

February 12, 2007

Ms. Nancy M. Morris  
Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

By E-mail: rule-comments@sec.gov

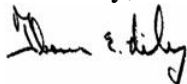
**Re: Securities and Exchange Commission Release No. 34-55005 [International Series Release No. 1300; File No. S7-12-05] Termination of a Foreign Private Issuer's Registration of a Class of Securities Under Section 12(G) and Duty to File Reports Under Section 13(A) or 15(D) of the Securities Exchange Act of 1934**

Dear Ms. Morris:

The New York State Society of Certified Public Accountants, representing 30,000 CPAs in public practice, industry, government and education, submits the following comments to you regarding the above captioned International Series Release. NYSSCPA thanks SEC for the opportunity to comment on this release.

The NYSSCPA SEC Practice Committee deliberated the release and drafted the attached comments. If you would like additional discussion with us, please contact Mitchell Mertz, the Chair of the SEC Practice Committee at (212) 891-4048, or Ernest J. Markezin, NYSSCPA staff, at (212) 719-8303.

Sincerely,



Thomas E. Riley  
President

Attachment



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**NEW YORK STATE SOCIETY OF  
CERTIFIED PUBLIC ACCOUNTANTS**

**COMMENTS TO THE US SECURITIES AND EXCHANGE COMMISSION ON  
SEC RELEASE NO. 34-55005 [INTERNATIONAL SERIES RELEASE NO. 1300;  
FILE NO. S7-12-05] TERMINATION OF A FOREIGN PRIVATE ISSUER'S  
REGISTRATION OF A CLASS OF SECURITIES UNDER SECTION 12(G) AND  
DUTY TO FILE REPORTS UNDER SECTION 13(A) OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**FEBRUARY 12, 2007**

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## **New York State Society of Certified Public Accountants**

### **Comments to the US Securities and Exchange Commission on Release No. 34-55005 [International Series Release No. 1300; File No. S7-12-05] Termination of a Foreign Private Issuer's Registration of a Class of Securities Under Section 12(G) and Duty to File Reports Under Section 13(A) or 15(D) of the Securities Exchange Act of 1934**

**February 12, 2007**

We agree with the objective of the Commission's re-proposed rule which will facilitate a foreign private issuer's ability to readily terminate the registration of a class of equity securities under the Exchange Act. The United States needs to provide for a viable and vibrant capital market, and feasible and realistic regulations to both enter and exit that market. We believe that this proposed rule helps to solve the difficulties associated with exiting that market.

Comparing the average daily trading volume in the United States' capital market to an issuer's primary market, and the percentage of U.S. residents' float to the issuer's worldwide float are reasonable bases for making this determination. Further, we believe that the percentages set forth in the release represent reasonable criteria for enabling a foreign private issuer to terminate its registration. Information readily available in the issuer's primary market should provide residual U.S. investors with sufficient information to make informed investment decisions and keep U. S. regulatory requirements within reasonable bounds.

Therefore, we agree with the proposed rulemaking.