

July 19, 2016

To: Brent J. Fields, Secretary, U.S. Securities and Exchange Commission

Re: File No. S7-06-16, Business and Financial Disclosure Required by Regulation S-K

Dear Mr. Fields,

On behalf of Merrill Corporation, I am pleased to submit these comments to the Securities and Exchange Commission in response to the Concept Release on Business and Financial Disclosure Required by Regulation S-K.

The following comments are primarily related to the use of structured data and technologies that significantly enhance the quality and access of disclosure to investors while reducing burdens on registrants. Structured data provides significant efficiencies and benefits for the consumption of business and financial reporting, representing a valuable and necessary modernization of Regulation S-K disclosure requirements that will align with the SEC's EDGAR modernization initiative.

Comments to specific questions:

Question 330. The quality of structured disclosures can be enhanced by the following:

(A) The SEC should adopt the automated rules of the XBRL US Data Quality Committee. The rules could either be used as part of the SEC's validation rules prior to filing, or they could be used by the SEC to communicate errors to registrants after the filing. The XBRL US Data Quality Committee is an industry consortium that deeply understands the structured data related to SEC XBRL filings and has created automated rules which have been vetted for accuracy and applicability. The rules could easily be applied by the SEC, which would cause registrants to take notice and also apply them, resulting in a quick and significant increase in the quality of structured financial disclosures.

(B) Auditor involvement to provide some level of assurance on the XBRL data would enhance the quality of structured disclosures. The audit of the traditional-formatted financial statements is a key component of investor confidence in the financial statements. The same would apply to the structured disclosures. If auditor involvement were required, the quality of structured disclosures would increase significantly.

(C) Increased SEC enforcement of adherence to the EDGAR Filer Manual and related guidance would increase the quality and usability of structured disclosures. Many companies produce and file erroneous XBRL-formatted financial statements, in which certain disclosures in the XBRL have a different meaning than the associated disclosures in the traditional HTML/ASCII-formatted financial statements. A primary reason for this is that there are no notable negative consequences for submitting poor quality XBRL to the SEC. If the perception of the filer is that there is no penalty, either now or in the foreseeable future, for submitting poor quality XBRL, then the filer may not give a proper effort towards accurate XBRL preparation.

(D) The SEC should provide a strong acknowledgement and/or acceptance of the FASB's XBRL Implementation and Style Guides. These documents provide guidance for consistent tagging across companies and are vetted by the FASB's Taxonomy Advisory Group. The central objective of the guides is to improve XBRL quality. Acknowledgement of the guides by the SEC would direct the focus of registrants toward these guides, thereby increasing compliance with the guides and improving XBRL quality.

Question 333. All disclosures in Parts I and II of Forms 10-K and 10-Q should be disclosed in a structured format to provide more consistent disclosures which may be more readily analyzed by investors and the SEC. Certain disclosure amounts within these areas should be detail-tagged while other areas of the content should be block-text tagged. See comment below to Question 334 for further detail on the level of tagging.

The SEC has proposed rules to require tagged Executive Compensation data in XBRL filed in the proxy statement (and "Clawback" policy). Additionally, the SEC has mandated Pay Ratio disclosure of the CEO compensation as compared to median employee compensation. The Pay Ratio disclosure should also be tagged and reported in structured data. Tagging the executive compensation and pay ratio disclosure, in addition to the items in Part I and Part II which are discussed in the release, would align essential compensation and governance disclosure matters for efficient shareholder and investor analysis.

Sustainability and governance disclosure issues have gained prominence in the marketplace. Sustainability reporting disclosures should be required to be reported in a structured format so the data can be efficiently consumed. Creation of the structured data from sustainability disclosures that follow a sustainability reporting framework is relatively straightforward and provides meaningful tagged data. The structured data requirements for sustainability reporting should consist of a combination of detail-tagged amounts and block-text tagged information.

Question 334. Detail-tagging of amounts is very feasible, and should be required, for the following areas in Parts I and II of Forms 10-K and 10-Q: (a) Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities; (b) Selected Financial Data; (c) Management's Discussion and Analysis; (d) Quantitative and Qualitative Disclosures About Market Risk; (e) Executive Compensation; (f) Security Ownership of Certain Beneficial Owners and Management and Related Stockholders Matters; (g) Principal Accounting Fees and Services; and (h) Unregistered Sales of Equity Securities and Use of Proceeds.

The MD&A section mentioned above contains many disclosures that are not appropriate for detail-tagging of the amounts (such as the disclosures that are not comparable across companies since they are unique to the registrant). These areas of the MD&A should be block-text tagged as a sub-section of the MD&A. Certain other areas of the MD&A contain amounts that should be detail-tagged.

The SEC should also require tagging of each individual section of Parts I and II of Forms 10-K and 10-Q as a separate block of text (i.e. Item 1 Business, Item 1A Risk Factors, Item 1B Unresolved Staff Comments, Item 2 Properties, etc.) This would allow for easy searching for the text from each of these disclosures, similar to the current requirement to tag each individual footnote as a separate block of text.

Creating the structured data for the additional areas mentioned in the comment to Question 333 is very feasible and uncomplicated, since it is similar to the current XBRL creation requirements for Forms 10-K and 10-Q.

The cost of this approach consists primarily of the labor to tag the additional structured data requirements. However, once the initial mapping is done in the first year of tagging for these disclosures, the time to subsequently update them from period to period is significantly less.

The benefit of this approach is the improved ability to search and access the data for investors, regulators, auditors, registrants and other interested parties.

Question 338. In addition to the comment to Question 330, tagged data could be improved as follows:

(A) Change the tagging requirement from detail-tagging to block-text tagging for specific amounts from specific topical disclosure areas in the notes to the financial statements where (i) the amount disclosed is very unique and specific to a registrant's transaction or event; and (ii) the amount needs to be read in the context of the verbiage of the given sentence to be understood (since it has no financial significance as a stand-alone amount).

The most relevant examples of this situation are (i) detailed descriptions of debt covenants; and (ii) detailed descriptions of legal matters.

The benefits of this change are that the disclosures containing these amounts would be tagged with a text-block tag, thereby, allowing the information to be searchable in a manner that provides a meaningful result. This would result in a reduction of unique tags (extensions) that have no individual financial significance as a stand-alone amount.

This change should be isolated to very specific situations and should not be a general guideline that can be applied freely to other disclosure areas.

This impact of this change is that it would reduce the amount of time for the registrant to comply with the tagging requirements and would increase the usability for data consumers.

(B) Require that unique tags created by the registrant be "connected" to a tag in the base taxonomy. This would give additional meaning to the unique tags which would improve automated consumption of the data.

This change would result in a minimal amount of incremental time by the registrant during the first time that these connections are required. This time would be significantly reduced in subsequent periods since the initial connections would be carried forward from period to period, as appropriate.

(C) Require that foreign private issuers that prepare financial statements in accordance with International Financial Reporting Standards (IFRS) submit XBRL-formatted financial statements to the SEC. The IFRS Taxonomy as issued by the International Accounting Standards Board is a comprehensive

and suitable taxonomy for tagging IFRS financial statements and should be approved by the SEC to allow these companies to submit structured disclosures.

Question 339. The tagging requirement for disclosures should be the same for all registrants. There should be no exemptions. This will result in the ability to equally access data for all reporting companies at a macro and micro level, meeting the research needs of a variety of investors with the analytical flexibility provided by structured data. Recently, the SEC has proposed modifications to the Smaller Reporting Company Definition. More companies would be subject to scaled disclosure under Regulation S-K and S-X, if adopted. This scaled disclosure would ease any additional burden due to reporting structured data. Any costs would be offset by the benefit to investors. If a disclosure is deemed valuable enough to be required by the SEC, it is valuable enough to be accessible in a structured format for the investing public.

Thank you for the opportunity to provide input on the Concept Release to improve Regulation S-K business and financial disclosures.

Sincerely,

Lou Rohman, CPA, CMA, CITP

Vice Chair- XBRL US Data Quality Committee

Member of FASB Taxonomy Advisory Group

Member of IFRS Foundation's IFRS Taxonomy Consultative Group

Merrill Corporation