



AMERICAN ACCOUNTING ASSOCIATION

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September 7, 2007

Via Email

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

Re: File Number S7-13-07:

Comments on SEC Proposed Rule on Accepting Foreign Private Issuers Financial Statements Prepared in Accordance with IFRS Without Reconciliation To U.S. GAAP

The American Accounting Association's Financial Accounting Standards Committee is pleased to express its views in the accompanying document on the SEC's recent call for comments on accepting financial statements prepared based on IFRS standards with no reconciliation to U.S. GAAP.

Please contact me (bob.colson@gt.com or 212-624-5300) or Karim Jamal, the principal drafter of the comments, (karim.jamal@ualberta.ca or 780-492-5829) for clarifications or discussion.

Sincerely,

Robert H. Colson

Chair, AAA Financial Accounting Standards Committee 2007 - 2008

This comment was developed by American Accounting Association's Financial Accounting Standards Committee and does not represent an official position of the American Accounting Association.

**The SEC's Proposal to Accept Financial Statements Prepared in Accordance With
International Financial Reporting Standards (IFRS) Without Reconciliation To U.S.
GAAP**

Re: File Number S7-13-07

**American Accounting Association's
Financial Accounting Standards Committee
September 7, 2007**

INTRODUCTION

The Securities and Exchange Commission (SEC) recently issued a call for comment on a proposal (henceforth the Proposal) to accept financial statements prepared in accordance with international financial reporting standards (IFRS) without reconciliation to U.S. GAAP. The Financial Accounting Standards Committee (henceforth the Committee) of the American Accounting Association (AAA) is pleased to have an opportunity to express its views on the proposal. This comment was developed by the Financial Accounting Standards Committee of the American Accounting Association and does not represent an official position of the American Accounting Association.

The American Accounting Association promotes worldwide excellence in accounting education, research and practice. Founded in 1916 as the American Association of University Instructors in Accounting, its present name was adopted in 1936. The Association is a voluntary organization of persons interested in accounting education and research. Currently the Association has about 6,000 members in the United States and 2,000 international members. The committee is charged with commenting on regulatory proposals on financial reporting with an aim to provide a research-based perspective on financial reporting. The AAA's membership has a diverse set of views about financial reporting and the committee does not express views on behalf of all members. On the other hand, the committee does discuss competing research approaches taken in the academic literature to develop insight into the questions raised by the SEC's proposal. The committee's analysis of research has informed its opinions about adoption of IFRS, which it hopes will stimulate discussion among AAA members, regulators, and accounting practitioners regarding important financial reporting regulatory proposals.

The SEC's call for comment is a 121 page document that seeks advice on 49 separate issues with respect to private foreign issuers that do not use U.S. GAAP. Rather than commenting on each specific issue, five key issues where extant accounting scholarly research has most relevance will be discussed.

OVERVIEW

The SEC proposes to accept financial standards based on IFRS with no reconciliation to U.S. GAAP. Current scholarly research provides relevant insights on the following five issues raised in the SEC's proposal:

- (1) Are IFRS "quality" accounting standards (Q1 on p. 27 of the proposal)?
- (2) Should acceptance of IFRS based accounting standards be contingent on convergence of U.S. and IFRS standards (Q2 on p. 27 of the proposal)?
- (3) Should the timing of acceptance of IFRS based financial statements depend upon foreign issuers, audit firms, and other constituencies having more experience with preparing IFRS financial statements (Q6 on p. 34 of the proposal)?
- (4) How useful is the reconciliation to U.S. GAAP from IFRS for comparing companies (Q11 on p. 41 of the proposal)?
- (5) Do you agree with our assessments of costs and benefits (Q47 on p. 101 of the proposal)?

Should the SEC Accept IFRS-Based Financial Statements without Reconciliation to U.S. GAAP?

The Quality of International Financial Reporting Standards

The quality of IFRS is a critical question underlying the SEC proposal. Will financial reports prepared based on IFRS be as informative and useful as financial reports prepared under current U.S. accounting standards? This is a very difficult question to answer because the quality of accounting reports depends on a variety of environmental factors, such as accounting standards, auditing, governance practices, the accounting education system, the legal regime, information intermediaries, and various regulatory bodies, all of which influence the incentives and competence of preparers, auditors, and users of financial reports. Accounting scholars have used a variety of research approaches to develop insights that may be useful to the SEC in

addressing this issue Four of these approaches have the most implications regarding the quality of IFRS.

One approach has sought to focus on the behavior of financial statement users and preparers of firms that adopt IFRS. This research presents evidence suggesting that after IFRS were adopted, analysts' forecast accuracy improves (Ashbaugh and Pincus 2001), analyst following increases (Cuipers and Buijink 2005), and foreign mutual fund ownership is significantly higher for adopters compared to firms that use their own national GAAP (Covrig et al., (2007). There is also evidence suggesting that adoption of IFRS leads to better reporting (less earnings management) relative to use of national GAAP in many countries (Barth et al., 2007a, b). These studies indicate that adoption of IFRS provides benefits to preparers and users of financial statements. It should be noted that this evidence is not conclusive because of the self-selection bias inherent in studies where firms are not assigned randomly to each condition. Consequently, IFRS adopters may vary from non-adopters on important variables other than IFRS. Therefore, differences between the two groups cannot be attributed solely to IFRS. This caveat notwithstanding, the results of these studies indicate that users and preparers of financial statements benefit from adoption of IFRS.

A second approach has sought to use the correlation between reported accounting earnings and stock returns as a measure of accounting quality (called the "value-relevance" literature). This literature assumes that the higher the correlation between accounting numbers (e.g., earnings) and stock returns, the higher the reporting quality. Such studies can rank earnings produced using the GAAP of various countries in terms of how well they correlate with stock prices. The use of this correlation criterion to measure quality has been very controversial. Detractors (e.g., Holthausen and Watts 2001) have argued that these results are irrelevant for standard setting due to use of an invalid quality criterion, self-selection problems, concerns about the valuation models used, and a host of other methodological concerns. Proponents of this approach (e.g., Barth et al., 2001) have defended its use and argued that the methodological issues can be controlled. Although the committee is sceptical about this approach, it is widely used. Hence, its key results will be discussed without the committee's endorsement of their relevance for SEC policy.

Value-relevance studies (e.g., Alford et al., 1993; Pope and Walker 1999) have found that countries with similar accounting standards (the Anglo-Saxon countries: the United States, the

United Kingdom, Canada, and Australia) have similar market correlations with reported accounting numbers. This is not surprising as the GAAP of these reporting regimes are similar, although U.S. GAAP is found to be a bit more conservative than the other Anglo-Saxon countries' GAAP. Reported accounting numbers from some Continental European companies that use their country's GAAP also have similar correlations with stock returns (e.g., German companies studied by Harris et al., 1994 and French companies studied by Alford et al., 1993). GAAP from other (especially non Anglo-Saxon) countries can vary substantially from that of U.S. GAAP and are usually less correlated with stock returns. The general conclusion offered by value relevance researchers is that U.S. GAAP is very similar to the national GAAP of developed countries such as the United Kingdom, Canada, Australia, France, and Germany. Given that IFRS draws on the expertise and GAAP reporting traditions of these countries, these findings suggest that it is likely that IFRS is on a quality par with U.S. GAAP.

A third approach has tried to bypass concerns about value relevance by looking at aggregate properties of the stock market. A recent study by Leuz (2003) provides the most direct and relevant evidence about the efficacy of U.S. versus IFRS GAAP. This study investigates information asymmetry between investors (proxied by bid-ask spreads) and liquidity (proxied by trading volume) for companies listed in Germany's Neuer Markt that could choose to use IFRS or U.S. GAAP for their financial reporting. The underlying notion is that the better the financial reporting, the better the total flow of information to the market, the lower the information asymmetry between investors, which results in greater liquidity. The results indicate no statistical or economically significant differences in the bid-ask spreads or liquidity between companies that used IFRS compared to those that used U.S. GAAP. The conclusion from this research is again that IFRS is equivalent to U.S. GAAP.

A fourth approach focuses on institutional factors in the reporting environment, such as the legal regime, auditing, securities regulation, the industry in which a company operates, and other factors that may affect the implementation of reporting standards (e.g., Ball et al., 2003). According to this view, accounting standards evolve in accordance with a country's legal, auditing, regulatory, governance, and financing systems. Therefore, there is no "one" optimal accounting standard. Rather, accounting is an evolving process. Experimentation with a variety of approaches has the potential to help identify better accounting standards, improve the education of future accountants, and provide managers with a better opportunity to communicate

their results to investors. This research implies that regulatory competition would be beneficial to the development of good accounting standards (Sunder 2002, Benston et al. 2003). Not only should the SEC allow foreign companies to use IFRS (as proposed), but it should also allow U.S. companies to choose IFRS if they wish. The reporting environment in the European Union is as conducive to good reporting as is the U.S. environment and enforcement appears to be no less rigorous. Hence, there is no reason to believe that IFRS is not equal in quality to U.S. GAAP.

In conclusion, this summary review of four different approaches for assessing reporting quality that use different research methods and criteria to assess reporting quality reach a similar conclusion: the quality of IFRS and U.S. GAAP are comparable and the proposal to allow foreign companies to use IFRS deserves support.

Should Acceptance of IFRS-Based Accounting Standards be Contingent on Convergence of U.S. and IFRS Standards?

The research results discussed in the previous section suggest that IFRS accounting standards are of high quality, irrespective of any global standards convergence process. There has been some speculation in the research community that the lack of substantial differences between the national GAAP of various developed countries and U.S. GAAP could be caused by companies that cross list in the U.S. adopting discretionary accounting choices close to U.S. GAAP. Leuz (2003) attempts to control for this U.S. market listing effect.¹ The companies examined in that study are German firms listed in Germany and not cross listed in the U.S. The IFRS adopters produce accounting reports whose information value to investors is equivalent to that of U.S. GAAP adopters.

Facilitating the development of a harmonized set of global accounting standards is one of the motivations behind the SEC's willingness to accept IFRS. On the contrary, harmonization *per se* is not necessary and may not be desirable. The research results discussed above are independent of any harmonization effort, yet they find that IFRS is equivalent to U.S. GAAP. Furthermore, there is some scepticism in the academic literature about the benefits of accounting standard harmonization (Ball et al., 2003; Dye and Sunder 2001, Benston et al. 2006), and some

¹ The Leuz study is an archival study and thus has a potential self selection problem. The control over listing is a nice feature, but not a perfect control.

researchers have concluded that regulatory competition is beneficial to the development of good accounting standards (Sunder 2002, Benston et al. 2003).

Skepticism about the potential benefits from harmonization arises from a concern that the quality of reported accounting numbers is determined by the incentives of preparers and auditors of financial statements. These incentives are primarily influenced by legal, auditing, governance, and regulatory regimes – not primarily by accounting standards (Ball et al., 2003). An attempt to force an inexact practice (or art) like accounting into having one global “correct” accounting solution for all issues has the potential to promote form over substance, retard the development of thought among students aspiring to be accountants, and make it difficult for regulators and society to experiment with different approaches, and get feedback about effectiveness of alternative accounting treatments (Sunder 2002). While AAA members have very diverse opinions about the benefits of harmonization or convergence, the preponderance of the academic research evidence does not support the view that harmonization is a necessary condition for high quality GAAP. Consequently, IFRS-based accounting standards can and should be accepted by the SEC without requiring a convergence process between U.S. GAAP and IFRS.

Should the Timing of Acceptance of IFRS-Based Financial Statements Depend Upon Foreign Issuers, Audit Firms, and Other Constituencies Having More Experience with Preparing IFRS Financial Statements?

IFRS standards are relatively new compared to U.S. GAAP and are in the process of being adopted by countries that previously had a highly regarded national GAAP (e.g., the United Kingdom, Canada, and Australia) as well as by many countries that lack the tradition of sound national GAAP. The evidence cited earlier about the quality of IFRS and the equivalence of the quality of accounting numbers in developed countries cannot be generalized on a global basis. Ball and his colleagues (2000, 2003) have reported evidence suggesting that quality of accounting numbers varies significantly among countries that have adopted IFRS.

For countries that have had a tradition of sound national GAAP there is no need to wait for experience in adopting IFRS. The governance, education, audit, legal and regulatory systems required to promote good financial reporting are already in place. For countries that lack this broader reporting infrastructure, there is no evidentiary basis to conclude that the required

reporting infrastructure will evolve over time². Moreover, it is unlikely that time is the key element in determining the proper adoption and implementation of IFRS.

As noted earlier, the evidence from academic research indicates that IFRS adoption in countries with developed governance, legal, auditing, and enforcement infrastructures offer accounting numbers that are the equivalent of numbers prepared and presented under U.S. GAAP, implying that there is no reason to impose costs on U.S. investors and foreign-listed firms from those countries that want to offer their shares in U.S. stock markets. Furthermore, investors that conclude otherwise can avoid purchasing the securities of companies whose financial statements use IFRS.

In addition, the European Union has adopted IFRS. Although there is no research to cite, experience suggests that if the United States continues its bias against IFRS, the EU is likely to retaliate by requiring U.S. companies to reconcile their statements to IFRS, which would be a costly and unnecessary process. There is nothing to be gained from delaying the recognition of IFRS and much that could be lost to both U.S. investors and companies.

How Useful Is the Reconciliation to U.S. GAAP from IFRS-Based Financial Statements?

Reconciliation between IFRS and U.S. GAAP has potential to be useful to investors if three conditions are met: (1) the differences in reported numbers are large in magnitude; (2) the items causing the difference are hard to understand from reading the financial statements; and (3) extensive judgment is required to determine the accounting numbers causing the differences.

If we accept the Leuz (2003) result that IFRS standards produce accounting numbers that are of similar quality to those prepared under U.S. GAAP, it is unlikely that the reconciliation schedule would provide useful information to investors, unless the IFRS were not implemented properly. For developed countries with a tradition of a good national GAAP, a reconciliation schedule is a costly exercise with few apparent benefits. For countries where implementation of IFRS is questionable, reconciliation to U.S. GAAP might be useful to investors.

Do You Agree With Our Assessments of Costs and Benefits?

² The economic institutions of a country are influenced by complex political forces. It is thus hard to provide any general prediction about how the economic institutions of any country will evolve over time.

There are some direct costs involved with preparation and auditing of the numbers required in reconciliation schedules and the SEC has made a reasonable attempt to quantify these costs. There is no clear evidence of any corresponding benefit to justify forcing all foreign-listed companies to incur these costs. Since the SEC can use its enforcement power to compel registrants to comply with its rules, there should be a clearly demonstrable benefit before companies are compelled to incur substantial regulatory compliance costs. In addition, these direct costs are not the only costs that should be considered. There is a broader cost to society, to current and future accounting students, and to the feedback and learning opportunities available to regulators from acting as if U.S. GAAP is the only acceptable GAAP in the world, and from attempts to harmonize the whole world on one set of “correct” GAAP.

Consequences of the SEC Proposal on Higher Education

While the primary criteria for the SEC’s decision relate to direct and immediate impact on capital markets, the SEC’s regulatory actions and policies have major educational consequences. The Commission has not solicited comments on educational aspects of its proposed action, but the AAA and its members are deeply interested in accounting education, research, and practice, and would like to submit the following unsolicited comments on the educational consequences of the proposed action. The Commission and its staff should also consider the educational consequences of its proposed actions as a part of its routine process going forward in the future. Such attention will help better implement the regulatory intent of the Commission.

Over the seven decades since the passage of the federal securities laws, the scope of authoritative standards has expanded so dramatically that the SEC has formed a special advisory committee to study the problems of excessive accounting complexity. This expansion has led to fundamental changes in textbooks, course content, classroom discourse, and examinations, including professional examination for CPA certification conducted by the AICPA.

In the absence of an authoritative standard for a class of transactions, textbooks, classroom discussion, and examinations were designed to explore various possible ways in which a transaction could be accounted for and the consequences of alternative accounting treatments for various parties and for the economy as a whole. Such discourse develops the mind of students to think fundamentally, does not allow for black and white answers, and helps

attract to the accounting profession young people who like to think independently and abstractly. Judgment, after all, is a hallmark of a profession.

With expansion in the scope of authoritative standards, however, educational discourse has progressively shifted toward rote memorization of written rules for regurgitation on exams. With the FASB's monopoly status for accounting standards for public companies, intermediate accounting classes have moved towards focusing on literal application of those standards, rather than on critical examination of the merits of alternative accounting treatments for various classes of transactions. Such "memory-based" curriculum tends not to be attractive to talented students (Albrecht and Sack 2000).

In a prescient paper published in 1953, Professor Baxter anticipated that one of the consequences of the increased standardization of accounting and deference to authority would be diminishment not only of professional judgment, but also of accounting education (Baxter 1953). Unfortunately, his prediction appears to be coming true, and the outcome threatens the future health of the accounting profession. Accounting has largely become a service activity in MBA programs and it is now rare for an MBA student to major in accounting. An increased focus on asserting authority (e.g., a GAAP hierarchy) as the basis for understanding and applying accounting standards reduces the intellectual stimulation of accounting education and drives talented students to other fields.

On the other hand, if in the long run interest of accounting education, the Commission were to settle for a system of competitive standards of financial reporting, there would be some hope that the accounting educational system will be induced to move in the direction of teaching general principles. Students educated in such a higher level system of education will have developed the powers of abstraction that would allow them to pick up any book of standards and apply them to specific transactions using their judgment derived from education in general principles.

Summary and Conclusion

Financial statements based on IFRS can provide good financial reports that are equivalent to those based on U.S. GAAP. While there are differences in the financial reporting environment (governance, legal regime, audit, and securities regulation) among countries, the SEC should not wait until all elements of the financial reporting environment are harmonized on a global basis,

even assuming that harmonization were possible and desirable. Allowing foreign companies to use IFRS without costly reconciliations to U.S. GAAP is likely to make U.S. stock exchanges more competitive and provide useful feedback to U.S. accounting standard setters about the efficacy of their standards. Allowing U.S. companies to use IFRS might not only benefit investors, but would help shift U.S. accounting education towards considering basic principles and differences in approaches and away from rote memorization and application of rules.

American Accounting Association

Financial Accounting Standards Committee 2007 – 2008

George J. Benston, Emory University (Endorse)

Douglas C. Carmichael, Baruch College, CUNY (Unable to participate in the process for these comments)

Theodore E. Christensen, Brigham Young University (Endorse)

Robert H. Colson (Chair), Grant Thornton LLP (Endorse)

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Thomas Stober (Liaison to Financial Accounting and Reporting Section), University of Notre Dame (Endorse)

Shyam Sunder (Liaison to AAA Executive Committee), Yale University (Endorse)

Ross L. Watts, Massachusetts Institute of Technology (Endorse)

References.

- Albrecht, S.A. and R.J. Sack. 2000. *Accounting education: Charting the course through a perilous future*. Accounting Education Series No. 16, Sarasota FL: American Accounting Association.
- Alford, A., J. Jones, R. Leftwich and M. Zmijewski (1993). The relative informativeness of accounting disclosures in different countries. *Journal of Accounting Research* 31(Supplement), 183-223.
- Ashbaugh, H., and M. Pincus. (2001). Domestic accounting standards, international accounting standards, and the predictability of earnings. *Journal of Accounting Research* 39, 417-434.
- Ball, R., S. Kothari and A. Robin (2000). The effect of international institutional factors on properties of accounting earnings. *Journal of Accounting and Economics* 29, 1-51
- Ball, R., A. Robin, and J. Wu (2003), Incentives versus standards: Properties of accounting income in four East Asian countries. *Journal of Accounting and Economics* 36, 235-270.
- Barth, M.E., W.H. Beaver and W.R. Landsman. (2001). The relevance of the value relevance literature for financial accounting standard setting: another view. *Journal of Accounting & Economics* 31 (September): 77-104.
- Barth, M. E., W. Landsman, and M. Lang (2007a). International accounting standards and accounting quality. Manuscript, Stanford University.
- Barth, M. E., W. Landsman, M. Lang, and C. Williams (2007b). Accounting quality: international accounting standards and U.S. GAAP. Manuscript, Stanford University.
- Baxter, W.T. 1953. Recommendations on Accounting Theory. In Baxter, W. T. and Sidney Davidson, (Eds.) *Studies in Accounting Theory*. Blackwell, London.
- Benston, G. J., M. Bromwich, R. E. Litan, and A. Wagenhofer (2003). *Following the Money: The Enron Failures and the State of Corporate Disclosure*, AEI-Brookings Joint Center for Regulatory Studies, Washington DC.
- Benston, G. J., M. Bromwich, R. E. Litan, and A. Wagenhofer (2006), *Worldwide Financial Reporting: The Development and Future of Accounting Standards*, Oxford University Press.
- Covrig, V.M., M.L. DeFond and M. Hung. 2007. Home bias, foreign mutual fund holdings, and the voluntary adoption of international accounting standards. *Journal of Accounting Research* 45, 41-70.
- Cuijpers, R., and W. Buijink. (2005). Voluntary adoption of non-local GAAP in the European Union: A study of determinants and consequences. *European Accounting Review* 14, 487-524.
- Dye, R. and S. Sunder (2001), Why not allow the FASB and the IASB standards to compete in the U.S.?. *Accounting Horizons* 15, 257-271.
- Harris, T. S., M. Lang, and H. P. Moeller (1994), The value relevance of German accounting measures: An empirical analysis. *Journal of Accounting Research* 32, 187-209.
- Holthausen, R.W., and R.L. Watts. 2001. The relevance of value-relevance literature for financial accounting standard setting. *Journal of Accounting & Economics* 31 (September): 3-75.
- Leuz, C. (2003), IAS versus U.S. GAAP: Information asymmetry-based evidence from Germany's new market. *Journal of Accounting Research* 41, 445-427.

Pope, P. F. and M. Walker. 1999. International differences in the timeliness, conservatism and classification of earnings.
Journal of Accounting Research (Studies on Credible Financial Reporting): 53-87.

Sunder, S. (2002). Regulatory competition among accounting standards within and across international boundaries.
Journal of Accounting and Public Policy, 21:3, (Autumn), pp. 219-234.