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From: Bennion, Jeanette [mailto:Jeanette.Bennion@wgint.com]  
Sent: Monday, February 26, 2007 4:55 PM  
To: Comments  
Subject: PCAOB Rulemaking Docket Matter No. 021

I would like thank the PCAOB for taking a thorough look at AS-2 and proposing suggestions for improvement. I am a vice president of an accelerated filer responsible for Sarbanes-Oxley compliance, particularly Section 404. I share the view others have expressed about the proposed change that would eliminate the requirement for the independent auditor to express an opinion on management's assessment of internal control over financial reporting. I believe the Board is proposing to eliminate the wrong opinion.

Management is responsible for maintaining effective internal control over financial reporting. Section 404 ensured that management assumed responsibility for effective internal control as a key accountability. By eliminating the requirement that the auditor opine on management's assessment, the perception exists that management can "lighten-up" or if not lighten-up, then adapt a scope and approach to Section 404 that may look quite different from the scope and approach utilized by the independent auditor in performing their audit of internal control.

I believe the Board should maintain the independent audit of management's assessment of internal control over financial reporting and removed the redundant independent audit of internal control. This view was reinforced when I recently attended a seminar presented by a Big 4 accounting firm on the proposed PCAOB regulatory changes and SEC guidance. In that presentation, the audit partner stated, under the PCAOB's proposals, the cost of the 404 audit might actually increase if management's approach to 404 changes enough in comparison to the independent accountants. In that situation, it may actually cause the independent accountant to do more work than in prior years in performing their audit of internal control.

I think the elimination of the requirement for the redundant independent audit of internal control and maintenance of the requirement for an audit on management's assessment would preserve management's accountability for internal control, provide shareholders the assurance they deserve, and provide meaningful relief to industry resulting from some of the overbearing aspects of AS-2.

Sincerely,  
Jeanette Y. Bennion  
Vice President Financial Compliance  
Washington Group International  
PO Box 73  
Boise, ID 83729  
(208) 386-5185