



Ms. Florence E. Harmon  
Acting Secretary  
U.S. Securities and Exchange Commission  
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July 31, 2008

RE: File Number S7-11-08  
Proposed Rule  
Interactive Data to Improve Financial Reporting  
Release No. 33-8924

Dear Ms. Harmon:

Grant Thornton LLP appreciates the opportunity to comment on the above-referenced proposed rule release. We support the efforts of the Commission to improve the usefulness of financial statement information to investors and to assist in automating regulatory filings. Grant Thornton LLP has been an active participant in the development and adoption of this enabling technology because we believe that the quality and transparency of financial and business information is critical to the health of the markets and our economy.

Grant Thornton LLP is the U.S. member of the global public accounting network, Grant Thornton International, Ltd. Grant Thornton LLP has more than 5,500 personnel in more than 50 offices across the United States. Grant Thornton International includes member firms in over 110 countries, with some 2,200 global partners and 27,000 personnel.

We support the proposed rule requiring companies to provide financial information in an interactive data format, specifically XBRL. We believe, though, that the Commission should reconsider the implementation phase-in schedule and clarify the liability risks that exist for various parties as a result of the proposed rule. This would help determine the level of assurance that registrants may demand, and that auditors can provide, on tagged data.

We respectfully submit the following commentary and recommendations organized by the categories included in the proposed rule.

### Submission of financial information using interactive data

We fully support the Commission's proposal to mandate the tagging of financial data using XBRL. We believe that the value of interactive data lies in an extensive volume of comparable information available to investors for efficient analysis. The lack of participation in the interactive data voluntary filer program since its inception suggests that, without a date-certain requirement, companies are seemingly reluctant to provide tagged data. As a result we believe that the proposed rule to require the inclusion of interactive data in SEC filings is preferable to a voluntary approach that would afford only a limited degree of usefulness until enough companies across each industry choose to provide tagged data.

We expect that the proposed date-certain requirement will spur software companies to develop more products for producing, using, and viewing interactive data.

We believe, though, that most preparers and users remain relatively unfamiliar with XBRL. Preparers' compliance with the new reporting requirements will hinge on their ability to understand how XBRL works. Initially, this understanding will be reliant upon the availability of proper reference information, tools, and services. Based on our participation with other major firms in reviewing the *XBRL US GAAP Taxonomy Preparers Guide*, we found the guide to be written in highly technical terms that were difficult to follow, especially in the higher-risk areas of extensions and dimensions. We understand from discussions with preparers that they share these concerns. We believe that the guide should be re-written in more basic language using the guidelines espoused in the SEC's "A Plain English Handbook" to assist preparers in developing a full understanding of XBRL. We also recommend that the EDGAR Filing Manual be publicly released as soon as possible to give preparers sufficient time to comply with the proposed reporting requirements.

### Phase-in under the proposed rules

#### *Companies and filings covered by the proposed rules and phase-in*

We support the concept of a phase-in schedule for companies to implement interactive data tagging. However, we believe that the phase in should begin with the first quarterly period of fiscal years beginning on or after December 15, 2008 for large accelerated filers, rather than fiscal years ending on or after December 15, 2008 for large accelerated filers with worldwide public common equity float above \$5 billion, as proposed. Further, we believe that all remaining filers should be required to provide tagged data for the first quarterly period of fiscal years beginning on or after December 15, 2009.

We believe that changing the phase-in dates, expanding the scope of the new rule to include all companies within two years, as well as moving the initial implementation to a quarterly period, would yield the following advantages:

- A significantly larger pool of financial data would be available across industries in the first year of implementation, allowing investors to perform more timely and meaningful analysis.
- Potential “bugs” in the taxonomy could be identified in quarterly filings and remediated before tagging the more widely distributed annual financial data.
- Tagging quarterly rather than annual financial data would help to reduce companies’ initial implementation burdens.
- More companies would be able to take advantage of the benefits of providing tagged data sooner. We understand that the use of interactive data is expected to reduce companies’ reporting costs and the cost of capital, particularly for small to mid-sized companies.

With our recommended timetable changes, we believe it would also be appropriate to extend the grace period to 30 days after the filing due dates in the first year of implementation rather than for only the first filing, as proposed in the rule.

We support the requirement for foreign private issuers to provide interactive data at the same time as domestic issuers. We understand that the IFRS taxonomy is not as fully developed as the U.S. GAAP taxonomy, therefore, we urge the Commission to encourage the development of additional elements in IFRS core taxonomies. In our opinion, reducing the large number of expected extensions in the XBRL submissions of foreign private issuers relative to U.S. GAAP filers would provide investors with more reliable and comparable data.

#### *Financial statements and financial statement schedules*

With regard to the information to be tagged, we have the following comments:

- In our view, the proposed rule that would require registrants to include tags that extend to the financial statements (including transition reports), footnotes, and required financial statement schedules is appropriate at the current time.

- We agree with the proposed requirement to tag financial information in both periodic filings and registration statements. We believe, though, that the Commission should exempt companies from including interactive data in all IPO registration statements except for the version that the SEC declares effective. In our opinion, registrants should amend to include interactive data as an exhibit to their IPO registration statements within 30 days of the SEC declaring those registrations effective.
- We agree with the proposal to tag the footnotes and financial statement schedules in two levels of detail, with block tagging required in the first year and detailed tagging of each amount in the second year.
- We believe that the proposed rules should include financial information provided under Forms 8-K and 6-K. However, during the first year that companies implement the new rules, we would like to propose adding a grace period of five days after the filing due date to allow companies additional time to prepare these forms in interactive format.

The proposed rule prohibits the use of interactive data in Form 8-K and requires that interactive data exhibits should be attached to the periodic filings for financial statements restated as a result of errors or accounting changes. If this prohibition remains in the final rule, we believe that the Commission should clarify whether companies would be prohibited from including interactive data in Forms 8-K that contain restated financial statements reflecting other events, such as discontinued operations.

- We do not believe that interactive data tagging should be required for Items 3-05, 3-09, 3-10, 3-14 and 3-16 financial statements at this time because, in our view, the burden of compliance would outweigh the benefits. While the current proposed rules provide the foundation for XBRL reporting, we believe that future amendments to these rules should require companies to provide interactive data for all disclosures, including executive compensation and MD&As, after the respective framework and taxonomies are adequately developed for each disclosure area and implementation costs are more predictable. In the meantime, we believe it would be appropriate for the Commission to encourage voluntary tagging of these other financial statements and disclosures.

## Accuracy and reliability of interactive data

### *Involvement of auditors*

We agree with the Commission's view that, with no attestation requirement, auditors would not be required to apply AU Sections 550, 722, or 711 to interactive data exhibits. We recommend that the final rule explicitly state that auditors have no responsibility to provide assurance over interactive data or, at the very least, that the PCAOB issue an interpretation to this effect to help set the expectations of both preparers and users. In our opinion, users have an inherent expectation that auditors have provided some level of attestation procedures over financial data included in publicly filed documents.

The proposed rule is silent as to whether the auditors' reports should be tagged. We believe that the Commission should specify in the final rule that, unless companies voluntarily obtain attestation for interactive data, auditors' reports should not be included in the interactive data exhibits to avoid the appearance that the auditors are responsible in any way for them. Similarly, we believe that, in the final rule, the SEC should require companies not voluntarily obtaining third party attestation to include cautionary language to ensure investors are aware that the auditors' opinion covers only the traditional format financial statements and related footnotes.

While we agree that no assurance on interactive data should be required during the phase-in period, we believe that users would benefit from some level of auditor assurance over interactive data in the future. We believe that public confidence in the reliability of each tag will be critical to the effectiveness of the XBRL project. In fact, we expect that some issuers will voluntarily obtain assurance on their interactive data.

If the final rule requires some level of assurance or allows voluntary third-party attestation, we believe that the Commission should include guidance in the final rule addressing the following topics, among others:

- The liability of auditors who issue interactive data reports
- Logistics such as
  - Where to place attestation reports within filings
  - The possible need to reference attestation reports on interactive data in consents

In addition, we recommend that the PCAOB update its Staff Questions and Answers, *Attest Engagements Regarding XBRL Financial Information Furnished Under the XBRL Voluntary Financial Reporting Program*, to reflect both the new rule and the elimination of the Voluntary Financial Reporting Program.

#### *Viewable interactive data*

We believe that the different liability provisions in the proposed rule for viewable and non-viewable formats could cause confusion. We urge the Commission to clarify these liability provisions in the final rule and to provide adequate guidance to address the following questions, among others:

- Under which circumstances companies would be liable for XBRL formatted data but not for a certain “view” of the data and vice-versa? We believe that liability provisions in the final rule should be the same as those liability standards featured in the voluntary filing program and that both the XBRL format and viewable formats should be deemed furnished rather than filed with the SEC.
- At what point would companies no longer bear responsibility for user-rendered views of XBRL-formatted exhibits that may be equivalent to financial information submitted in traditional format?
- Considering the additional liability related to viewable interactive data, would officer certification be necessary, even though the proposed rule does not require it for XBRL-formatted interactive data?

#### *Customized tags*

We support the Commission’s leadership in developing a comprehensive list of tags for U.S. financial statement reporting, which should reduce the need for issuers to develop new elements. Investors will be able to realize the full value of the XBRL-formatted information when data is comparable between issuers. We believe the Commission should discourage the use of customized data tags and provide guidance as to when the creation of such tags would be warranted.

#### *Continuation of traditional format*

In our opinion, companies should be required to submit financial information in traditional format until investors can reasonably be expected to fully adopt XBRL-formatted financial information. In this regard, we believe the Commission should develop a road map outlining the elimination of submissions in traditional format.

## Required items

### *Lists of data tags*

The proposed rule states that filers would be required to tag financial information “using the most recent list of tags.” We believe that, in the final rule, the Commission should clarify which date companies should use to determine the most recent list of tags. We believe that, in the interest of simplicity, the last day of a company’ fiscal year-end would be an appropriate measurement date.

Similarly, we believe the Commission should clarify which taxonomy companies should use when restating previously issued financial statements included in filings that have been amended for any reason. For instance, some companies might use the most recent taxonomy, while others might use the taxonomy that existed at the original filing date. We believe that, in such circumstances, companies should use the most recent taxonomy to avoid situations where two or more taxonomies are used within the same filing.

## Consequences of noncompliance and hardship exemption

We deem the proposed consequences of noncompliance, as well as the availability of a hardship exemption, to be appropriate.

We appreciate the opportunity to comment on the proposed rule and welcome any questions you might have regarding any of our comments and recommendations. In this regard, please contact Karin French, Assistant National Managing Partner of Professional Standards, at (703) 847-7533.

Sincerely,



Grant Thornton LLP