Ms. Susan M. Cosper  
Technical Director, File Reference No. 2011-180  
Financial Accounting Standards Board  
401 Merritt 7  
P.O. Box 5116  
Norwalk, Connecticut 06856-5116

Re: Exposure Draft - File Reference No. 2011-180, Intangibles - Goodwill and Other (Topic 350); Testing Goodwill for Impairment

BlackRock, Inc. ("we", "BlackRock") appreciates the opportunity to provide comments to the Financial Accounting Standards Board (the "FASB", the "Board") on the proposed Accounting Standards Update ("ASU"), Intangibles - Goodwill and Other (Topic 350); Testing Goodwill for Impairment (the "Proposed ASU"). BlackRock is a global investment manager, overseeing $3.65 trillion of assets under management at March 31, 2011. BlackRock and its subsidiaries manage approximately 3,400 investment vehicles, including registered investment companies, hedge funds, private equity funds, exchange-traded funds and collective investment trusts, in addition to separate accounts.

BlackRock fully supports the Board’s proposal to allow preparers of financial statements to qualitatively assess goodwill for impairment prior to performing the first step of the two-step goodwill impairment test under existing GAAP. We agree that, for many companies, this will simplify the annual impairment tests for goodwill and reduce the costs of obtaining or preparing valuations of reporting units.

While we support the Proposed ASU, we are concerned with the potential implications on impairment testing for indefinite-lived intangible assets. At March 31, 2011, BlackRock had approximately $16.6 billion in indefinite-lived intangible assets, primarily representing acquired management contracts for mutual funds and other investment products for which there is no foreseeable limit to their lives. In the past, in our impairment assessments, we have carried forward the fair value of certain of our indefinite-lived management contracts by using a method similar to the carry forward option outlined for goodwill in Accounting Standards Codification 350-20-35-29. The carry forward option allows us to simplify the assessment process and reduce related costs while at the same time perform a detailed impairment review.

The Proposed ASU removes this carry forward option and excludes indefinite-lived intangible assets from its scope. However, the Proposed ASU also states that it would not change the current guidance for testing indefinite-lived intangible assets for impairment. Therefore, it is unclear to us whether the Board intended to eliminate the ability to use qualitative factors when assessing indefinite-lived intangible assets for impairment. We believe that there are instances where a qualitative assessment of indefinite-lived intangible asset impairment may be appropriate. For example, asset management contracts for an acquired mutual fund family may have consistently
favorable characteristics versus the original (or latest) valuation, such as higher assets under management and profit margins, along with either improved or relatively stable management fee rates, credit rating and market and other competitive factors. Under such conditions, impairment would be highly unlikely. Therefore, performing a full valuation analysis would not provide any additional benefit to the Company or its financial statement users.

We also understand that it was the Board’s intent in drafting this ASU to lessen the financial and administrative burden on financial statement preparers of performing goodwill impairment testing. However, by excluding indefinite-lived intangible assets from the scope of the Proposed ASU, the costs incurred by many companies may actually increase rather than decrease if the use of qualitative factors in the impairment analysis is specifically disallowed for indefinite-lived intangible assets. Therefore, we suggest that the Board either expand the scope of the ASU to specifically include indefinite-lived intangible assets or clarify in the final ASU that a qualitative assessment, using the same criteria outlined for goodwill, may be appropriate in some circumstances in the assessment for impairment of indefinite-lived intangible assets.

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We appreciate the opportunity to express our views on the Proposed ASU and hope that the Board will consider our comments in their deliberations. Please do not hesitate to contact me at (212) 810-8386 with any questions you may have regarding our comments.

Sincerely,

/s/ Ann Marie Petach

Ann Marie Petach
Chief Financial Officer

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1 Note that the criteria utilized in this example correspond to the factors outlined in paragraph 350-20-35-3C of the Proposed ASU as follows:

- “Assets under management”, “profit margins” and “management fee rates” correspond to 3C.c. and 3C.d.
- “Credit rating” corresponds to 3C.e.
- “Competitive factors” correspond to 3C.b.
- “Other relevant market conditions” corresponds to 3C.a.

As a result, the qualitative factors we currently utilize in analyzing indefinite-lived intangible assets are substantially similar to those outlined for goodwill in the Proposed ASU.