

Nancy M. Morris
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington DC
20949-1090

12 May 2008

Dear Ms Morris

SEC File No. S7-05-08: Foreign Issuer Reporting Enhancements

This is the British Bankers' Association's response to the above proposed amendments published for comment on 12 March 2008. The BBA is the leading association for the UK banking and financial services sector, speaking for 223 banking members from 60 countries on the full range of UK or international banking issues and engaging with 37 associated professional firms. Many of our members are foreign private registrants on US capital markets.

We welcome the steps the Commission has taken in recent months to reduce the burdens of maintaining a listing on the US markets, particularly the decision to remove the requirement for foreign private issuers to reconcile their financial statements prepared in accordance with IFRS to US GAAP. We accept that it is now logical to review the processes by which FPIs provide US investors with information about their activities and understand and respect the Commission's desire to ensure investors receive decision useful information in a timely manner. We would caution, however, against taking steps towards this goal which inadvertently increase the burden of maintaining a listing for FPIs and therefore reduce the attractiveness of US capital markets.

Below we comment on the issues of most interest to our members.

Accelerating the Reporting Deadline for Form 20-F Annual Reports

Accelerating the deadline by which foreign private issuers must file their annual reports on Form 20-F could prove to be potentially burdensome, particularly if the deadline is ahead of the domestic deadline. In the case of British banks – and other firms based within the European Union – the domestic deadline is four months after the fiscal year-end, as prescribed by the Transparency Directive (Directive 2004/109/EC).

We would also caution that a decision to require foreign private issuers to file their 20-Fs before their domestic deadline could significantly reduce the attractiveness of US capital markets to FPIs. To be clear, we support the Commission's aims of increasing transparency and promoting investors' interests but feel that this needs to be balanced with the legitimate practical limitations foreign private issuers confront. In our view, this balance can best be struck (for firms preparing their financial statements in accordance with IFRS as promulgated by the IASB) by aligning the filing date for annual reports on Form 20-F with the filing date in the firm's home jurisdiction. In this instance, we accept that it would not be unduly burdensome for firms to include details of the legislation or regulation stipulating when their domestic regulator requires the publication of their annual report.

British Bankers' Association

Pinners Hall
105-108 Old Broad Street
London
EC2N 1EX

T +44 (0)20 7216 8800
F +44 (0)20 7216 8811
E info@bba.org.uk
www.bba.org.uk



INVESTOR IN PEOPLE

There may, however, be a case for a slightly longer period of grace for firms which do not use IFRS and who continue to reconcile their financial statements to US GAAP. Although all UK banks with listings on US capital markets prepare their financial statements in accordance with IFRS as issued by the IASB and as endorsed for use in the European Union, we would remind the SEC of the additional burden faced by firms that continue to reconcile their domestic GAAP financial statements to US GAAP.

Notwithstanding our views expressed above, we believe that a two year transition period would be adequate.

Disclosure About Changes in a Registrant's Certifying Accountant

We find the proposal to align the requirements for foreign private issuers in this area with those of domestic registrants to be broadly acceptable. We acknowledge that it is likely that the requirements would result in the disclosure of information which is useful to investors. However, we would ask that the Commission consults with its contemporaries in other jurisdictions to assess the extent to which legal or privacy issues may exist with respect to these disclosures.

Disclosure About Differences in Corporate Governance Practices

As the NYSE already requires registrants to disclose differences in their corporate governance practices, we accept the proposal to add a new Item 16G in Form 20-F that would require FDIs to provide a concise summary in their annual report of the significant ways in which their corporate governance practices differ from the corporate governance practices of domestic companies. However, we would not support any requirement for a tabular presentation of differences since in our view this would encourage a 'tick box' approach to corporate governance to which we strongly object. We are also somewhat concerned that the SEC taking the lead in this way could lead to other jurisdictions imposing similar requirements. This would have implications for mutual recognition of standards across borders and potentially hinder recent moves to converge standards and regulatory practices.

We appreciate the opportunity to comment on the proposals. Please do not hesitate to contact me if you would like any further elaboration of the points made above.

Yours sincerely,

A handwritten signature in black ink that reads "Paul Chisnall". The signature is written in a cursive, flowing style.

Paul Chisnall
Executive Director

Direct Line: 020 7216 8865
E-mail: paul.chisnall@bba.org.uk