

LETTER OF COMMENT NO. 2

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Sent: Friday, December 28, 2007 11:03 AM

To: Director - FASB

Subject: File Reference: Proposed FSP FIN 48-b

Issue: What is the definition of "non-public" for purposes of the FIN 48 one year delay allowed by FIN 48-b to non-public entities?

In the minutes to the FASB meeting held on November 7, 2007, the following is included in point # 19..."Mr. Golden also clarified that a non-SEC registrant would be used to determine whether an entity would be considered nonpublic".

Point #1 of the proposed FASB Staff Position No. FIN 48-b appears to define "nonpublic" for purposes of the FIN 48 delay as "....defined by paragraph 289 of FASB Statement No 109...". This definition is "(a)n enterprise other than one (a) whose debt or equity securities are traded in a public market, including those traded on a stock exchange or in the over-the-counter market (including securities quoted only locally or regionally), or (b) whose financial statements are filed with a regulatory agency in preparation for the sale of any class of securities".

Which definition will apply to the final delay allowed. In other words, if a company is traded on local over-thecounter markets, but is not an SEC registrant, would they be able to take advantage of the one-year delay allowed by FIN 48-b?

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