

SEC Regulations Committee
July 10, 2007 - Joint Meeting with SEC Staff
SEC Offices – Washington DC
Agenda

I. Commission and Division Updates including Organizational and Staff Changes

Office of the Chief Accountant (OCA) Update

Division of Corporation Finance (Corp Fin) Update

Division of Enforcement (Enforcement) Update

Division of Investment Management (IM) Update

II. Status of Projects

A. Compilation of SEC Regulations Committee meeting highlights

B. Status of Division of Corporation Finance Staff Training Manual

C. Alerts to be issued by the Division of Corporation Finance or OCA

D. Current Accounting and Disclosures Issues (last update – 11/30/06)

E. Committee Documents Previously Provided to the Staff

1. Rule 3-10, 3-16 Task Force Discussion Documents TF-3 (Documents TF-1 and TF-2 were posted to the Committee's website in April 2007)

2. Financial Statements of Credit Enhancers and Related Accountants' Consents in Filings by Asset-Backed Issuers (Sent on July 31, 2006)

3. Staff's consideration of Document D from the April 2007 meeting, *Financial Statement Requirements in an IPO When a Merger of Entities Under Common Control Occurs at the Closing Date*

F. Proxy Developments

G. Final rules – reporting on internal controls

H. Rule proposal and concept release - IFRS

III. Recent Developments/Current Issues

A. Complexity/transparency initiative

B. Staff consideration of additional materiality guidance

C. Preliminary observations from executive compensation/CD&A disclosures; status of interim final rules

D. Preliminary observations from FIN 48 adoptions

E. Risk factors related to the financial reporting process

- F. Reporting on internal controls in a reverse merger and December 2006 release
- G. Staff suggestions on issues for discussion at the SEC Conference
- H. Requirement to name experts and obtain consents

IV. Specific Practice Issues – Discussion Documents

- A. Reporting Requirements of Rule 4-08(g) of Regulation S-X for Periods in which the Investee is Less than 10% Significant**
- B. When Rule 3-05 Financial Statements Must be Provided in Registration Statements Covering Secondary Offerings**
- C. Applying Rule 3-09 of Regulation S-X to an Equity Method Investee in the Real Estate Industry**
- D. When Stock Based Executive Compensation That Is Capitalized or Deferred Should Be Reported In The Summary Compensation Table**
- E. Application of Rules 3-09 and 4-08(g) of Regulation S-X to Investments Accounted for Using the Fair Value Option under Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities.” that Otherwise Would be Accounted for Under the Equity Method under APB 18, “The Equity Method of Accounting for Investments in Common Stock.” (REVISED Discussion Document A from April 17, 2007 Joint Meeting)**