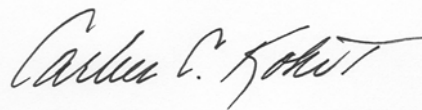
While our industry will strive to complete year end work in 60 days, the 75-day filing window allows for the occurrence of unforeseen circumstances. A perfect example is the lease accounting issue that arose late last year. Many companies, retailers in particular, faced the possibility of a restatement following the issuance of a February 7, 2005 letter from the SEC regarding operating lease accounting practices. The 75-day filing deadline allowed adequate time to evaluate the situation and discuss the impact before companies issued their 10-Ks.

Need for Comparability between Accelerated Filers

The proposed rule calls for the creation of two distinct groups of filers—large accelerated filers and accelerated filers. Dividing the class should be avoided if possible to avoid confusion both in the marketplace over comparability and for the companies who find themselves on the border of the two groups. Maintaining a 75-day filing deadline for annual reports for all accelerated filers will eliminate this confusion.

NRF thanks you for your time and consideration of this letter and welcomes any opportunity to further discuss the rationale behind our views.

Sincerely,



Carleen C. Kohut
SVP and Chief Financial Officer

