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Submitted via email (rule-comments@sec.gov)

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Secretary
Securities and Exchange Commission
100 F Street, NE
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We appreciate the opportunity to comment on the Commission's Roadmap for the Potential use of Financial Statements Prepared in Accordance with International Financial Reporting Standards by U.S. Issuers (the Roadmap). In light of the continuing globalization of the world's capital markets, we support the use of a single set of high-quality, globally accepted accounting standards and believe that the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board are best positioned to provide this common platform. We acknowledge what a tremendous undertaking this proposal is and that there are many challenges. However, it is critical that collectively we focus on the fact that the Commission's proposal comes directly in response to the reality that U.S. investors are investing in more international markets than ever before and that the global economies of the world outside the U.S. have overwhelmingly chosen IFRS as the accounting standard. The evolving global economy has created the need for an international language of disclosure and transparency to protect investors and promote comparability of corporate financials. We need to focus on the end result we want to achieve and begin the work.

In that regard we do not believe the Roadmap has gone far enough in furthering that objective. The most critical issue we believe is that there needs to be certainty in an implementation date. Resources in these challenging economic times, particularly Information Technology professionals and technical accountants, are in high demand, and we can not justify investing those resources in a project when there is uncertainty as to the ultimate usefulness of that investment or a timeline. Furthermore, we do not believe it is possible to make a final determination in 2011 and expect companies to adopt starting in 2014 while providing data from 2012. The realities of parallel systems and information technology roadmaps make such a conversion a five year process if done appropriately, particularly at large, multi-national organizations. If we do not take a firm stand now on an implementation timeline, we are missing the opportunity to optimize that ultimate conversion, which we believe is inevitable.

In addition, we feel strongly that we need a stable platform of IFRS before we can begin work towards conversion. There are eleven major convergence projects currently in progress with a target date of 2012 or before on the agendas of both the International Accounting Standards Board and the Financial Accounting Standards Board. We need to be more realistic in prioritizing the projects that will be completed and focus on the critical few we believe will derive the optimal benefit. In addition, we need to put in perspective how much change users and preparers of financial statements can appropriately absorb and execute against. Even the level of input that Corporate America can reasonably provide is compromised when there is this much

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change in progress. Realistically, conversion activities cannot be fully started efficiently until the standards are stable. In addition, once the prioritized conversion projects are implemented, we would strongly encourage a moratorium on major new pronouncements effecting U.S. registrants during the conversion process.

Regarding the proposal to allow limited early adoption, we do not believe there are sufficient incentives for companies to avail themselves of this option, and accordingly, we do not support any early adoption alternative. One concern is that limited early adoption would not enhance comparability for U.S. investors. Investors make investing decisions not only within an industry, but across industries. Creating further diversity in accounting standards will create confusion. In addition, due to the significant disincentives to early adopt, we do not believe there would be a representative sample of adoption challenges for the Commission to learn from. Finally, we object to an early adoption option when there is uncertainty about a requirement to revert to U.S. GAAP.

Finally, the requirements for on-going reconciliation to U.S. GAAP will need to be addressed. This reconciliation will be a significant burden which in many cases will be required to be prepared manually as systems may not be in place to run parallel. We believe a summary disclosure of the major changes to accounting policies under IFRS and two years of comparable data will provide investors with adequate information on which to base an investing decision and should only be required in the initial year of transition. We do not agree with requiring the reconciliation as an on-going disclosure when it has been eliminated for Foreign Private Issuer's.

We acknowledge that there is much work to do, including substantial progress towards achievement of certain of the milestones the Roadmap has identified. Therefore, we encourage the Commission to publish a date certain for conversion to help in ensuring the maximum potential progress is made.

We have responded to questions below to which we believe we have an ability to provide unique insights, therefore, not all of the seventy questions have been included.

Sincerely,

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1. Do commenters agree that U.S. investors, U.S. issuers and U.S. markets would benefit from the development and use of a single set of globally accepted accounting standards? Why or why not? What are commenters' views on the potential for IFRS as issued by the IASB as the single set of globally accepted accounting standards?

In light of the continuing globalization of the world's capital markets, we support the use of a single set of high-quality, globally accepted accounting standards. Given the overwhelming global support for the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), we concur that IFRS is best positioned to provide the common platform on which companies can report and investors can compare financial information. The Roadmap appropriately articulates all of the positions both in favor of IFRS as the single set of standards and those challenges with IFRS as the single set of standards. On balance we believe investors will benefit from the global consistency and those benefits outweigh the challenges. We acknowledge that U.S. GAAP is not without challenges, and that over 100 countries have chosen to go with IFRS already. It is most appropriate that we move in the direction of IFRS and focus our resources and energy to influencing and shaping that global set of standards, where appropriate.

2. Do commenters agree that the milestones and considerations described in Section III.A. of this release ("Milestones to be Achieved Leading to the Use of IFRS by U.S. Issuers") comprise a framework through which the Commission can effectively evaluate whether IFRS financial statements should be used by U.S. issuers in their filings with the Commission? Are any of the proposed milestones not relevant to the Commission's evaluation? Are there any other milestones that the Commission should consider?

We acknowledge that all of the milestones would be valuable mechanisms to evaluate whether or not IFRS should be used by U.S. issuers, however, we feel that not all of the milestones are required.

We believe the milestone on improvements to accounting standards is important, however it needs to be more specific and improvements must be prioritized. There were nine projects in the Memorandum of Understanding and there are eleven major active convergence projects. We do not believe that this much change is realistic or optimal. We would prioritize the projects on fair value measurement and revenue recognition for convergence. The final Roadmap needs to specifically define which projects are required for a move by the U.S., and which can be addressed at a later date. This prioritization to focus convergence efforts on the critical few is important to ensure the standard setters can issue the best standards, and preparers and investors alike can absorb all of the changes. Just as in Europe there was ultimately a moratorium on new standards to allow companies to implement IFRS and manage the amount of change, we also believe there needs to be a similar moratorium for the U.S. implementation. U.S. GAAP as well as IFRS will go through a major transformation before the IFRS conversion becomes mandatory as proposed in the Roadmap. The other convergence projects can continue work, however, we need to establish a date past which U.S. filers will not need to implement. It is not realistic for companies to invest significant resources on conversion when all of the differences between IFRS and U.S. GAAP are not known and those efforts might need to be reworked again. If a stable platform is not in place prior to transition to IFRS, this will cause further investor confusion during a period of substantial change already – in the first set of IFRS financial statements, how could investors distinguish between accounting method changes, presentation changes or U.S. Generally Accepted Accounting Principles and IFRS differences? The amount of disclosure required to explain so many changes will result in less useful financial statements due to the very nature of the volume and complexity.

We do agree that the accountability and funding of the International Accounting Standards Committee Foundation needs to be established. We also believe that the U.S. needs to recognize its responsibility in this regard, particularly in the area of funding. Ultimately the cost will have to be shared among those benefitting from the standard setting process, which would include the U.S. contributing an appropriate portion.

The XBRL milestone should not be required. It would be optimal if that capability existed, but is not a requirement to move to IFRS. The large accelerated filers will first be required to file using XBRL in next year's second quarter 10Qs. We are surprised that interactive data reporting would be a requirement for moving to IFRS as we have functioned effectively for many years without this capability in the U.S. We recognize the potential value of improved analysis, and the significant effort in the U.S. to achieve this milestone, however we do not support this as a requirement to move forward with IFRS as the required standard. Again, this goes to prioritizing the limited resources available to work on IFRS standards and implementations and being realistic about what is required.

We do not feel that education and training on IFRS in the U.S. should be a milestone either. The improvement in this area will be a natural outcome of setting a date certain for conversion, and many organizations will contribute to the furtherance of the IFRS understanding. We are also unclear how such a milestone could be measured.

We believe the funding and improvement milestones, if updated, are areas all appropriate resources should focus on. We do not believe we can wait until 2011 to decide whether or not to go forward with IFRS. We feel the U.S. is ready now to start the transition process and by naming a date certain of 2014, we can ensure our success.

3. Do commenters agree with the timing presented by the milestones? Why or why not? In particular, do commenters agree that the Commission should make a determination in 2011 whether to require use of IFRS by U.S. issuers? Should the Commission make a determination earlier or later than 2011? Are there any other timing considerations that the Commission should take into account?

While the milestones are certainly important goals, the uncertainty of not having a definitive decision on mandatory reporting under IFRS will negatively influence the election to adopt early or to even engage in the standard setting process and we do not agree with the timing. Most companies will determine that the risk of potentially having to go back to U.S. GAAP once reporting under IFRS is too great a risk in the near term to move forward with conversion projects or even to actively engage in the IASB standard setting process. The Commission needs to decide when to make filing under IFRS mandatory so that companies will definitively know when they must file under IFRS. Many of the conversion concerns could be mitigated by a full commitment to IFRS now without having to assess the milestones. We believe 2014 is a reasonable goal, as long as companies can start making the investment now. We need to acknowledge that given the major on-going convergence projects, a Company's ability to begin making the necessary decisions and investments to convert to IFRS is already complicated due to the significant amount of convergence work in progress.

The CIFiR report, as the Roadmap quotes encouraged the Commission to "...identify issues and milestones to transition to this end state in the U.S., with sufficient time to minimize disruptions, resource constraints, and the complexity arising from such a significant change." We do not believe a review in 2011 is consistent with that request.

IFRS is or will be used in over 100 countries. It is our understanding that all countries except for Columbia have elected to go on IFRS at some point. We do not believe any intelligence will be uncovered by 2011 that would require the U.S. to not adopt IFRS. Instead, the Commission should approve the Roadmap now so that the capital markets begin the work required for mandatory adoption in 2014. We believe that IFRS is a reliable set of standards and it is in the best interests of registrants and investors to have only one global set of standards. If the Commission continues on this path and does not set a date certain until 2011, we also believe that three years will be inadequate to execute an appropriate conversion. Realistically companies will spend, we estimate, six to twelve months in assessing the differences and revising their information technology roadmaps. Dell has approximately 10,000 IT systems. Once the differences between IFRS and US GAAP are identified and new policies are established, then all system impacts have to be identified. Company roadmaps are long-term in nature and not easily altered as there are always more projects than available resources. Companies need to start planning soon if they are to make such major changes as a move to IFRS in order to not disrupt many existing projects. With the proper amount of time, existing projects can be modified in some instances, which would be the most efficient use of limited assets. Systems modifications can take anywhere from eighteen months to more than two years. After that another three years would be required for parallel processing. If parallel processing is not possible, there would be a requirement instead for a significant amount of time to properly model and quantify appropriate adjustments for three years of audited financial information plus the impact to the opening balance sheet. In any case, the project time is most likely longer than three years. The amount of time for systems improvements will vary depending on the number of feeder systems as well as the degree of homogeneity in legacy systems globally. The highest and best use of resources is to make improvements to the system at the same time as converting. If adequate time is not allowed for planning and alteration of IT roadmaps, then companies will do the rushed conversions that resulted in EMEA using Excel spreadsheets or top-level adjustments for many of those conversions. This is not in the best interest of financial statement reliability and should be avoided as it runs counter to the objective of globally consistent and reliable financial statements prepared based on controlled, scalable processes and financial systems.

For example, one criterion the Commission plans to consider in 2011 is the degree of progress made by the FASB and the IASB in convergence efforts. Realistically we are unsure how much further along two additional years will advance this effort. The original plan for convergence was established in the Norwalk Agreement of 2002. The convergence project for revenue recognition was added to the agenda in 2002 and still in 2008 there is no absolute clarity on when the standard will be issued. This is not meant as a criticism of the process, but an acknowledgement of the very challenging issues the Boards have to address. We are not confident all of the major issues will be addressed in the Roadmap's time frame of 2011. Further, the Roadmap indicates that the commission will consider if IFRS is sufficiently comprehensive in 2011. Again, we believe we need to be realistic how much incremental progress will be made in two years, and weigh that against Corporations beginning work on these projects and focusing energy and resources on helping to shape IFRS as issued by the IASB where appropriate. Also significant conversion work cannot realistically be fully driven without the standards being frozen for the implementation period. In the meantime Corporations have to deal with limited internal resources to work on projects. We can not afford to dedicate full time teams to the IFRS projects until it is clear when adoption will be required, this is particularly true in the very challenging economic times Corporate America is dealing with now. If the current IFRS standards are the requirement, then we would choose to know that now and begin work on implementation. It is not possible to wait until 2011 then go live in 2014. Systems projects for complex issues such as revenue recognition can take multiple years to implement. It is not realistic to start and stop such projects, nor is that the best or most efficient use of shareholder assets.

We acknowledge all of the challenges that the Roadmap mentions in this section need to be addressed including updates potentially to debt covenants and index requirements like the S&P 500. We also acknowledge some disconnects potentially related to the IRS code, however, we also note that changing to IFRS does not change the economics of any transaction, and therefore, do not believe this should be a reason not to move to IFRS. We feel none of these issues are insurmountable, and only add to the argument that everyone should begin working on these challenges sooner rather than later. We believe these challenges are all the more reason to draw a firm date of 2014 as the beginning of a move to IFRS.

4. What are commenters' views on the mandated use of IFRS by U.S. issuers beginning in 2014, on an either staged-transition or non-staged transition basis? Should the date for mandated use be earlier or later? If the Commission requires the use of IFRS, should it do so on a staged or sequenced basis? If a staged or sequenced basis would be appropriate, what are commenters' views on the types of U.S. issuers that should first be subject to a requirement to file IFRS financial statements and those that should come later in time? Should any sequenced transition be based on the existing definitions of large accelerated filer and accelerated filer? Should the time period between stages be longer than one year, such as two or three years?

We support a staged transition including large accelerated filers for fiscal years ending on or after December 15, 2014. We believe this does properly allocate resources like auditors and consultants as the implementation of Sarbanes Oxley 404 did. We believe it is true that the accelerated filers realistically have more resources than other filers and believe that distinction is a viable approach to the staged adoption. We acknowledge the non-comparability created for a time and believe this is an unavoidable challenge with a transformation of this magnitude. The important thing is everyone is clear on the end date and the path to achieve that end goal. If those filers that are staged to go later know the date certain they need to adopt they are more likely to actively engage in the learning process that will take place by the large accelerated filers and the accelerated filers. In a recent PricewaterhouseCoopers (PwC) IFRS webcast on conversion we observed that 43% of the webcast participants have not thought about a preliminary study on IFRS yet and 21% of the participants are taking a "wait & see" philosophy to the IFRS conversion process. We do not believe everyone that needs to engage in this process will engage until a certain date is established. We believe the most cost-effective approach is to establish a firm deadline and allow companies to thoughtfully implement. Rushed projects that involve dozens of consultants will result in limited added benefit to companies besides basic compliance, and will ultimately cost shareholders more.

The one year stages appears appropriate and timely.

5. What do commenters believe would be the effect on convergence if the Commission were to follow the proposed Roadmap or allow certain U.S. issuers to use IFRS as proposed?

In general, we believe the Roadmap will accelerate the pace of convergence as long as the new SEC administration reiterates support for convergence. However, we do not believe there would be a substantive impact on the pace of convergence for any early adoption of IFRS as proposed in the Roadmap. We believe the population that will early adopt will not be representative of a complete convergence of a current, multi-national U.S. GAAP filer who currently only has systems established under U.S. GAAP. Furthermore, we believe the pace of convergence would accelerate most significantly if there was a date certain for adoption, as we have requested, because more Corporations would engage in the process. The more active engagement by constituents results in better quality standards and aids in the prioritization process.

However, we disagree with limited early adoption and that this would enhance comparability for U.S. investors. Investors make investing decisions not only within an industry but across industries. Creating further diversity in accounting standards across industries will create confusion. The only benefits are from the implementation learning. We believe such learning can also be achieved by providing more clarity on the time line.

Finally, we are aware of no companies that are interested in early adopting because of the lack of certainty in adoption and a timeline. We believe the Commission will receive very little intelligence from the highly limited number of companies that will be willing to adopt early under the current Roadmap and it will not be representative of all companies and industries. Because there will be so few early adopters we recommend the Commission eliminate this option if the 2011 reassessment remains in the final Roadmap.

8. Would a requirement that U.S. issuers file financial statements prepared in accordance with IFRS have any affect on audit quality, the availability of audit services, or concentration of market share among certain audit firms (such as firms with existing international networks)? Would such a requirement affect the competitive position of some audit firms? If the competitiveness of some firms would be adversely affected, would these effects be disproportionately felt by firms other than the largest firms?

As the Roadmap indicates, we believe that the large audit firms are actively embracing the education and awareness required for IFRS. We believe the staged adoption will allow other firms to catch up if required. We do not believe it would be appropriate to derail a move to IFRS for this reason; instead the PCAOB or other resources could aid these firms in the education process.

Again, we believe a date certain will accelerate the push for learning and more companies will actively engage. A survey we observed conducted by Deloitte & Touche indicated that there is increased awareness of IFRS and conveyed that steps are being taken within their organizations to begin preparing for IFRS. Sixty-five percent of the respondents to this survey indicated that that their companies have assigned resources to being planning for IFRS or intend to assign such resources within the next year. This survey was conducted just a couple of months after the previous PwC survey we referenced above. We believe the pace of engagement is increasing, and will significantly accelerate as soon as the Commission publishes a firm date.

9. What are commenters' views on the IASB's and FASB's joint work plan? Does the work plan serve to promote a single set of high-quality globally accepted accounting standards? Why or why not?

The current work plan is very aggressive and the ability to complete all items as noted in the current memorandum of understanding is questionable. Even if all items could be completed, as previously indicated, we question if investors and preparers can properly absorb this much change. We believe that continuing the process of conversion is inefficient if it is expected that U.S. GAAP will no longer be used in the long-term. Time would be better spent on making the necessary additions and revisions directly with IFRS. The convergence plan as proposed will help promote a single set of high-quality globally accepted accounting standards but is not as efficient as working jointly on improving IFRS.

Secondly, during the transition companies will need to continue implementing any new U.S GAAP standards that are required. This requires firms to simultaneously prepare for transition to IFRS while implementing and maintaining U.S. GAAP accounting standards. We do not believe there should be any projects on the FASB's work plan that are not either converging standards to ease the transition or joint projects. For example, we do not support use of limited FASB resources to work on a project that does not bring us closer to convergence, for example, *Disclosure of Certain Loss Contingencies.*

We do not believe the amount of change indicated by the joint work plan by 2011 is realistic or optimal. We would prioritize the projects on fair value measurement and revenue recognition for convergence. The final Roadmap needs to specifically define which projects are required for a move by the U.S., and which can be addressed at a later date. All of the projects on the joint work plan are important, this prioritization to focus convergence efforts on the critical few is important to ensure the standard setters can issue the best standards, and preparers and investors alike can absorb all of the changes. Just as in Europe there was ultimately a moratorium on new standards to allow companies to implement IFRS and manage the amount of change, we also believe there needs to be a similar moratorium for the U.S. implementation. U.S. GAAP as well as IFRS will go through a major transformation before the IFRS conversion becomes mandatory as proposed in the Roadmap. The other projects can continue work; however, we need to establish a date past which U.S. filers will not need to implement. It is not the best use of investor resources for companies to invest significant resources on conversion when all of the differences between IFRS and U.S. GAAP are not known and those efforts might need to be reworked again.

11. The current phase of the IASB's and FASB's joint work plan is scheduled to end in 2011. How should the Commission measure the IASB's and FASB's progress on a going-forward basis? What factors should the Commission evaluate in assessing the IASB's and the FASB's work under the joint work plan?

We believe the important focus is on the quality of IFRS. If we commit to moving in that direction, success is based on consistency between any new changes. We believe success should be clearly defined as converged, final standards issued by 2011 for both revenue recognition and fair value measurement.

12. What are investors', U.S. issuers', and other market participants' views on the resolution of the IASB governance and funding issues identified in this release?

We agree that when Sarbanes-Oxley established a funding mechanism for the FASB the pace at which they were able to progress improved. We agree it is important that an independent funding mechanism needs to be established to ensure the long-term sustainability of the IASB.

13. What steps should the Commission and others take in order to determine whether U.S. investors, U.S. issuers, and other market participants are ready to transition to IFRS? How should the Commission measure the progress of U.S. investors, U.S. issuers, and other market participants in this area? What specific factors should the Commission consider?

We feel that similar to Sarbanes-Oxley 404 implementation, although on a much different scale, it is difficult to ascertain actual preparedness. The Commission through its numerous round tables, studies, and then ultimately publication of this Roadmap, has made every attempt to assess readiness.

14. Are there any other significant issues the Commission should evaluate in assessing whether IFRS is sufficiently comprehensive?

We recognize that convergence is one of the milestones identified in the Roadmap. We would like to emphasize that we feel this should be more specific. For example, we believe that revenue recognition is a critical issue in which IFRS is not as comprehensive as it should be. The two standards available in IFRS (IAS 18 *Revenue* and IAS 11 *Construction Contracts)* do not adequately address the complexities of revenue recognition and the two standards are inconsistent. We believe IFRS must be improved to provide guidance for more complex transactions and to eliminate the inconsistencies. Another area that is critical would be fair value. However, there are other areas where convergence isn't critical prior to the U.S. moving to IFRS.

15. Where a standard is absent under IFRS and management must develop and apply an accounting policy (such as described in IAS 8, for example) should the Commission require issuers to provide supplemental disclosures of the accounting policies they have elected and applied, to the extent such disclosures have not been included in the financial statements?

We believe the disclosure requirements under IAS 8 as well as IAS 1 and IFRS in general are sufficiently robust and that additional requirements are not needed. We believe the key excepts from IAS 1 are as follows: "An entity normally presents notes in the following order, to assist users to understand the financial statements and to compare them with financial statements of other entities:
(a)statement of compliance with IFRSs;
(b)summary of significant accounting policies applied (see paragraph 117);
(c)supporting information for items presented in the statements of financial position and of comprehensive income, in the separate income statement (if presented), and in the statements of changes in equity and of cash flows, in the order in which each statement and each line item is presented; and(d)other disclosures, including: (i)contingent liabilities (see IAS 37) and unrecognised contractual commitments, and(ii)non-financial disclosures, eg the entity's financial risk management objectives and policies (see IFRS 7)." [paragraph 114] In addition, paragraph 117 of the same standard requires that, "An entity shall disclose in the summary of significant accounting policies:
(a)the measurement basis (or bases) used in preparing the financial statements, and
(b)the other accounting policies used that are relevant to an understanding of the financial statements." Also, paragraph 119 clarifies that, "In deciding whether a particular accounting policy should be disclosed, management considers whether disclosure would assist users in understanding how transactions, other events and conditions are reflected in reported financial performance and financial position. Disclosure of particular accounting policies is especially useful to users when those policies are selected from

alternatives allowed in IFRSs. An example is disclosure of whether a venturer recognises its interest in a jointly controlled entity using proportionate consolidation or the equity method (see IAS 31 Interests in Joint Ventures). Some IFRSs specifically require disclosure of particular accounting policies, including choices made by management between different policies they allow. For example, IAS 16 requires disclosure of the measurement bases used for classes of property, plant and equipment." Finally, paragraph 120 of IAS 8 expands further on disclosure considerations, "Each entity considers the nature of its operations and the policies that the users of its financial statements would expect to be disclosed for that type of entity. For example, users would expect an entity subject to income taxes to disclose its accounting policies for income taxes, including those applicable to deferred tax liabilities and assets. When an entity has significant foreign operations or transactions in foreign currencies, users would expect disclosure of accounting policies for the recognition of foreign exchange gains and losses."

16. Do commenters agree that certain U.S. issuers should have the alternative to report using IFRS prior to 2011? What circumstances should the Commission evaluate in order to assess the effects of early adoption on comparability of industry financial reporting to investors?

No, we do not agree with limited early adoption. We do not believe that this would enhance comparability for U.S. investors. Investors make investing decisions not only within an industry but across industries. Creating further diversity in accounting standards across industries will create confusion. Also, the early adopters are not only large accelerated filers, which are to be the first to adopt under the Roadmap, which we believe adds further confusion. The only benefits are from the implementation learning; which we can also achieve, we believe, by providing more clarity on the time line.

The Commission indicates that 34 industries of the 74 identified by the Commission in preparation for the Roadmap would be "IFRS industries," this leaves more than half of the industries not represented. If the primary benefit is the learning, which is our view, this approach also fails to achieve that objective since the majority of the industries are not represented in the sample. The population of early adopters either needs to be expanded, which we do not support, or eliminated.

Finally, the Commission needs to be clear what would happen if IFRS is ultimately not adopted in 2014 for those that choose early adoption. We believe having companies convert to IFRS, at different times, then convert back to U.S. GAAP could not possibly be in the best interest of investors understanding the results of companies they are assessing.

18. Which eligible U.S. issuers have the incentive to avail themselves of the proposed amendments, if adopted? Are there reasons for which an issuer that is in a position to file IFRS financial statements under the proposed amendments would elect not to do so? If so, what are they?

There is a substantive disincentive for early adoption including lack of clarity on the Roadmap. We believe the lack of clarity in 2011 is a substantial barrier to early adoption. Also, if these early adopters are required to continue the U.S. GAAP to IFRS reconciliation, this is a significant disincentive. Just as the Foreign Private Issuer's (FPIs) found this reconciliation to be extremely burdensome, so too would any early adopters. The majority of general ledger systems are not equipped to run both standards, and if the functionality exists, many are not utilizing that functionality in their U.S. business. The risk of error and added complexity as well as cost would significantly outweigh the benefits in our opinion. Such an experiment appears not helpful. The SEC has indicated that it estimates U.S. companies will spend between .125% and .13% of their revenue on making the transition to IFRS from U.S. GAAP in the first year of filing. That is some $80 million for Dell. It is not a good use of shareholder resources to begin a project of that magnitude without clarity on the end result. Instead, the Commission should commit to an adoption date and work on the improvements and milestones indicated in the Roadmap. Costs can be further managed with clarity. A further disincentive is limited IFRS knowledge by investors and auditors.

We estimate that a full IFRS conversion, complete with taking advantage of streamlining, automating, and standardizing processes would take approximately three years to complete. An implementation that only achieves compliance would be much less. Therefore, for the former implementation, there is insufficient time allowed for early adoption.

19. Is limiting the proposal to the largest 20 competitors by market capitalization an appropriate criterion? Should it be higher or lower? Should additional U.S. issuers be eligible to elect to report in IFRS if some minimum threshold of U.S. issuers (based on the actual number or market capitalization of U.S. issuers choosing to report in IFRS) elects to report in IFRS under the eligibility requirements proposed? To the extent additional U.S. issuers are not permitted to report in IFRS even if such a minimum threshold is met, are such non-eligible U.S. issuers placed at a competitive disadvantage vis-à-vis U.S. issuers reporting in IFRS?

We do not agree with this approach for the reasons stated. If anything, the large accelerated filer criteria should be maintained for early adoption. We think any challenges with lack of comparability are inevitable given the magnitude of the change we are discussing. Therefore, the challenges can be mitigated by following the staged implementation by market capitalization and not further adding confusion with early adoption.

23. Do commenters have any suggestions about the procedural aspects of the proposed eligibility requirements, e.g., the procedure for obtaining a letter of no objection from the Commission staff or the minimum contents of the required submission? Is such a procedure necessary? Do commenters agree that such a procedure would assist both issuers and investors? Should the procedural aspects of the proposed eligibility requirements be less formal? Should the procedure be similar to that in the no action letter process regarding shareholder proposals under Rule 14a-8 of the Exchange Act?

Should the letter of no objection be advisory only? Should obtaining a letter of no objection be optional? Is the method for calculating eligibility clear and appropriate or are there alternative suggestions that should be considered? Should the Commission publish standards or criteria to guide the staff's determination? What do commenters believe the respective role of the Commission and its staff should be in making these eligibility determinations? Should the Commission post on its Web site all submissions and responses, including those for which the staff does not issue a no-objection letter?

If the Commission proceeds with allowing early adoption, we would support the process of obtaining a letter of no objection and believe the Commission should insert oversight to this process and which companies are transitioning. Due to the magnitude of the change, we do not believe the letter should be optional and yes the Commission should establish guidelines to make every effort to ensure consistent interpretation by its staff. We support only publication when a no-objection letter is issued, this should further encourage Companies to attempt to engage the Commission in open debate on the topic of early adoption without the deterrence of misinterpretation by the public.

25. Do commenters agree that the criterion of enhanced comparability is the correct one? Are there other criteria that should be used? For example, should issuers be eligible based on their size or their global activities? If a size criterion were used to include the largest U.S issuers, what should the cut-off be? Should there be a criterion based on the absence of past violations of the federal securities laws111 or based on shareholder approval?

We believe the only appropriate criterion in order to avoid confusion is the large accelerated filer.

26. Do commenters agree that the proposed required disclosures are appropriate? If not, what disclosures should be provided?

We don't believe disclosure of the date that the request was submitted to the Commission or demonstrating that it met the criteria is necessary. We have not identified any impact this would have on an investor's assessment of a registrant's financial statements.

27. What are commenters' views on the accounting principles that should be used by those U.S. issuers that elect to file IFRS financial statements if the Commission decides not to mandate or permit other U.S. issuers to file IFRS financial statements in 2011? Should the Commission require these issuers to revert back to U.S. GAAP in that situation?

We do not support the movement towards any early adoption, however, if the Commission proceeds down this path we believe the issuer has to be allowed to continue under IFRS. This is not an insignificant undertaking of shareholder resources and should be treated as permanent. There could be a process where an issuer would request a no-objection letter to revert back, however, they should not be required to revert. We do not see how many companies would choose to participate in this test if there is any chance they will be required to revert to U.S. GAAP.

28. Is it appropriate to exclude investment companies, employee stock purchase, savings and similar plans and smaller reporting companies? Are there other classes of issuers or certain industries that should be excluded?

We believe there is no basis for not having all reporting on the same standard.

29. Should we limit the first filing available to an annual report on Form 10-K, as proposed? If not, why not? Is the proposed transition date of fiscal years ending on or after December 15, 2009 appropriate? Should it be earlier or later, and why? What factors should be considered in setting the date?

We have no concerns with the 10-K requirement or the timing, if the Commission chooses to proceed with <u>any</u> early adoption.

31. What difficulties, if any, do U.S. issuers anticipate in applying the requirements of IFRS 1 on first-time adoption of IFRS, including the requirements for restatement of and reconciliation from previous years' U.S. GAAP financial statements?

IFRS 1 requires only two years of audited financial statements for the income statement and statement of cash flows. We believe this provides sufficient comparable information for investors to analyze information. The Roadmap indicates that U.S. issuers are required to provide in their filings with the Commission three years of audited U.S. GAAP financial statements as a basis for the requirement. We acknowledge there are actually five years of financial information in the filings with the Commission through the data table. We believe all that is required is clearly indicating under which basis the relevant data was prepared. Two years of audited financial information and a beginning balance sheet is a significant amount of information, and we believe sufficient. We do not believe a third year of income statement information adds sufficient incremental value to justify the cost. Requiring only two years of information would both ease the transition while also aligning to the ruling made for FPIs adopting IFRS in the European Union as well as to the requirements of IFRS1.

In addition, the reconciliation will be a significant burden which in many cases will be required to be prepared manually as systems may not be in place to run parallel. We believe disclosure of the major changes to accounting policies under IFRS and two years of comparable data will provide investors with adequate information on which to base an investing decision. If the SEC maintains the requirement of three years of IFRS financial statements for the initial year of adoption, it would result in a U.S. specific requirement for IFRS reporting that is different than the requirements of IFRS as issued by the IASB. This is not in the spirit of truly moving towards a single set of globally accepted accounting principles.

33. To facilitate the transition to IFRS, should we add an instruction to Form 10-K and Form 10-Q under which an issuer could file two years, rather than three years, of IFRS *financial statements in its first annual report containing IFRS financial statements as long as it also filed in that annual report three years of U.S. GAAP financial statements? Under such an approach, an issuer could, during its third year after beginning its IFRS accounting, choose to file a Form10-K/A with IFRS financial statements covering the previous two fiscal years. For the current (third) fiscal year, the issuer could then file quarterly reports on Form 10-Q using IFRS financial statements. For example, a calendar-year issuer that began its IFRS accounting for the 2010 fiscal year would use U.S. GAAP to prepare its Forms 10-Q and Forms 10-K for the 2010 and 2011 fiscal years. In 2012, that issuer would have the option of filing a Form 10-K or a Form 10-K/A with IFRS financial statements for 2010 and 2011, which would allow it to use IFRS in its quarterly reports during 2012, or continuing to use U.S. GAAP. In either case, the Form 10-K covering the 2012 fiscal year would include three years of IFRS financial statements.*

We believe this is a compromise to address the three year requirement for IFRS.

34. What are commenters' views on Proposals A and B relating to U.S. GAAP reconciling information? Which Proposal would be most useful for investors? Is there a need for the supplemental information provided by Proposal B? Would the requirement under Proposal B have an effect on whether eligible U.S. companies elect to file IFRS financial statements? To what extent might market discipline (i.e., investor demand for reconciliation information) encourage early adopters to reconcile to U.S. GAAP even in the absence of a reconciliation requirement?

As previously indicated we do not support the Roadmap proposal for certain limited early adoption of IFRS. However, between Proposals A and B, we support Proposal A which would require only a reconciliation from IFRS to U.S. GAAP in the initial year of adoption, consistent with IFRS 1. We believe that approach will establish an understanding of the changes for users of those financial statements, and then on a go-forward basis to monitor the performance of that company on a consistent basis. We recognize that those companies that early adopt will not be comparable to those that remain on U.S. GAAP and that is just one of the reasons we do not support any early adoption. We do not believe the reconciliation can completely address the challenges with using multiple accounting standards, furthermore, the additional disclosures required by IFRS should provide investors, issuers and markets participants with the necessary information they require.

If a Company were to choose to early adopt IFRS, and does business in nearly all of the 100 countries world-wide that recognize IFRS in some form, it is possible that company would actually need to maintain three different accounting standards in certain countries, IFRS as issued by the IASB, U.S. GAAP for the reconciliation, and then local GAAP or the version of IFRS that some countries have adopted. This is not a reasonable solution given the normally very limited resources and limited expertise on such local standards. Dell does not believe it would be able to early adopt unless there is clarity on the long-term plan for use of IFRS as issued by the IASB and the on-going reconciliation is removed because of competing priorities for appropriate resources. Of course, Dell is not eligible under the current Roadmap for early adoption.

We feel this is another short coming with the current early adoption proposal, the fact that the entire technology sector appears to be left out of the current ability to early adopt. Regardless, we do not believe it is the best use of limited resources until such clarity is achieved. The best argument in favor of this on-going reconciliation is the risk of having to return to U.S. GAAP, which we do not support any scenario which results in switching from U.S. GAAP, to IFRS as issued by the IASB, then back to U.S. GAAP. We do not see how such a scenario could be in the best interest of investors. Many accounting standards are highly complex, and we do not find it reasonable that investors could learn to understand such changes in reported results. We also believe the Commission has underestimated the level of system changes to change reporting standards. Revenue recognition, for example, has various and distinct differences between IFRS as issued by the IASB and U.S. GAAP. We estimate making systems changes to properly make those changes, educate our investors and internal staff, and ensure proper reliability to be a multi-year project. This investment would be worth nothing if ultimately we would be required to revert to U.S. GAAP.

36. How valuable is reconciliation to U.S. investors, U.S. issuers, and market participants? How valuable is reconciliation to global market participants? Are there some financial statements (such as the statement of comprehensive income) which should not be required to be reconciled to U.S. GAAP?

We believe the cost of the reconciliation does not outweigh the benefits and we do not support a requirement for a reconciliation after the initial year of adoption. In 2007 the Commission eliminated this requirement by allowing FPIs to file IFRS financial statements without reconciliation to U.S. GAAP only if the financial statements were prepared in accordance with IFRS as issued by the IASB. There is no reason this requirement could not continue and would continue to promote pure adoption of the IASB standards. We acknowledge that there is some optionality in IFRS and fewer standards which could result in a lack of comparability, but the Roadmap indicates the Commission staff has observed no more issues in a lack of consistency in application of standards in its review of IFRS financial statement those the staff has identified in U.S. GAAP financial statements.

Furthermore, we believe that an ongoing reconciliation is not valuable due to the lack of a clear linkage between internal management performance metrics and external results. The most valuable information to investors, in addition to comparability of different companies, is to see the financial results through the eyes of management and how management is driving the business.

37. Under either Proposal, would investors find the U.S. GAAP information helpful in their education about IFRS or in being able to continue to make financial statement comparisons with U.S. (and non-U.S.) issuers that continue to prepare U.S. GAAP *financial statements? Would one alternative be more helpful to U.S. investors, regulators, or others in understanding information prepared under IFRS or to continue to make comparisons with issuers who prepare U.S. GAAP financial statements?*

We acknowledge the usefulness of the reconciliations in furthering the education on the differences between U.S. GAAP and IFRS as issued by the IASB. However, we feel the initial year reconciliations as well as other education vehicles are sufficient. We do not believe the costs outweigh the benefits of continuing the reconciliation. Because the Commission has already eliminated the reconciliation for FPIs we had believed the Commission had already reached this conclusion as well.

38. Should we be concerned about the ability of U.S. issuers that elect the early use of IFRS to revert to U.S. GAAP? Would either Proposal be preferred to facilitate such a reversion, should that be appropriate or required as described above?

Yes, reverting to US GAAP is a significant concern and the Commission should be concerned about investors' ability to adapt to this much change and many preparers' ability to execute to this much change in a reliable manner. As indicated we would not support anything short of a certain adoption date for adoption of IFRS as issued by the IASB. Should the Roadmap be finalized in its current form, undoubtedly Proposal B would support a reversion because in an uncertain environment preparers that early adopt should be expected to maintain U.S. GAAP, IFRS as issued by the IASB, and potentially a third locally required set of books in certain jurisdictions. Otherwise we would assume there would be another multi-year conversion period to revert back. We believe the Commission would have to allow IFRS as issued by the IASB indefinitely if early conversion is allowed.

39. Under Proposal B, should the proposed U.S. GAAP financial information be audited? Is the proposed role of the auditor appropriate? Should the proposed U.S. GAAP financial information be filed as an exhibit to the Form 10-K annual report, instead of as part of the body of the report? Is the proposed treatment of the information appropriate? For example, should the information be deemed "furnished" and not "filed" for purposes of Section 18 of the Exchange Act? Should we require that the supplemental U.S. GAAP information be contained in the annual report that is prepared pursuant to Exchange Act Rule 14a-3(b)? Should the supplemental U.S. GAAP information appear as a note to the financial statements? Is the proposed role of the auditor appropriate?

No, we do not believe an audit requirement is necessary or the best use of shareholder resources. We believe furnished is sufficient, however, even these concessions do not significantly lighten the burden of multiple standards. All information regardless of whether it is filed or furnished must be sufficiently reliable. We too have to acknowledge the litigious environment we function in. Because of the potential risk of having to revert to U.S. GAAP, we suspect that companies will have to have dual sets of books, instead of using high level adjustments, so there is no real savings except for the audit fees.

41. Under either Proposal, should we require that the issuer's "Management's Discussion and Analysis of Financial Condition and Results of Operations" prepared under Item 303 of Regulation S-K contain a discussion of the reconciliation and the differences between IFRS as issued by the IASB and U.S. GAAP?

If the reconciliation is properly prepared we do not think this would be necessary.

42 Should we require supplemental U.S. GAAP information, such as that in Proposal B, for all quarterly periods covered by IFRS financial statements?

As indicated, we do not support Proposal B. However, if that is the ultimate final rule, we do believe that quarterly information would be required. Investors assess companies on a quarterly basis for the most part, not just annually.

We believe the requirement is sufficient, although we are not in support of it.

45. Under Proposal A, what additional information, records or controls would be necessary for U.S. issuers electing to file IFRS financial statements to maintain so that they could revert back to U.S. GAAP?

Again, this potential would be sufficient we believe to deter companies from ever electing to early adopt. However, we do not believe the Commission would need to govern this further, instead, it would be up to the individual companies to ensure they were prepared.

46. Are the criteria for issuers eligible to file financial statements in accordance with IFRS as issued by the IASB clear from the proposed definition of "IFRS issuer?" If not, in what way is the definition unclear, and what revisions would be necessary to eliminate any lack of clarity?

We believe the criteria are clear.

47. Is there any ambiguity in the proposed amendments regarding the reasons for the distinction between "IFRS issuer" and foreign private issuer, and the application of the rules to each? If so, what is the nature of the ambiguity and what would be necessary to provide clarity?

We do not believe there is ambiguity is the distinctions, however, we do not believe it is clear why these two groups have different requirements.

49. Is there any reason why an issuer would be unable to assert compliance with IFRS as issued by the IASB and obtain the necessary opinion from its independent auditor?

We have not identified any such issues specific to Dell.

52. With regard to specific references to U.S. GAAP in our regulations, should we amend the references to U.S. GAAP pronouncements to also reference appropriate IFRS guidance, and, if so, what should the references refer to? Would issuers be able to apply the proposed broad approach to U.S. GAAP pronouncements and would this approach elicit appropriate information for investors? Should we retain the U.S. GAAP references for definitional purposes?

References should be amended to refer to appropriate IFRS guidance to avoid any ambiguity or oversight in IFRS application. This is most important during a period of transition, where there is a great deal of learning. No, US GAAP references should not be maintained, as that body of literature will cease to be updated and runs the risk of having incorrect information.

55. Will three years of selected financial data based on IFRS be sufficient for investors, or should IFRS issuers be required to disclose in their selected financial data previously published information based on U.S. GAAP with respect to previous financial years or interim periods?

We believe it would be most appropriate to have the selected financial data all on the same basis of accounting. Therefore, in the initial year of adoption, if the final Roadmap requires three years of data, than that is what should be required in the financial data table. If a user would like to view the previous years' U.S. GAAP information, they can refer to the previously filed 10K.

56. Should the Commission address the implications of forward-looking disclosure contained in a footnote to the financial statements in accordance with IFRS 7? For example, would some kind of safe harbor provision or other relief or statement be appropriate?

We believe that the market-risk related disclosures such as those indicated in IFRS and other forward-looking information are important, relevant information for investors. However, the development of such forward-looking information is also subject to a great deal of judgment and interpretation. We do believe such information should be protected by safe harbor provisions and should be addressed in a separate rule making by the Commission. We believe it is most appropriate that the market risk information required by IFRS 7, for example, be included in the footnote so as to eliminate any potential disconnects, however, we believe such information should be protected by the safe harbor provisions. We need to acknowledge the litigious environment of the U.S. which is largely unique as compared to many that apply the IFRS as issued by the IASB.

57. Is the proposed disclosure in Form 10-K sufficient in prominence and content to indicate to investors that the issuer has changed its basis of financial reporting from that used in previous filings? If not, what further disclosure should be provided, and where? Should we require that an issuer disclose the criteria under which it is eligible to file IFRS financial statements? Should issuers be required to reference the letter of no objection in their first IFRS filing?

We agree that the change in basis of financial reporting is very important and needs to be prominently disclosed. However, we do not believe Item 1, Business, is the most appropriate section. We believe an introductory paragraph in Item 7, Management's Discussion & Analysis and footnote disclosure is sufficient. We support all of the proposed disclosures except for the date the issuer submitted its request to the staff to change to IFRS and the date the staff issued its letter of no objection. We are not aware of why this would be relevant to shareholders. Furthermore, we do not believe the criteria under which an issuer is eligible to file IFRS financial statements would be relevant. We believe if an investor required that information, it would be available through the public provision of those letters and requests.

58. Should we amend Form 8-K to require "forward-looking" disclosure relating to an issuer's consideration of whether it will file IFRS financial statements in the future? If so, what type of information should be disclosed, and at what point in time prior to the issuer actually filing IFRS financial statements? Would a requirement to make such forward-looking disclosure have any impact on an issuer's decision to adopt IFRS? If so, what would the effect be?

Yes, it appears that a change in the basis of financial information is material information that investors should be made aware of through a Form 8-K. We believe the 8-K should be required within four days of when a plan has been approved by the relevant levels of authority to move to IFRS. This would be consistent with a restructuring plan, for example. Timing of the filing with the IFRS financial information would seem most relevant. We are not aware that this would be a deterrent to any issuer in deciding whether or not to adopt IFRS.

67. Do you agree with our assessment of the costs and benefits as discussed in this section? Are there costs or benefits that we have not considered? Are you aware of data and/or estimation techniques for attempting to quantify these costs and/or benefits? If so, what are they and how might the information be obtained?

We believe that the costs will be substantial and the Commission's estimates may be understated; however, we do not have a better approach to estimation at this time, as we believe the costs are difficult to estimate. There will be a substantial amount of internal resource commitment and it is not clear how the Commission's estimates include such costs of conversion as there are the opportunity costs that those limited resources are working on IFRS instead of other projects as well as potential additional internal resources. In addition, we don't believe that the cost of maintaining SOX 404 controls on two parallel systems has been adequately factored in. Therefore, we believe the costs could actually be higher, which could be mitigated by further limiting the amount of historical information required.