



September 29, 2004

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VIA FEDEX TRK# 792100821128

Mr. Jonathan G. Katz  
Secretary  
U.S. Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549-0609

Re: Temporary Postponement of the Final Phase-In Period for Acceleration of Periodic Reporting Filing Dates (Securities and Exchange Commission Release Nos. 33-8477; 34-50254; File No. S7-32-04)

Dear Mr. Katz:

Federal Signal Corporation appreciates the opportunity to comment on the Securities and Exchange Commission's (the "Commission") proposed rule, "Temporary Postponement of the Final Phase-In Period for Acceleration of Periodic Reporting Filing Dates" ("Proposed Rule"). We support the Commission's Proposed Rule to delay the final phase-in period one year as it relates to the acceleration of the due dates for Form 10-K and Form 10-Q. In fact, we encourage the Commission to adopt a rule that would eliminate the final phase-in of the quarterly and annual filing deadlines in order to balance the additional human resources and time constraints resulting from the combined requirements of financial and internal control reporting.

Our employees, senior management, legal counsel and audit committee have expended an enormous amount of time and effort to support management's assertions on the effectiveness of internal control over financial reporting. As is the case with many accelerated filers, the individuals responsible for closing the financial records and preparing the financial statements and accompanying disclosures are, in many cases, also critical process owners in our Section 404 evaluation. This assessment cannot be finalized until the process governing the preparation and disclosure controls over financial reporting of Form 10-K have been documented, tested and evaluation. The Proposed Rule would provide additional time necessary to ensure the quality and accuracy of information in our periodic reports, including the attention required in our Section 404 evaluation. This heightened level of diligence will ultimately serve the investment community well.

The Proposed Rule should be extended to all accelerated filers; an extension granted only to certain accelerated filers based on "need" appears to be an arbitrary decision. Attempting to measure the situation of each accelerated filer requesting an extension could not be consistently applied.

Federal Signal Corporation thanks the Commission for the opportunity to comment on the Proposed Rule. If you have any questions concerning this letter, please contact me at (630) 954-2020.

Respectfully submitted,

Stephanie K. Kushner  
Vice President and Chief Financial Officer