

FORESTCITY

ENTERPRISES

Terminal Tower 50 Public Square, Ste 740
Cleveland, Ohio 44113-2203
(216) 621-6060 Fax (216) 263-4811

October 18, 2005

John G. Katz
Securities and Exchange Commission
450 Fifth Street N.W.
Washington, DC 20549-0609

Re: File No. S7-08-05- Revisions to Accelerated Filer Definition and Accelerated Deadlines for Filing Periodic Reports

Dear Mr. Katz:

Forest City Enterprises, Inc. is a NYSE traded real estate corporation headquartered in Cleveland, Ohio with over \$7.4 billion in total real estate assets. We own, develop, acquire and operate commercial and residential real estate across the United States.

We strongly disagree with the proposed amendment to the accelerated filing deadline that will require large accelerated filers to file annual reports on Form 10-K within 60 days after fiscal year end. We believe that it is appropriate to maintain the current 75-day (annual) and 40-day (quarterly) filing deadlines for all accelerated filers and that the current deadlines, along with the new Form 8-K reporting requirements, achieve the goal of providing detailed reports to the public as quickly as possible without compromising the reliability and accuracy of the reports.

We disagree with the Commission's comment that the proposed deadlines would strike the appropriate balance between the timeliness and accessibility of Exchange Act reports to investors and to financial markets and the need of companies and their auditors to conduct, without undue cost, high-quality and thorough assessments and audits of the financial statements contained in the reports. We believe that the accelerated deadlines will result in increased costs for issuers and auditors and that the accelerated deadline could have a detrimental impact on the quality of a company's filings. Furthermore, we believe that the new Form 8-K rules, which increased the number of reportable events under Form 8-K and shortened the filing deadline for most items to four business days, addresses the Commission's objective of reporting material financial transactions to investors and financial markets on a timely basis. Therefore, most material transactions affecting companies would be disclosed to investors via Form 8-K within four business days. We do not believe that shortening the filing deadline of Form 10-K by 15 days will provide significant additional benefit to investors that outweigh the costs and related risks.

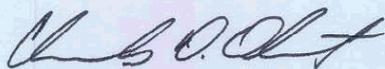
We believe that the 75 day reporting requirement for the annual report on Form 10-K should not be decreased. We believe that due to the additional disclosure requirements of new accounting pronouncements and related interpretations and the Commission's new internal control over financial reporting requirements mandated by Section 404 of the Sarbanes-Oxley Act of 2002, that the quality and accuracy of reported information could be compromised by the shortened filing deadline. In addition, we believe that the shortened filing deadlines will impose undue burden on the resources of independent auditors, as they are required to issue their opinions on both the consolidated financial statement and internal control over financial reporting at the same time. Resources are already in constant strain for the public accounting firms due to the increased responsibilities required of them under Sarbanes-Oxley Section 404. Decreasing the reporting time frame for both the audit of the financial statements and the internal controls will place further strain on these firms that could result in decreased quality of audits and/or missed deadlines and almost certainly increase billing rates charged to registrants. In addition, registrants have no control over the resource allocation of its independent auditors and should not be held accountable for resource shortages by the outside auditors that compromise filing deadlines. We believe it would be prudent to evaluate the extent of efficiencies gained in year 2 of Section 404 prior to reducing the reporting requirement of Form 10-K by fifteen days.

We disagree with the Commission's statement that by virtue of their size, the proposed large accelerated filers are more likely than smaller companies to have more financial reporting resources to support further acceleration of the annual report deadline. We believe that proportionately speaking, large accelerated filers do not have more financial reporting resources than smaller companies. Large accelerated filers have more complex operations and a higher quantity of complicated transactions that need specific attention than other smaller accelerated filers. As a result, the additional resources available for large filers are already fully utilized prior to any acceleration of filing deadlines. Therefore, it is our opinion that larger companies will have as much difficulty in fulfilling reporting requirements under the shortened filing deadline as smaller filers.

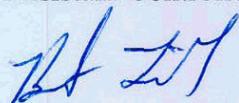
We ask that you consider our comments and maintain the current deadline of 75 days to file annual reports on Form 10-K for all accelerated filers. We appreciate the Commission's time and consideration of our comments. If you have any questions regarding our comments, please contact Chuck Obert at 216-416-3318 or Betsy Link at 216-416-3354.

Sincerely,

Forest City Enterprises, Inc.



/s/ Chuck Obert
Assistant Controller and VP of External Reporting



/s/ Betsy Link
Director of External Reporting