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January 29, 2010

Technical Director
File Reference No. 1760-100
Financial Accounting Standards Board
401 Merritt 7
PO Box 5116
Norwalk, Connecticut 06856-5116

RE: Proposed Accounting Standards Update, "Subsequent Events (Topic 855), Amendments to Certain Recognition and Disclosure Requirements" (File Reference No. 1760-100)

Dear Technical Director:

We appreciate the opportunity to respond to the proposed Accounting Standards Update, "Subsequent Events (Topic 855), Amendments to Certain Recognition and Disclosure Requirements" (the "proposed Update"). We support the Board's proposed amendments to address constituent concerns related to both the interaction of the requirements of Topic 855 with the SEC's registration requirements and the breadth of the reissuance disclosures provision related to subsequent events. We have noted certain points that we believe require clarification, and the Appendix to this letter includes our recommendations for revisions that the Board should consider making to the proposed Update.

If you have any questions about our comments or wish to discuss any of the matters addressed herein, please contact Mark Bielstein at (212) 909-5419 or Amanda Nelson at (202) 533-5560.

Sincerely,



cc: James Kroeker, Chief Accountant, Office of Chief Accountant, SEC



Appendix

Proposed Accounting Standards Update, "Subsequent Events (Topic 855), Amendments to Certain Recognition and Disclosure Requirements" (File Reference No. 1760-100)

Definition of "public entities"

The proposed Update clarifies the disclosure requirements that apply to entities that file or furnish financial statements with the SEC (referred to below as "public entities"). However, as currently worded, it is not clear whether financial statements of entities that do not file or furnish financial statements with the SEC (referred to below as "non-public entities") but that are included or incorporated by reference in a filing by another entity are required to disclose the date through which management has evaluated subsequent events in those financial statements filed or furnished with the SEC. Financial statements for non-public entities may be included in a public entity's annual report on Form 10-K, a current report on Form 8-K, or a registration statement to satisfy SEC filing requirements under Rules 3-05 and 3-14 of Regulation S-X (acquired business or real estate operations), Rule 3-09 of Regulation S-X (investment accounted for under the equity method), and Rules 3-10 and 3-16 of Regulation S-X (guarantors and pledged securities that collateralize public debt). To provide consistency between these financial statements of non-public entities when they are included in filings by public companies and the financial statements of the public entities that file them, we recommend revising certain wording in the proposed ASU and Topic 855 to indicate that, for purposes of the financial statements filed or furnished with the SEC, an entity "whose financial statements are filed or furnished with the SEC" are subject to the same guidance as financial statements of entities that file or furnish financial statements with the SEC. We believe that this revision should be made in the following paragraphs:

855-10-25-1A. "An entity whose financial statements are filed or furnished with the SEC shall evaluate subsequent events through the date the financial statements are issued."

855-10-25-2. "Except as noted in the next sentence, an entity whose financial statements are not filed or furnished with the SEC shall evaluate subsequent events through the date that the financial statements are available to be issued."

855-10-50-1. "An entity whose financial statements are not filed or furnished with the SEC shall disclose both of the following..."

855-10-50-4. "An entity shall disclose the date through which subsequent events have been evaluated in both originally issued or available to be issued financial statements and restated financial statements, *unless the entity's financial statements are filed or furnished with the SEC.*"



Definition of and consistency within U.S. GAAP of "restated"

We recommend that the Board reconsider the use of the term "restated" in referring to financial statements revised for the retrospective application of U.S. GAAP. The term "restatement" is defined in Topic 260, *Accounting Changes and Error Corrections* as "the process of revising previously issued financial statements to reflect the correction of an error in those financial statements." Using the term "restated" to refer to retrospective application of U.S. GAAP could cause confusion with preparers and users of the financial statements who associate this term specifically with corrections of errors because of the definition in Topic 260. We recommend that the Board revise the proposed Update to use terminology that is consistent with terms currently codified in U.S. GAAP.

Proposed effective date

We agree with the Board's decision to make the proposed Update effective upon issuance. We urge the Board to adopt the proposed Update as soon as possible, particularly in light of upcoming deadlines for public companies to file financial statements with the SEC for the year ended December 31, 2009. The largest public entities with calendar year ends are required to file their annual reports with the SEC no later than March 1, 2010 and many expect to file in mid-February 2010.

Applicability of wide distribution

We believe further clarification may be necessary with respect to the date through which subsequent events should be evaluated for non-public entities. Specifically, the provisions of paragraph 855-10-25-2 appear to prohibit non-public entities from finalizing financial statements until a wide distribution occurs (if a wide distribution is expected). That provision may impact current practices of many non-public entities, including not-for-profit organizations, related to completion of financial statements, distribution of financial statements to owners, lenders, and others, and filing financial statements with regulators. We believe non-public entities should be permitted to finalize their financial statements on the "available to be issued" date with disclosures of the date through which subsequent events have been evaluated.