

# ZIONS BANCORPORATION

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July 29, 2011

U.S. Securities and Exchange Commission  
Office of the Chief Accountant  
100 F Street, NE  
Washington, DC 20549

Via website: <http://www.sec.gov/cgi-bin/ruling-comments>

**Re: File No. 4-600: *Commission Statement in Support of Convergence and Global Accounting Standards***

Dear Sirs and Madams:

Zions Bancorporation (“Zions”) appreciates the opportunity to provide comments and observations on the Securities and Exchange Commission’s (“SEC”) May 26, 2011 Staff Paper, *Work Plan for the Consideration of Incorporating International Financial Reporting Standards into the Financial Reporting System for U.S. Issuers: Exploring a Possible Method of Incorporation*. Our input is based on our role as a preparer of financial statements and as one of the nation’s largest originators of Small Business Administration loans; and therefore, as a reviewer of thousands of sets of financial statements per year.

As a U.S.-centric regional bank, the vast majority of our revenue being derived from lending to small and medium-sized businesses, we see no benefit in switching to IFRS. We have always had sufficient access to capital within the U.S. and feel that the soundness of U.S. capital markets will continue to attract foreign investors, even if U.S. SEC registrants were to report using U.S. GAAP. Furthermore, given the fragile state of the U.S. economy, we do not think it is prudent to require already struggling companies to spend millions to modify their systems and retrain their employees without any clear signs that they will experience a return on their investment.

If, however, the Commission arrives at the conclusion that the adoption of IFRS would be in the best interest of U.S. investors, we would like to express our support for the proposed “condorsement” framework outlined in the Commission’s May 26, 2011 Staff Paper.

We feel that a very gradual and deliberate transition represents the only viable option for arriving at a single set of high-quality, globally accepted accounting standards. Given the size and decentralized nature of our organization, and the fragile condition of the U.S. economy, we are of the opinion that it would be unrealistic and financially infeasible for all but the largest U.S.-based multi-nationals to follow a “big bang” approach to the adoption of IFRS. Additionally, given the cost prohibitive nature of conversion for both private and public companies, we would ask the Commission to explore a phased adoption approach based on the accelerated filer approach used to determine the required implementation dates for Sarbanes-Oxley Section 404.

Furthermore, we are in support of retaining the FASB as the primary endorsement vehicle for IFRS, as well as the primary representative of U.S. issuers to the IASB. We concur with the commission that the FASB is best equipped to fulfill these roles. Additionally, we feel that the FASB, under the oversight and with the help of the Commission, is particularly well equipped to provide the guidance and interpretation of IFRS necessary for its consistent and accurate application, and to mitigate the risks inherent in applying a more principles-based accounting model in a highly litigious business landscape.

We would like to also emphasize the fact that we have a number of reservations about mandating IFRS for small public companies. As a user of financial statements of many small companies that compose our customer base, we would ask that the Commission consider granting an exemption to smaller public companies. They should be allowed to continue using U.S. GAAP, or should be allowed to adopt IFRS for Small and Medium-sized Entities or some other simplified accounting framework. The expanded use of fair value accounting prescribed by IFRS will result in an undue financial burden being placed upon smaller organizations. Not only is it cost prohibitive for smaller companies to hire the actuaries and other valuation consultants necessary to develop fair value estimates, but it is also difficult for smaller companies to arrive at internally generated estimates that can be relied upon by financial statement users.

If the Commission decides to mandate IFRS for U.S. filers, we would ask that it lay out a well formulated implementation plan for the incorporation methodology outlined in the Staff Paper. We feel that an effective rollout cannot be completed in five to seven years as suggested by the Commission, and would ask that the implementation period be extended for as long as is reasonably possible. Lastly, we would encourage the retention and ongoing review of those parts of US GAAP that are not necessarily in conflict with the principles of IFRS, but that address those issues for which IFRS is currently silent.

We thank the Commission for its consideration of our recommendations and would be pleased to discuss these issues in more detail with the Commission or staff at your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Alexander J. Hume", with a long horizontal flourish extending to the right.

Alexander J. Hume  
SVP, Corporate Controller