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3. a) Tell us about any issues or concerns you have with current U.S. GAAP accounting standards as those standards apply to private company financial statements.

**Accounting standards are too complex to understand, too costly to implement and many are not relevant for the majority of privately held companies. Theoretically, accounting standards should be the same no matter what size the entity. However, the cost of producing financial statements should be scaled to the size of the entity. It is not possible to satisfy both of these needs simultaneously. Sacrifices will have to be made. The solution must be one that if change is required, it is the least disruptive solution.**

b) Are those issues or concerns confined to one or more specific standards, or are they more systemic? **This is a systemic concern. Standards are greatly influenced by those who generally deal with publically held companies. Standards for private companies should be set with those who generally deal with privately held companies.**

c) Do you believe that those issues or concerns are largely confined to private companies, or are they broader? **I am primarily involved with private companies.**

Please be as specific as possible in your answers.

4. What short-term and/or long-term actions do you believe are necessary to address those issues or concerns? Please be as specific as possible in your answer, and explain your reasoning.

**Standards for private companies should be set by those who generally deal with privately held companies.**

5. a) To what extent, if any, would an SEC requirement for public companies to adopt IFRS at a date certain affect your answers above? Why?

**To the extent that adopting IFRS would cause increased complexity and cost in producing financial statements for private companies, my answers above would not change.**

b) To what extent, if any, would other outside factors affect your answers above? Which factors and why?

6. Is there any other input that you'd like to convey to the Panel?
7. Do these responses represent your individual views or are they submitted to represent the views of the organization with which you are associated? **Individual views.**