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May 12, 2008

Ms. Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: File No. S7-05-08
Release No. 33-8900
Proposed Rule: Foreign Issuer Reporting Enhancements

Dear Ms. Morris:

This letter is the response of BDO Seidman, LLP to your request for comments regarding the above proposal.

We support the goals to enhance foreign private issuer reporting. However, for the reasons stated below, we believe that the timetables proposed by the Commission to accomplish these goals may be too aggressive. Our comments focus on the rationale for this view and provide alternative timetables that the Commission may wish to consider.

Annual Test for Foreign Private Issuer Status

We generally support an annual assessment of foreign private issuer eligibility as of the end of the second quarter of each fiscal year. However, such an approach could invite manipulation of factors underlying the foreign private issuer definition (e.g., timing of share issuances or repurchases to impact ownership percentage, or methodology for valuing assets to impact total assets located in the United States). To mitigate this concern, we believe the Commission should consider providing contemporaneous guidance regarding acceptable valuation approaches and methodologies (e.g., carrying value, fair value, push down of goodwill, etc.)

Since the Form 40-F eligibility test must be performed at the end of each fiscal year, we don't believe an additional foreign private issuer eligibility test as of the end of second quarter is necessary for multi-jurisdictional disclosure system ("MJDS") filers. Further, the introduction of such a test, accompanied by a registrant's failure to qualify as a foreign private issuer, could result in dramatic changes in the types of forms filed over a short period of time and confusion in the market place (e.g., MJDS forms in the first 6 months of a fiscal year, normal FPI forms in the next 6 months, and domestic forms thereafter). However, if the Commission determines that a second quarter test is advisable for all foreign private issuers, including MJDS filers, we would recommend that the test be used

to determine both eligibility as a foreign private issuer and as a MJDS filer and that the annual MJDS test be eliminated.

We agree with the suggested dates for complying with the reporting requirements when there is a change in status. However, we urge the Commission to clarify in the final rules the first Exchange Act filing required by a registrant that no longer qualifies as a foreign private issuer. Although the example indicates that a Form 10-K would be required as of the end of the current fiscal year (i.e., the year in which the registrant failed to meet the foreign private issuer eligibility test), the proposal states that domestic forms must be used "as of the beginning of the next fiscal year" which would imply a Form 10-Q in the year following the failure to qualify as a foreign private issuer

We also agree that notification to the market of a change in status would be useful to investors.

Accelerating the Reporting Deadline for Form 20-F Annual Reports

We agree that the Form 20-F due dates should be accelerated, but believe that the proposed deadlines may be too aggressive. In some cases, the proposed deadlines precede the deadlines imposed by local regulators for implementing IFRS, including that of the EU, whose mandating of IFRS was presumably a significant impetus for these changes.

We believe that staggered due dates based on the size of a registrant (e.g., large accelerated/accelerated versus all others), as proposed, is just one of many possible approaches. Another reasonable approach, which we would support, would be to provide later deadlines for those filings that include US GAAP reconciliations, in recognition of the additional time and effort involved in their preparation.

For purposes of simplicity we urge the SEC to consider a universal due date of 120 days after year end (based on the assumption that this is the latest local statutory deadline). Such an approach would simplify compliance and monitoring, give consideration to the local statutory deadlines, and still provide investors with information on a much more current basis.

Requiring Item 18 Reconciliation in Annual Reports and Registration Statements Filed on Form 20-F

We agree that disclosures under an Item 18 reconciliation would be more useful to investors and we support a plan to ultimately eliminate the Item 17 reconciliation option currently available in Annual Reports on Form 20-F. However, we believe that such a change should be addressed in the future as more countries adopt IFRS.

Many countries do not yet require financial statements to be prepared in accordance with IFRS – most notably Canada. Based on our experience, many Canadian filers (excluding those preparing financial statements under US GAAP or filing on MJDS forms) opt for Item 17 reconciliations in their Annual Reports on Form 20-F. These filers tend to be smaller, less sophisticated companies that lack the internal resources and/or breadth of US GAAP knowledge necessary to easily comply with Item 18. Additionally, since the proposed transition would be for the 2009 fiscal year, such filers would basically be required to convert from Canadian GAAP to US GAAP for 2009 and 2010 and then from US GAAP to IFRS for 2011 and thereafter. For them, the elimination of the Item 17 option would impose an unnecessary and excessive burden both in terms of time and cost.

We believe that a more practical and logical approach would be to tie the compliance date to the dates individual countries will be mandating the adoption of IFRS (e.g., Canada in 2011). Alternatively, in the spirit of simplification we would support a deferral of the transition date to 2011 fiscal years, by which time most countries will have implemented the adoption of IFRS.

If and when the Item 17 reconciliation option is eliminated for registrants we believe the same rules – with no exemption – should apply to financial statements filed for entities under Rules 3-10 and 3-16. Since these entities are generally subsidiaries of the registrant, whose own consolidated financial statements would comply with Item 18, the information should be readily available. Additionally since such subsidiaries are guaranteeing and/or pledging their shares as collateral for registered debt or equity, we believe more robust disclosures would be useful to investors.

Disclosure About Changes in Registrant's Certifying Accountant

We believe that information regarding changes in, and disagreements with, auditors is useful to investors but the usefulness and value of this information diminishes over time. Disclosures on a delayed basis in an Annual Report on Form 20-F, potentially up to a year after the event, does not seem to be the optimal solution. Although we support the Commission's proposal to include such information in a Form 20-F we view this as an intermediate step. We believe that such disclosures should be filed on a more timely basis and the Commission should explore possible avenues or mechanisms to accomplish this goal.

Financial Information for Significant, Completed Acquisitions

We agree that financial information regarding significant acquisitions of foreign private issuers would be useful to investors but only if filed on a timely basis. Including such financial information in an Annual Report on Form 20-F, which could result in information being provided over a year after the acquisition, does not accomplish this objective. The

possibility of providing additional time after the Form 20-F due date would only increase the delay. As a result we would encourage the Commission to explore other avenues or mechanisms to provide such information on a timely basis.

We agree with the Commission's goal to minimize the cost and effort involved in providing such financial information. However, simply increasing the significance threshold to 50% may not achieve this goal. We would encourage the Commission to reconsider the requirement to provide financial statements covering three fiscal years. Based on the acquisition date, this requirement could result in the inclusion of acquired company financial information in the Form 20-F that is older than the information required of the registrant (i.e., the earliest of the three years for the acquired company could precede the earliest of the three years covered by the Annual Report). Additionally, this requirement could impose a significant burden on smaller registrants who often acquire entities that have not previously been audited.

One alternative the Commission may want to consider would be to limit the years required to those fiscal years provided by the registrant in the Annual Report on Form 20-F. Another alternative, which we would support, would be to reduce the requirement, perhaps to only one year of audited financial statements, with a corresponding reduction in the significance threshold This approach would focus on the more recent and relevant historical financial information and would eliminate significant costs that could be involved in auditing back years (e.g., due to unavailable records).

We believe that pre-tax income is often a good indication of the potential impact of an acquired business on future consolidated operations. As such, we view this as a key test in assessing significance of an acquired business. We do not believe that a focus solely on the balance sheet (e.g., purchase price or public float) would be appropriate.

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We appreciate this opportunity to express our views to the Commission. We would be pleased to answer any questions the Commission or its staff might have about our comments. Please contact Wendy Hambleton, National Director – SEC Practice, at (312) 616-4657 or via electronic mail at whambleton@bdo.com, or Wayne Kolins, National Director – Assurance, at (212) 885-8595 or via electronic mail at wkolins@bdo.com.

Very truly yours,

BDO Seidman, LLP