



January 9, 2007

Mr. Robert H. Herz
Chairman, Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, CT 06856-5116

Dear Chairman Herz:

On behalf of ValueClick, Inc., I strongly urge the Financial Accounting Standards Board to delay the effective date of FIN 48 on Accounting for Uncertainty in Income Taxes to allow companies sufficient time to address the substantive, procedural, and documentation challenges posed by the new interpretation. Specifically, I recommend that the effective date of FIN 48 be deferred to fiscal years beginning after December 15, 2007. The challenges of implementing FIN 48 were articulated by Tax Executives Institute in a letter it sent to you on December 12, 2006.

Over the past few years, the accounting and tax professions have been challenged with numerous new regulatory requirements and financial standards such as Sarbanes-Oxley, FAS 123R, accelerated SEC filings, and now FIN 48. Meanwhile, achieving compliance with these new requirements and standards has been made more difficult by the limited resources available to small and mid-sized companies such as ValueClick.

Although these new requirements have been designed to provide financial statement readers with the most accurate and transparent information possible, there are still many unanswered questions involving FIN 48 that make compliance with this standard extremely difficult in a five-month implementation period. One of these unresolved questions concerns what constitutes adequate documentation under FIN 48. Despite numerous readings of the standard and discussions with our external auditors, we are still unclear about what constitutes adequate documentation and in particular, the appropriate "measurement" of uncertain tax positions for which there is not necessarily public information such as legislative and judicial history.

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If the FIN 48 required adoption date remains January 1, 2007, then many companies may not be able to timely resolve the unanswered questions such as ours above. Thus, implementation of this standard may actually create more diversity in practice and even possibly result in the overstatement of ultimate tax liabilities for many financial statement issuers.

However, extending the deadline for implementing FIN 48 will permit companies and their external auditors to resolve unanswered questions and reduce diversity in practice, which prompted the development of FIN 48 in the first place.

Very truly yours,



Carolyn Bergstrom
Vice-President, Taxes
ValueClick, Inc.