



**PRUDENTIAL**

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Nancy M. Norris  
Secretary  
Securities and Exchange Commission  
100F Street, NE  
Washington DC 20549-1090  
USA

12 May 2008

Your ref: File number S7-05-08

Dear Ms. Norris

### **Foreign Issuer Reporting Enhancements**

This letter has been prepared by Prudential plc, a foreign private issuer ("FPI") which has its main stock market listing in the United Kingdom. Prudential is a large accelerated FPI filer. Prudential does not seek to comment on all the proposed amendments to forms and rules contained in Release Nos. 33-8900; 34-57409; International Series Release No.1308 (the "Release") but rather focuses on proposed amendments II B. "Accelerating the Reporting Deadline for Form 20-F Annual Reports" and III D. "Disclosure About Differences in Corporate Governance Practices", which are most relevant to Prudential.

Prudential's comments on the above-mentioned two proposed amendments in the Release are as follows:

#### (i) Proposed amendment II B. "Accelerating the Reporting Deadline for Form 20-F Annual Reports"

In view of the recent elimination by the SEC of the requirement to reconcile financial statements prepared in accordance with IFRS, as issued by the IASB, to US GAAP which many large FPIs are able to take advantage of, Prudential accepts that the acceleration of the filing deadline is a logical extension of this rule change.

However, on the matter of the deadline for filing Form 20-F annual reports, Prudential disagrees with an acceleration to within 90 days of the filer's fiscal year-end for large accelerated or accelerated filers, as proposed. Prudential believes this deadline would prove to be unduly burdensome to many affected FPIs. Prudential would support, however, a more reasonable acceleration to within 120 days of the filer's fiscal year-end.

Prudential and other European companies that are subject to the European Union's Transparency Directive are required to publish annual financial reports in their home jurisdictions at the latest four months after their financial year-ends. A 90-day filing deadline for the Form 20-F annual reports would have the indirect effect of accelerating the due date for the home jurisdiction filings to within 90-day as FPIs would seek to

avoid, or be prohibited from, filing home jurisdiction annual financial reports later than the Form 20-F annual reports. The acceleration of both deadlines would place an unreasonable and unnecessary burden on FPIs.

As the SEC acknowledges in the Release and something with which Prudential agrees, there are various circumstances affecting different FPIs which result in no single filing deadline that would be equally desirable for all FPIs. Such examples might be, different home jurisdiction filing deadlines, the need to prepare English translations, as well as varied levels of resources and reporting infrastructure. While Prudential recognises that it might be impractical and confusing to impose varying due dates to cater for the various circumstances, Prudential believes, that provided US GAAP reconciliations are not required, a 120-day filing deadline could be seen as a reasonable compromise.

The SEC has also proposed to provide a two year transition period for the deadline acceleration, if adopted. Prudential agrees that a two year transition period would be appropriate. A transition period of less than two years would, in Prudential's view, be impractical.

In summary, Prudential agrees that it is appropriate to accelerate the deadline for filing Form 20-F annual reports but urges the SEC not to implement a filing deadline of less than 120 days after the fiscal year-end for large accelerated and accelerated filers. Provided reconciliations to US GAAP are not required for future filings, Prudential thus supports a filing deadline of within 120 days of the filer's fiscal year-end with a two year transition period.

(ii) Proposed amendment III D. "Disclosure About Differences in Corporate Governance Practices"

In responding to this proposed amendment, Prudential would like to provide comments on each question posed by the SEC in the Release for proposed amendment III D. The numbering of the questions below refers to the numbering as stated in the Release.

*35. Would disclosure of significant differences in the corporate governance practices of foreign private issuers in their annual reports enable investors to better monitor the corporate governance practices of the issuers in which they are investing?*

Comment: Prudential is content with the proposal for foreign private issuers to disclose this information in the Form 20-F annual reports. Prudential notes that companies listed on the New York Stock Exchange ("NYSE") are already required by NYSE rules to publish this information in the Form 20-F annual reports or on their websites. Prudential agrees that such disclosure helps investors understand the corporate governance practices of the issuers.

*36. Instead of the narrative discussion that is proposed, is there an alternative format, such as a tabular presentation of the differences in corporate governance practices, that would make the information provided in the annual report easier to understand and thus more useful to investors?*

Comment: Prudential would welcome flexibility for foreign private issuers to present this information in alternative ways to a narrative discussion. This is on the basis that a narrative discussion is not necessarily the best format for every issuer and issuers should be able to choose how best to disclose this information and which format is most

appropriate for them. Prudential feels that an alternative tabular presentation of the differences in corporate governance practices would be particularly helpful and is what the NYSE requires.

*37. Is it sufficiently clear what differences in corporate governance should be disclosed? Are there important elements of corporate governance that investors should be informed of and that should be specifically addressed in a company's disclosure under this proposed requirement?*

Comment: Prudential feels that from the perspective of UK companies admitted to the Official List of the UK Listing Authority, which are subject to clear governance rules, it is relatively straightforward to identify the differences to be disclosed. However Prudential recognises that this may not always be the case for companies incorporated and/or listed in other countries and jurisdictions.

Prudential appreciates the opportunity to provide comments on the proposed amendments in the Release.

Yours sincerely



David Martin  
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