



OFFICE OF
INTERNATIONAL
AFFAIRS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

8 June 2006

Mr. Peter Schaar
Chairman
Article 29 Data Protection Working Party
Directorate-General Justice, Freedom and Security
Data Protection Unit
B-1049 Bruxelles
BELGIUM

Dear Mr. Schaar:

At the request of Chairman Cox, I am writing in response to your letter dated 16 February 2006. The SEC staff appreciates the opportunity to react to the Article 29 Data Protection Working Party opinion adopted 1 February 2006 (the "Opinion").

You expressed an interest in knowing whether compliance with the Opinion also allows compliance with the whistleblower requirements mandated by Section 301 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"). SEC staff, as a matter of policy, does not opine on or interpret the laws or regulations of a foreign sovereign (or group of sovereigns). Further, we must note that the views expressed in this letter do not necessarily reflect the views or the approval of the Commission or of other members of the Commission's staff. However, we thought it would be useful to provide you with the staff's understanding of certain concepts underlying the whistleblower requirements as they relate to the Opinion. In addition, we are seeking confirmation of certain clarifications of the Opinion offered in an 8 March 2006 meeting between SEC staff and Christophe Pallez, Secretary General of the Commission Nationale de l'Informatique et des Libertés or CNIL, in his capacity as a representative of the Article 29 Data Protection Working Party. These clarifications, if confirmed and made public, may provide useful guidance to companies.

As you are aware, Sarbanes-Oxley mandated sweeping reform in the area of corporate disclosure and financial reporting. To give effect to Section 301 of Sarbanes-Oxley, the SEC adopted Rule 10A-3, which requires that US national securities exchanges and national securities associations prohibit the listing of any security of an issuer that is not in compliance with certain standards applicable to issuer audit committees. The whistleblower requirements are among these listing standards.

Rule 10A-3 provides, in relevant part:

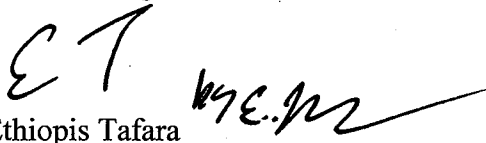
"Each audit committee must establish procedures for:

Mr. Peter Schaar
8 June 2006
Page 7 of 7

SEC staff and I remain available to address any concerns you have regarding this response, or any other concerns regarding these matters that have come to the attention of the Working Party.

We would like to reiterate our appreciation for the opportunity that you have given us to react to the Opinion. We hope that the articulation of several key concepts underlying Rule 10A-3, as they relate to items discussed in the Opinion, as well as our understanding of the Working Party's interpretations will be of assistance to companies seeking to comply with Sarbanes-Oxley-mandated audit committee listing standards on whistleblower procedures and European data protection law.

With best regards,

Handwritten signature of Ethiopis Tafara, consisting of the initials 'ET' and a stylized signature.

Ethiopis Tafara
Director