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Certified Public Accountants

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June 19, 2009

Mr. Russell G. Golden
Technical Director
Financial Accounting Standards Board
401 Merritt 7
PO Box 5116
Norwalk, CT 06856-5116

File Reference: Proposed FSP FIN 48-d

Dear Mr. Golden:

We are pleased to comment on the proposed FASB Staff Position (FSP) No. FIN 48-d, *Application Guidance for Pass-through Entities and Tax-Exempt Not-for-Profit Entities and Disclosure Modifications for Non Public Entities*.

Overall, we support the efforts of the FASB to provide implementation guidance on FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). In particular, we agree with the elimination of the disclosures required by paragraphs 21(a) and 21(b).

While we support the basic approach of the proposed FSP, we believe there are certain aspects of the proposed FSP that should be revised or clarified.

The proposed FSP provides guidance regarding the attribution of income taxes to the entity or its owners. However, we believe clarification of the example in paragraph 26(a) would be helpful in applying the final FSP. In the fact pattern used in that example, it is not clear what basis Jurisdiction J uses to "assess" the income tax on Entity A. It is also not clear if Partners 1 and 2 must include the taxable income of Entity A in their personal income tax returns. Further, since it is not stated as to which party is responsible for the tax, it is difficult to follow the logic of the conclusion.

The proposed FSP also provides guidance intended to clarify how FIN 48 should be applied to a consolidated or combined reporting group. We believe certain revisions to paragraph 27 would be helpful in applying the final FSP. The wording used in the heading of paragraph 27 and in the body of paragraph 27 leads to confusion about the purpose of this guidance and its principle. We think the heading could be better stated as "Accounting for Uncertainty in Income Taxes in Consolidated and Combined Financial Statements." Further, we believe that the overall principle should be revised to include the notion that the assessment of uncertain tax positions required by FIN 48 should be applied on an entity-by-entity basis and jurisdiction-by-jurisdiction, regardless of the stated tax status and whether a parent or subsidiary has a different tax status. Additionally, we believe the last sentence in paragraph 27 is unnecessary and should be deleted.

Lastly, we encourage the Board to issue the final FSP as soon as possible and to communicate its intentions regarding whether any further deferrals of FIN 48 will be considered.

McGladrey & Pullen Comment Letter on FSP FIN 48-d

We would be pleased to respond to any questions the Board or its staff may have about any of the preceding comments. Please direct any questions to Jay D. Hanson (952-921-7785).

Sincerely,

A handwritten signature in cursive script that reads "McGladrey & Pullen, LLP".

McGladrey & Pullen, LLP