1       SECURITIES AND EXCHANGE COMMISSION

2           OFFICE OF INTERACTIVE DATA

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9       XBRL PUBLIC EDUCATION SEMINAR

10      RULE HIGHLIGHTS AND STAFF OBSERVATIONS

11              OS-0323/OS0017

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17          Tuesday, March 23, 2010

18              1:00 p.m.

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24          100 F Street, N.E., Room L002

25              Washington, D.C.

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1  PARTICIPANTS:

2      David Blaszkowsky, Director,

3      Office of Interactive Data

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5      Mark Green, Senior Special Counsel,

6      Division of Corporation Finance

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8      Walter Hamscher, Manager, Technology & Taxonomies,

9      Office of International Disclosure

10

11        Joel K. Levine, Assistant Director,

12        Office of Interactive Data

13

14        Tony Mealey, Senior Accountant,

15        Office of International Disclosure

16

17        Shelley Parratt, Deputy Director,

18        Division of Corporation Finance

19

20        Susan Yount, Senior Accountant,

21        Office of Interactive Disclosure

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1          P R O C E E D I N G S

2          MR. BLASZKOWSKY:  Good afternoon.  My name is David

3  Blaszkowsky, and as the director of the Office of Interactive

4  Data, it is my pleasure to welcome you to our second XBRL

5  Public Education Seminar at the Securities and Exchange

6  Commission.

7          This afternoon, staff from the Commission will

8  present information about our rules that require corporations

9  to file their financial statements with the Commission in

10  interactive data, meaning in tagged format using eXtensible

11  Business Reporting Language, better known as XBRL.

12          These rules are intended to make financial

13  information easier for investors, regulators and other users

14  to find, compare and analyze.  Over time, we expect that the

15  use of interactive data for financial reporting will increase

16  the speed, accuracy and usability, and ultimately the

17  transparency, of financial disclosures.

18          To make sure that these rules meet our goals, data

19  must be tagged correctly so that the submitted data is of an

20  even and high quality.  Our focus in today's meeting is to

21  ensure that objective through a clear communication of the

22  rule and its requirements.  Towards this end, we are

23  committed to work with you, registrants, filing agents,

24  software vendors and others, to make sure that this

25  technology continues to be robust and that financial

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1  reporting professionals know how to tag, what to tag and when

2  to tag it.

3       In this regard, the staff's principal concern is on

4  the tagging itself, meaning its quality and accuracy, and not

5  on the way it renders on the SEC's viewers or on third party

6  viewers.  So please always keep that in mind as your company

7  or your clients embark on this new process.

8       During the special issues we will in this

9  afternoon's discussion of footnotes address some of the

10  specifics around how footnotes will render, and should

11  render, in XBRL.

12        This seminar anticipates the second year of the

13   interactive data mandate.  We are pleased to report that in

14   the first tranche of tagging, which started last June and

15   which is now in its third quarter, we have received filings

16   from 518 registrants, including 408 10-K's, 966 Q's, 14 20F's

17   and 40F's, or alternatively, and maybe more interestingly,

18   more than a half million data points that are available for

19   analysis.  In our experience, the filings represent generally

20   a high level of quality and are ready for use.

21        For companies that started tagging last year, this

22   coming June will start the requirement of detailed tagging of

23   their footnotes.  While some companies have been doing that

24   since last fall, many other registrants are concerned, and

25   this afternoon's session will address common issues around

1   detailed footnote tagging.

2       For the 1,200 or more companies who will be

3   required to begin tagging for the first time starting this

4   summer, you will benefit from the experience of that first

5   tranche, and you will see that in terms of the commentary

6   that you will hear this afternoon.

7       In our efforts to facilitate the submission of

8   data, of quality data tagging and interactive data format,

9   please know that we the staff are here to help.  If you have

10  questions about an XBRL filing, about a filing procedure or

11  about the EDGAR Filer Manual, please contact the EDGAR

12  technical support team who may be reached by calling (202)

13  551-8900.  That is, (202) 551-8900 during normal operation

14  hours or by e-mailing webtech@sec.gov.

15      Do you have questions about interactive data and

16  disclosure generally?  Please contact the Office of

17  Interactive Data by e-mailing us, ask-oid@sec.gov or by

18  calling (202) 551-4144.  I will repeat these contacts again

19  at the end of the meeting.

20      Be assured that we want to help you make this

21  initiative successful and smooth.  Again, please contact us

22  if you have any questions about your XBRL filing.

23      We have produced today's seminar as part of our

24   commitment to support your efforts to tag your reports

25   easily, effectively and correctly.  For your convenience,

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1   please note that the seminar is being recorded and that it

2   will be available for playback on the SEC web site shortly.

3         Let me take this opportunity to mention a few

4   recent and important events that relate to XBRL tagging.

5   First, the Financial Accounting Foundation, the FAF, has

6   assumed responsibility for the maintenance and updating of

7   the taxonomy or U.S. GAAP XBRL.  This is an exciting and

8   important development, and promises well for the coordination

9   of financial accounting rules and tags.  One part of the

10   transition is that we agree that there will not be a taxonomy

11   update for 2010.  This means that for tagging for this year's

12   reporting, you should use the current 2009 taxonomy as

13  identified on our web site.

14      FAF expects that there will be a taxonomy update

15  for 2011 reporting.  When it comes available for comment

16  later this year, we hope you will take the time to review it

17  and to comment on it.

18      Second, foreign private issuers using IFRS

19  published by the International Accounting Standards Board are

20  not obligated to submit in XBRL until the summer of 2011.  We

21  are continuing to work with the IASCF (the International Accounting

22  Standards Foundation) on technical and taxonomy-related issues

23  that at this time continue to prevent us from accepting early

24  submissions in IFRS.  Guidance will be forthcoming from the

25  SEC in terms of when an approved taxonomy will be available.


7

1      Finally, this seminar will not cover tagging for

2  mutual funds, which will start in 2011.  We will have a public

3  seminar like this one, probably in early June, to provide

4  information to help mutual fund professionals prepare for

5  that mandate.  Please stay tuned, and we will provide more

6  information shortly on our web site.

7       So, to today's proceedings.  First, there will be

8  introductory comments by Shelley Parratt, the Deputy Director

9  of the Division of Corporation Finance.  The seminar will be

10  led by Joel Levine of OID, who is the leader of the team that

11  is reviewing the XBRL filings.  He will introduce the several

12  sections and speakers and keep us in order as well as

13  participate on a panel.

14       If during these presentations, you wish to ask a

15  question, please write it on the cards and raise your hand.

16  One of our staff will collect the card and deliver it to the

17  panelists.  For those of you watching our webcast, please

18  submit your questions through our ask-oid@sec.gov inbox,

19  which we will monitor through the event.

20       Before the seminar begins though, I do need to take

21  care of some housekeeping.  Please refrain from bringing food

22  and drinks into the auditorium.  Restrooms and phone booths

23  can be found to the left when you exit at the back of the

24  auditorium.  For those of you viewing the webcast, if for

25   some reason there is a disruption to it, please call 1-(202)

1   572-0201 to listen by conventional telephone.  Again, that is

2   (202) 572-0201.  There is no participation code.

3        And I need to inform you of the disclaimer that

4   according to the rules of the Commission, the views you will

5   hear expressed today are those of the individual speakers and

6   not necessarily those of the Commission, the Commissioners,

7   or other colleagues on the Commission staff.

8        Again, thank you for joining us this afternoon.  We

9   hope that you will find the seminar informative and helpful

10   and that you will feel free to reach out to us afterward with

11   your further questions and observations.  On that note, I

12   will turn it over to Shelley Parratt, the Deputy Director of

13   the Division of Corporation Finance.

14      Thank you.

15      MS. PARRATT:  Thank you, David.  I hope we have

16  gotten through the technical difficulties there.  And if

17  there is any noise, I am sorry for that, and we are working

18  on it.

19      The Division of Corporation Finance is pleased to

20  be here today to join the Office of Interactive Data in this

21  event.  We have several months of experience with the

22  interactive data filing program, and we are pleased at how

23  smooth the transition has been for the first group of filers.

24  This summer, the remaining large accelerated filers will join

25  the program, and we very much look forward to that.

9

1      Of particular interest today is the fact that our

2  first group of filers will become subject to additional

3  footnote tagging requirements this summer.  We hope that

4  today's discussion will help filers understand the more

5  detailed filing requirements.

6      The Division's focus on interactive data files has

7  been, and will continue to be, to help filers succeed with

8  their filing requirements.  I think I said this last time I

9  spoke at this event.  We are not out to play "gotcha." We

10  want to help filers successfully comply with our

11  requirements, and understanding and following these

12  requirements is significant since compliance with the

13  interactive data file rules can make a difference as to what

14  form a company can use to raise capital, or to whether its

15  affiliates can rely on Rule 144.

16      We want this program to be successful, and we

17  continue to provide filers with the assistance they need to

18  comply with our requirements.  We hope that today's

19  discussions will be helpful and useful.  And as we gain

20  experience, we will share our learning with you.  And as we

21  receive and answer questions, we will make those questions

22  and our answers to them available to you.  As David said, we

23  are here to help.  I encourage you to contact any of us at

24  any time with your questions you may have on how to enhance

25  your compliance with our rules.

1      I think something really significant to remember is

2  that if you have a question, it probably means that others

3  have a question.  And if you raise that question with us, and

4  we get a critical mass, which might be as few as two or three

5  questions on one topic, we can put our answer to that

6  question out and make it available to everyone.

7      We are very excited about the increased

8  transparency that tagged data will bring to participants in our

9  markets, and we look forward to working with you to continue

10  to increase the transparency of financial disclosure.

11     So with that, I will thank you for your time, and

12  introduce Joel Levine of the Office of Interactive

13  Disclosure, who will tell you more about today's event.

14     Thank you.

15     MR. LEVINE:  Good afternoon.  My name is Joel

16  Levine, and I am the Assistant Director in the Office of

17  Interactive Data.  It is a pleasure to be back for our second

18  XBRL Public Education Seminar.  This afternoon, we will

19  present information that we think will be very useful to

20  filers who are preparing to submit their interactive data for

21  the first time, as well as to filers who are preparing to

22  detail tag their footnotes for the first time.

23     We have received a number of questions in advance

24  of today's presentation, and we have incorporated our

25  responses to many of them in the remarks you will hear.  Our

11

1  first presenter is Mark Green from the Division of

2  Corporation Finance, who will give an overview of the

3  interactive data rules.

4       Then Tony Mealey, Susan Yount and myself will

5  provide detailed guidance in a question-and-answer format

6  that filers should consider as they tag their financial

7  statements, footnotes and schedules.  Walter Hamscher will

8  wrap up the panel discussion by reviewing how filers can make

9  test submissions of their interactive data exhibits and view

10  the results in a human readable format on our previewer.

11       I will remind you that the comments we make reflect

12  our own views and do not necessarily reflect the views of the

13  Commission or others on the staff.

14       So with that, we will turn to Mark Green for an

15  overview of the rules.

16       Mark.

17       MR. GREEN:  Joel, thank you very much.  And, again,

18  welcome to everyone.  I am a Senior Special Counsel in the

19  Division of Corporation Finance, and my perspective on these

20  requirements is of someone who had helped draft the rules and

21  on an ongoing basis helps to interpret them.  And so I hope

22  that you will find that perspective helpful today.

23       My goals for today are to talk a little bit about

24  where you can find help generally, give you an overview of

25  the non-technical requirements, and then address certain

1  specific issues that have been coming up frequently recently,

2  especially as we near the time when the first group of filers

3  will need to detail tag the footnotes and schedules in their

4  submissions.

5      In terms of guidance generally, to reiterate, and I

6  am at least the third person to have said this but it does

7  bear repeating, we desire to help people as much as

8  they wish.  And we are completely open to questions.  We try

9  to get back to you quickly, and we encourage you to come to

10  us when you have questions.

11      Sometimes, however, you might find it more

12  efficient to take a look at what we have posted on our

13  website.  And in that regard, if you check out the SEC

14  homepage, along the furthest-left column, you will see a

15  place to click for XBRL.  It brings you essentially to the

16  OID homepage, which shows you all the types of information

17  that are available to you, including such items as the

18  adopting release, in which the Commission adopted the

19  requirements and explains them.

20      You can find there compliance and disclosure

21  interpretations which provide some frequently asked questions

22  along with interpretations.  There also are technical frequently

23  asked questions and other materials that you would find

24  helpful and might be a good starting point if you do have a

25  question.

13

1      The rules themselves, as I said, were adopted

2  through an adopting release that is release number 33-9002.  It

3  was in early 2009.  Technically, these rules and requirements

4  became effective in April of 2009, but most importantly, the

5  requirements are being phased in essentially with regard to

6  three different groups of filers.  And we are going to talk a

7  little bit about how those groups break down and become

8  integrated into the program.

9       The requirements are fairly simple on their face.

10  Companies are required to submit in interactive data format,

11  and that means XBRL, eXtensible Business Reporting Language.

12  They are required to submit their financial statements in

13  interactive data format, submit them to the Commission, and

14  also to post them on their corporate websites if they have

15  any.

16       Now, these requirements are principally located in

17  the exhibit provisions that relate to filings because the

18  XBRL submission does come in as an exhibit.  In that regard,

19  see Item 601(b)(101) of Regulation of SK, Rules 405 and

20  406T of Regulation ST and the EDGAR Filer Manual.

21       The purpose of interactive data, as David

22  mentioned, is to make financial information easier for

23  investors to analyze and to assist companies in automating

24  their regulatory filings.

25       We refer to phase-in in the singular, but in

1  reality, there are phase-ins.  First, there is the phase-in

2  of the requirement to submit the interactive data and to post

3  it on the company's web site.  There also essentially is a

4  phase-in of the requirement to detail tag footnotes and

5  schedules.

6       As far as submitting and posting is concerned, we

7  sometimes call them by different nomenclature, but a year one

8  or tier one filer would be a filer that is a large

9  accelerated filer and has over $5 billion in float on the

10  relevant measurement date.  In sum, a large accelerated filer

11  has a history of reporting at least a year -- float is

12  essentially the market value of shares, equity of the company

13  that is not held by affiliates.  So as you would surmise, an

14  entity that has over $5 billion in float would be quite a

15  large entity.  Entities in that category were required to

16  submit their first interactive data for reports they filed

17 that had financial statements in them for periods on or after

18 June 15 of 2009.

19       The next group to come on board will be the rest of

20 the large accelerated filer group, and when they file their

21 reports for periods on or after June 15, 2010.  The final

22 group will be those in the non-large accelerated filer

23 category when they file reports for periods on or after

24 June 15, 2011.

25       The filers that we are talking about here are those

1 that present their financial statements in U.S. GAAP.

2 Eventually in the third group, we also would be requiring

3 submissions with regard to financial statements that are

4 presented in IFRS in the version issued by the

5 International Accounting Standards Board.

6       With regard to detail tagging, its phase-in,

7  essentially each group must detail tag its footnotes and

8  schedules approximately a year after it first is required to

9  submit interactive data.  As a result, the first group that

10  was first required to file last summer will need to start

11  doing detail tag footnotes for periods on or after June 15 of

12  this year, 2010.

13       Voluntary submissions are possible.  The only

14  requirement there is that if someone comes in early

15  voluntarily, a company comes in early, it needs to comply

16  with all the requirements that would be applicable if it were

17  required to submit interactive data.  In that regard,

18  however, if the company comes in early, it can stop at any

19  time it wishes.  It need not detail tag until it is required

20  to do so, and so as a voluntary filer, it can submit

21  simple block text tags.

22       There was brief mention of viewers that render or

23  make human readable interactive data. We do indeed have a

24  viewer on our website, but I do wish to reiterate that we

25  feel the principal value of interactive data is that which

1  can be done with it in terms of analysis.  And so the human

2  readable presentation, while it is possible to do that, you

3  do not get the same kind of easy to read output that you

4  would with the ASCII or HTML document that also continues to

5  be required to be filed.

6       In terms of when the interactive data is due, it

7  needs to be submitted along with whatever report the

8  financial statements are contained in, that are presented in

9  interactive data format.  The exception to this would be the

10  first interactive data filing, there is a 30-day grace

11  period.  Similarly, with the first detail tag interactive

12  data filing, there is also a 30-day grace period.  The way

13  the grace period is taken advantage of as a practical matter

14  is to provide the exhibit within 30 days after the original

15  filing through an amendment to the original filing.

16       In terms of non-compliance, and Shelley Parratt

17  adverted to it earlier, as long as someone has an outstanding

18  posting or submission of interactive data that the person or

19  company has not done, that entity is ineligible for short

20  form registration and is deemed not to have adequate

21  available public information for one of our resale rules,

22  Rule 144.

23      As soon, however, as the interactive data is submitted

24  or posted, these problems go away and indeed the company

25  again would be eligible for short form registration and Rule

17

1  144 again would be available.

2      Hardship exemptions, which I hope to address a

3  little further later on in the session, are available as

4  needed.  There is a short-term hardship exemption of

5  approximately six business days that applies simply by

6  essentially letting us know that it is needed.  There is a

7   longer-term exemption that is potentially available but that

8   requires coming in with an application which the Commission or

9   the staff through delegated authority potentially could

10  grant.

11          Third party involvement is not required, either for

12  assurance on the interactive data or for its preparation.

13  Certification requirements - interactive data are excluded from

14  the officer certifications with which some of you are

15  familiar.  However, those of you who are familiar with the

16  term "disclosure controls and procedures,"  - our adopting

17  release makes clear that that term does include interactive

18  data.

19          I would like to talk now about some specific

20  non-technical issues.  And perhaps apropos of where we are,

21  closing in on the next group, the June 15, 2010 group, I want

22  to talk a little bit about phase-in, and I want to talk a

23  little bit about what we might call the notion of a temporary

24  phase out.

25          There are some special situations when there is

1  what I would call an atypical initial filing or there is a

2  movement of a company among the tiers.  You recall that a few

3  moments ago I referred to a year one/tier one, year two/tier

4  two, year three/tier three, and it may be, and I am going to

5  talk about some circumstances where this can occur, that a

6  company might originally appear to be within one tier but may

7  move into another, and what the result can be from such a

8  movement.  It could in some cases be to accelerate the onset

9  of a requirement, either the submission/posting requirement

10  or the detail tagging requirement or alternatively, it

11  essentially can decelerate the application of one or both of

12  the requirements, either the submission/posting or the detail

13  tagging.

14        The general principle to apply when looking at

15  these types of issues is that the rules apply as written.

16  And so that is the first approach that should be taken as you

17  reach these situations that might seem to be unusual.  The

18  other thing to remember is that status is determined at the

19 end of a fiscal year of looking forward.  And this is not a

20 new concept, intentionally not a new concept.  For those of

21 you who are familiar with reporting status generally, such as

22 large accelerated filer and other similar types of status, a

23 company at the end of its fiscal year looks back to see what

24 the company's float, the public value of its securities, was

25 at the end of its second fiscal quarter.

19

1        That date helps it determine what its reporting

2 status will be going forward.  And so, for example, just in a

3 reporting context, if a company looks back and determines it

4 is a large accelerated filer as of December 31, 2009, for

5 example, then it is subject to the large, accelerated filer

6 requirements for the filings it makes in 2010.  The approach

7 taken to determining your tier status with regard to

8   interactive data is essentially the same.

9       One possible unusual situation that we have seen is

10  a company that must begin filing its interactive data with a

11  report other than the first Form 10-Q it is required to file

12  after June 15 of '09, '10 or '11.  Where this can happen, for

13  example, is where a company, say for example is spun off from

14  another company, and it has a very large float as of the time

15  it is spun off, but nonetheless it is not a large

16  accelerated filer until December 31 of the following year.

17      Large accelerated filer requirements require that

18  the entity have had a certain amount of Exchange Act

19  reporting and so this entity might find itself, and this is

20  the example we had, on December 31 of 2009 having been a

21  large accelerated filer that wasn't previously required to file

22  interactive data even though it had a float over $5 billion.

23      Since that entity, looking forward to 2010, was

24  essentially a tier one filer, it was required to start

25  submitting interactive data with its first Form 10-Q once it

1  was tier one.  It did not have to file interactive data with

2  its Form 10-K for 12/31/09 because the rules provide that you

3  are never required to begin filing with an annual report if

4  you are a domestic issuer.

5       Another situation that we have had is where an

6  entity, it was a calendar year/fiscal year entity, found that

7  at the end of 2008, it was a large accelerated filer but its

8  float as of the relevant measurement date, June 30, 2008, was

9  under $5 billion.  Consequently, that entity was not required

10  to file interactive data for its 10-Q for the period ended

11  June 30, 2009, but it took a look again at its float at the

12  end of 2009 and found that going forward it would be a tier

13  one entity.

14       Similarly, that entity would need to begin with its

15  March 31, 2010 10-Q.  It is not required to start with its December

16  31, 2009 10-K because no domestic filer is required to start

17  with its annual report.  In both of those cases, since these

18  entities needed to start mid-stream if you will, as tier one

19  filers, they both would need to begin their detail tagging

20  with their June 30, 2010 reports.  The result of that would

21  be an exception to the general rule of having an entity have

22  at least a year of block text tagging before being required

23  to detail tag.

24        I want to note, however, that both with regard to

25  the filing requirement and posting requirement in general,

1  and the detail tagging requirement in particular, a company

2  could, if it feels appropriate, come in and ask for a

3  hardship exemption, and we will take a hard look at that

4  request.

5        Finally, it is possible for a company, if you will,

6  to have its filing requirements decelerated.  And I would

7  like to provide an example that we have actually had.  There

8  was a very large entity as of 2008.  It had over $5 billion

9   in float.  It filed as required its June 30 and September 30,

10  2009 10-Q interactive data submissions, and then due to a

11  disposition, it found itself at December 31, 2009 being a

12  non-accelerated filer.

13      Under a straight reading of the rules, looking

14  forward to 2010, that entity would be a tier three filer and,

15  as a result, not having any filing obligation with regard to

16  its reports filed in 2010.  Consequently, we advised the

17  issuer you essentially have a temporary hiatus from filing,

18  you should look again at your situation at December 31, 2010,

19  see what tier you are going to be in with regard to 2011, and

20  then you need to submit or file accordingly.

21      I just want to touch briefly on a couple of detail

22  tagging issues.  First of all, as those of you who are

23  familiar with the detail tagging requirements are aware, we

24  have a provision that says each significant accounting policy

25  within the significant accounting policies footnote must be

1 block text tagged. The question that has come up is, what if

2 there is no single accounting policies footnote and the

3 policies are distributed in different of the footnotes or

4 there is a main accounting policies footnote but nonetheless

5 there still are accounting policies addressed in other

6 footnotes.

7     The thing to remember here, the point of this

8 requirement is that the accounting policies be tagged, and so

9 wherever the accounting policies are among the footnotes,

10 whether they are in a single one, mainly in a single one or

11 strewn about, they all need to be tagged. That is an easy

12 rule I hope to remember.

13     The other detail tagging requirement that we have

14 had a significant number of questions about is what some

15 folks refer to as the each amount or level four requirement.

16 It is in 405(d)(4) of Regulation S-T. And it says, in part,

17 within each footnote, each amount, in other words, monetary

18 value, percentage and number, must be tagged separately.

19 What we would like to say is that the tagging of some amounts

20 that appear in a footnote is outside the contemplation of the

21  rule.

22      For example, when the following types of amounts,

23  among others, are present in a footnote, they would not need

24  to be tagged.  And here are some illustrative examples that

25  we hope are helpful-attributed to a $1.99 pancake special,

1  sales of one percent fat milk, docket number 34-4589, 22nd

2  District Court, FASB accounting standards codification,

3  Section 605-40-15, altitude of 27,000 feet, drilling 700

4  feet, open new stores no less than two miles from existing

5  stores, founded a new subsidiary in 2009, each restaurant now

6  offers at least 20 entrees under 500 calories, and the number of

7  a footnote itself.  We are considering providing additional

8  guidance on this issue.

9      I just want to close by speaking again about

10  flexibility that is available and also our eagerness and

11  desire to help.  In terms of flexibility, there are grace

12  periods available, as I said, for the first filing and also

13  for the first detail tagged filing.  They automatically can

14  give an entity an extra 30 days.  It is possible to request a

15  hardship exemption.  It can either come automatically by

16  essentially providing a notice to us or if it needs to be

17  longer than a few business days, then the entity would need

18  to come in with an application.

19      In this context, I want to again mention that we

20  understand that in some cases an entity might have less than,

21  for example, a year of block tagging before it's required to

22  detail tag, if the entity feels that that is a hardship,

23  it certainly can come in and see us with a request.

24      Those conclude my remarks for today, so I shall

25  hand the session back to Joel Levine.

1       MR. LEVINE:  Thank you, Mark.  We are going to move

2  on to the panel discussion with Tony Mealey and Susan Yount.

3       Two comments to begin with.  Mark talked about the

4  Level II tagging requirements for the significant accounting

5  policies, we will be expanding upon his comments and adding

6  some additional color around that requirement.  The other

7  comment is we are going to be referring to traditional format

8  financial statements or traditional format footnotes.  Those

9  refer to the HTML ASCII documents.

10      We are going to start off with a few observations

11  on rendering.  Rendering refers to how the Exhibit 101

12  interactive data looks when using the agency's interactive

13  data viewer.

14      Tony, are there some observations on rendering that

15  the filers should be aware of?

16      MR. MEALEY:  Yes, Joel.  The overall observation is

17  that the interactive data financial statements will not

18  appear identical to the traditional or HTML format of

19  financial statements.  This includes the balance sheet where,

20  for example, indenting and underlining will not be the same,

21  as well as Level IV tabular information, which may appear

22  with axes reversed and there could be blank cells in a Level

23  IV table when there were none in the traditional format

24  financial statements.

25          Also, a reminder to include the parenthetical data

1  in the label of the element and do not neglect to tag the

2  parenthetical data.  For example, for preferred stock, the

3  label on the balance sheet should include the information

4  about authorized and issued shares and the parenthetical data

5  will be tagged and presented directly after the balance sheet

6  in accordance with the EDGAR Filer Manual.

7          MR. LEVINE:  The tagged information appears in our

8  viewer in a particular order that is described in the EDGAR

9  Filer Manual.

10          Tony, can you explain what the EDGAR Filer Manual

11  requires?

12      MR. MEALEY:  Joel, the EDGAR Filer Manual requires

13  the information in the Exhibit 101 to be presented by level.

14  All Level I tagging will be first, followed by Levels II, III

15  and IV in that order.  For example, a file will present the

16  financial statements first and in the same order as in the

17  traditional format financial statements with of course any

18  parenthetical data added directly after the relevant

19  statement.

20      This will be followed by the footnotes tagged at

21  Level I, then the significant accounting policies, followed

22  by the tables of notes and finally the notes tagged in

23  detail.

24      MR. LEVINE:  You have described what order the

25  statements will be in, are there any naming conventions for

1  the presentation groupings?

2      MR. MEALEY:  Joel, the conventions for presentation

3  group labeling are in FAQ 41, issued by the staff a couple of

4  weeks prior to this event.  Level I footnote labels should be

5  the same as those in the traditional format financial

6  statements.  For example, the slide shows an example from a

7  quarterly filing.  Note that each of the names of the

8  statements and the notes should conform to the titles of the

9  notes in a traditional format financial statements.

10      The only addition that would be made is to the

11  consolidated -- condensed, consolidated balance sheet

12  parenthetical, which is presented directly after the balance

13  sheet.

14      MR. LEVINE:  What about naming conventions for

15  Levels II, III and IV?

16      MR. MEALEY:  Joel, naming convention at Level II,

17  which refers to tagging each significant accounting policy,

18  is that the title should be consistent with the title used in

19  the traditional format financial statements, plus

20  parenthetical policies.  We can see this demonstrated on the

21  slide.

22      We also note that all the significant accounting

23  policies, while each one is required to be tagged separately, will

24  be presented in one presentation group.  With regard to Level

25  III tagging, which refers to tagging each table within the

27

1  footnote, the naming convention adds a table to the title

2  from the traditional format financial statements, as we can

3  see demonstrated on the slide.

4       While each table is required to have a separate

5  text block tag, all tables appearing within the same note

6  will be within the same presentation group, and there will be

7  a separate presentation group for each note.

8       With regard to Level IV tagging, which refers to

9  separately tagging each amount in the footnotes, filers have

10  a choice of including all the tagged data of a footnote

11  within one presentation group or they could use multiple

12  presentation groups.

13       Here is a summary of the presentation groups for

14  each level.  You can see the primary financial statements

15  with the addition of the condensed consolidated balance sheet

16  parenthetical followed by the significant accounting

17  policies, followed by the tables and then followed by the

18  Level IV detail.

19       MR. LEVINE:  Tony, can you give us an example of a

20  rendering difference the staff has noticed that filers should

21  be able to avoid?

22       MR. MEALEY:  Labels used in tagging line items on

23  the face of the financial statements should be changed to

24  conform to the line item descriptions appearing in the

25  traditional format financial statements.  This includes

1 parenthetical amounts.  For example, allowances on the

2 receivables line or preferred shares issued and authorized.

3       In addition, filers should not neglect to tag the

4 parenthetical data as part of Level I.

5       MR. LEVINE:  Can you mention some rendering

6 differences that a filer will not be able to avoid?

7       MR. MEALEY:  Joel, there is quite a list of

8 differences that filers will not be able to avoid.  Again, I

9 draw attention to C&DI 130.08.  There is no requirement that

10  the interactive data appear identical to the traditional

11  format financial statements.

12       Joel, filers will only have limited control over

13  indenting, fonts, underlining and sub-headings in the XBRL

14  exhibit.  Blank captions used for total lines where, for

15  example, a filer does not use a current assets label or a

16  total assets label but instead leaves that line blank.  This

17  presentation is not possible with the current rendering tool,

18  but the standard element name label will render on that line.

19       And stockholders' equity filers have limited

20  control over brackets, column, sub-totals, ordering of

21  columns and rows and the reversing of axes.  As we will see

22  later in the presentation, detail tagging at Level IV often

23  will render quite differently than the traditional format

24  financial statements.  These are the main areas where filers

25  will not be able to conform exactly to the traditional format

1   financial statements.

2        MR. LEVINE:  A filer's balance sheet shows a line

3   item for commitments and contingencies and nothing appears

4   under the columns.  How should a filer tag this?

5        MR. MEALEY:  Set the nil attribute to true and do

6   not tag the element with any information.  This applies

7   whether the columns in the traditional format balance sheet

8   appear with dashes or are just blank.

9        The result of setting the nil attribute to true

10  will be blank fields under both columns in the SEC viewer.

11  This is the guidance described under EDGAR Filer Manual 6.6.15.

12        MR. LEVINE:  Okay, that guidance is specifically

13  for the commitments and contingencies line item, but a

14  filer's financial statements may have other line items for

15  which one or more columns are blank or have a dash.  How

16  should a filer tag that?

17      MR. MEALEY:  The filer may simply not tag the

18  element for line items appearing as an empty field or a dash.

19  For example, in the middle of the slide, you can see notes

20  receivable appears on the balance sheet with a $1,000 balance

21  this year and a dash last year.  The filer can simply not tag

22  the notes receivable element for last year's balance.

23      Taking this action will render an empty field by the

24  rendering engine for the previous year's balance.  The

25  rendering engine will not currently render dashes.  Please

1  note that if a filer wants to tag one or more line items that

2  appear as an empty field or a dash with a zero value, because

3  that's what management believes the item represents and they

4  think that distinction is useful, they can choose to do so.

5      This guidance applies to all the financial

6  statements including the statement of shareholders' equity,

7  the financial statement schedules, as well as footnote data

8  tagged at Level IV.

9      MR. LEVINE:  Just one more nuance before we leave

10  this topic.  A filer may have a line item, such as preferred

11  stock where both columns on the balance sheet are blank or

12  have dashes, this could be the case where there are

13  authorized shares but none are issued.  Can a filer set the

14  nil attributes to true without tagging any information

15  similar to the commitments and contingencies line item?

16      MR. MEALEY:  Yes, they can and that action will

17  result in blank fields in both columns.  However, like I

18  described in the last answer, the filer can tag the element

19  with zeroes instead if they believe that distinction is

20  useful.

21      MR. LEVINE:  Thank you.  Let's move on to talk

22  about element selection.  Susan, can you tell us how to find

23  the U.S. GAAP taxonomy and show the type of information it

24  includes about the standard elements.

25          MS. YOUNT:

1  Filers can find the 2009 U.S. GAAP taxonomy

2  by going to our portal website at xbrl.sec.gov and clicking

3  on the taxonomies link.  When you open the taxonomy, it will

4  launch a viewer and show you the taxonomy elements.

5          We are looking here at a screen shot of the viewer

6  and you can see on the left-hand side a list of the elements.

7  On the right, you will see that if you select an element, and

8  here we are looking at net inventory, the taxonomy contains

9  quite a bit of information about that element.  Starting from

10  the top, we have a label and below that a definition.  Now,

11  this element does not happen to be associated with any

12  authoritative references but if it was, you would see that in

13  the reference section.

14          Below that, we see a section called properties,

15  which lists a number of attributes that are associated with

16  the element.  Now, in a minute we are going to talk about

17  what you will be doing with all of these elements and

18  attributes, but you should understand how the taxonomy is

19  presented before we get started.

20      MR. LEVINE:  Can you show us how one would search

21  the taxonomy for an element?

22      MS. YOUNT:  Yes, let's look at how you would find

23  elements in the taxonomy.  Now, the taxonomy viewer has a

24  search function, and if you are using a software tool, that

25  probably has a search function as well, so that is a good

1  place to start.

2      The taxonomy search function has some limitations.

3  It does not handle misspelled words very well, and it may not

4   be as helpful for financial concepts that might be presented

5   with various names.  For example, you might have a line item

6   on your balance sheet for short-term debt outstanding, but

7   the taxonomy element for that might be labeled short-term

8   borrowing, so the search function might not be as useful in

9   that case.

10         So what other options do you have?  Browsing

11   through the taxonomy can actually be quite helpful especially

12   when your search results do not seem quite right.  So we are

13   looking here again at the taxonomy, which has sections at the

14   top for financial statements and then disclosure sections

15   below the financial statements.

16         The disclosure sections are primarily used for

17   footnote tagging, although you might find line item details

18   that you need for your financial statement disclosures in

19   those sections.  You'll want to be familiar with the general

20   topics covered in these sections.  So let's look at an

21   example of how you would use browsing to find an element.

22         Say a filer is mapping a fair value table and they

23   are mapping the amounts for the fair value measurement

24   hierarchy and looking for elements for the Level 1, 2 and

25   3 inputs.  If you search the taxonomy for Level 1, the

1 first search results you get are actually in the pension

2 disclosures.  And if you weren't familiar with the disclosure

3 categories, you might stop there and say there is not a Level

4 1 element for fair value disclosures.  But if you went back

5 and searched by browsing through the disclosure categories,

6 you'll find one for fair value.

7      And if you expand that category, which is what we

8 have done here, you will find your fair value disclosure

9 elements.  So a good rule of thumb is that if you think what

10 you are looking for is a common disclosure, it is probably in

11 the taxonomy somewhere.  And keep in mind that you may need

12 to use a couple of different search techniques to find your

13 appropriate elements.

14      MR. LEVINE:  If a filer goes to our website and

15 links to the U.S. GAAP taxonomy, they will see what appears

16  to be a listing of several U.S. GAAP taxonomies, including

17  commercial and industrial, banking and savings institutions,

18  insurance and real estate.

19      Susan, how does a filer decide which one to use?

20      MS. YOUNT:  Well, I think there has been some

21  misunderstanding that the entry points are actually separate

22  taxonomies, which is understandable because they are labeled

23  taxonomies.  The U.S. GAAP taxonomy was designed with a

24  number of what are called entry points, which actually are

25  just sub-sets of the U.S. GAAP taxonomy, and they are

1  designed to help filers by showing them only those elements

2  that they are most likely to use to tag their financial

3  statements.

4      Some filers have been under the impression that

5  they can only use the elements in the entry point that most

6  closely matches their primary business.  But they may need to

7  use an element in a disclosure that relates to a different

8  industry if some part of their business is in a different

9  industry or if they have some transaction that is typically

10  found in a different industry.  So to be clear, filers are

11  not limited to a particular entry point, and the entire U.S.

12  GAAP taxonomy is available for filers to use.

13        MR. LEVINE:  There are over 15,000 standard

14  elements in the U.S. GAAP taxonomy.  Rule 405 of Regulation

15  ST requires filers to select an appropriate element from the

16  taxonomy.

17        Tony, how should filers go about deciding which

18  elements to select?

19        MR. MEALEY:  Joel, the EDGAR Filer Manual in

20  Section 6.6.29 outlines an approach to be followed when

21  deciding which standard element, among multiple elements, is

22  the most appropriate for your particular circumstance.  The

23  approach refers the filer to five different pieces of

24  information included in the taxonomy for each element.

25        This information appeared on the right side of the

1 taxonomy viewer that Susan showed us a moment ago.

2      The filer would need to consider these five pieces

3 of information sequentially.  So say a filer has searched a

4 taxonomy and found more than one element that might be

5 appropriate.  That filer would need to carefully consider the

6 following information about each element in making a decision

7 as to which one to select.

8      The five pieces of information are:  period type,

9 item type, definition, the label and references.  When

10  selecting between elements, the pieces of information should

11  be considered in this order.

12      MR. LEVINE:  So the period type is an important

13  attribute for an element.  Is it normally pretty easy to

14  identify the appropriate period type?

15      MR. MEALEY:  Joel, period type is the first of the

16  filters that should be used to choose between elements.  And,

17  yes, it is typically pretty easy to determine period type.

18       There are two period types:  instant, which means

19  the fact relates to a specific point in time, and duration,

20  which is used in all other cases.  An example of instant is

21  accounts receivable or cash.  We know that these are balance

22  sheet items and will always be instant item types.  Duration

23  item types will include facts that cover a period of time,

24  such as income statement items, as well as all block text and

25  string type elements which I will discuss in a moment, and

36

1  which elements have the period type necessary to match the

2  original fact to be tagged.

3       MR. LEVINE:  Okay, what can you tell us about the

4  importance of item type?

5       MR. MEALEY:  There are various element item types

6  included in the taxonomy.  They include monetary, percent,

7  integer, shares, per share, text block and string.  Examples

8  of each of these would be monetary, receivables balance on

9  the balance sheet for Level I or at Level IV, the gross

10  buildings amount in the property plan and equipment footnote.

11       Percent, you would typically see this at Level IV

12  tagging where there would be disclosure of interest rates in

13  the long-term debt footnote, for example.  Integer, these

14  items are typically used at Level IV and would include

15  disclosures such as the number of court cases or number of

16  customers.

17       Shares, this is used to tag the number of shares,

18  such as the weighted average number of shares outstanding.

19  Per share, these are items such as earnings per share

20  amounts.  Text blocks, text blocks are used to tag complete

21  footnotes at Level I, significant accounting policies at

22  Level II, and tables in the footnotes at Level III.  String

23  elements, these are used to tag optional text at Level IV.

24       MR. LEVINE:  If a filer wants to block tag an

25  entire footnote, what item type attribute should the element

1  have?

2      MR. MEALEY:  Joel, that is a great point to

3  clarify.  Filers should only use text block elements for

4  tagging at Level I footnotes, Level II accounting policies,

5  and the Level III tables.  String elements should not be used

6  to tag at these levels.  Therefore, when deciding on the

7  narrowest element, filers just have to consider text block

8  elements.

9      MR. LEVINE:  Can you explain how filers should

10  consider an element's definition in deciding which element to

11  select?

12      MR. MEALEY:  When making an element selection, the

13  filer generally will devote significant attention to the

14  element's definitions.  One thing that is helpful to remember

15  is that no two elements in the taxonomy are exactly the same.

16  Each one is unique.

17      An important purpose of including definitions with

18   elements in the taxonomy is to distinguish one element from

19   another.  Depending on the particular disclosure area

20   therefore, some definitions may be brief or general while

21   others may be very long and quite specific.

22          There are three EDGAR Filer Manual rules filers

23   should follow with regard to element selection.  Let me

24   summarize these.  The first one, the definition of the

25   standard element must capture all concepts in the line item

1   or disclosure the filer wants to tag.  The second one, the

2   definition of the standard element must not exclude any of

3   the concepts in the line item or disclosure the filer wants

4   to tag.  And the third one, in the case where there is more

5   than one element being considered, the element with the

6   narrowest definition should be selected.

7        Let's use three examples to demonstrate these

8   concepts.  The first rule is that the definition of the

9   standard element must capture all concepts in the line item

10  or disclosure the filer wants to tag.  For example, where a

11  filer has a line item "research, development and engineering

12  expenses" in the traditional format financial statements, it

13  would not be appropriate to use the standard tag that only

14  included research and development expense because the

15  engineering expenses were not included in the definition.

16        The second rule, that the definition must not

17  exclude any of the concepts in the line item or disclosure

18  the filer wants to tag can be illustrated using goodwill and

19  intangible assets.  Let's say the filer wants to tag the line

20  item "goodwill and intangible assets" on its balance sheet

21  using the standard element indefinite lived intangible assets

22  excluding goodwill.  This element would not be appropriate

23  since its definition excludes goodwill.

24        The third rule, to use the standard element with

25  the narrowest definition can be illustrated by the following

1 example.  In the statement of cash flows, the filer reports

2 the payment for common stock repurchases.  Instead of

3 selecting the standard element payment for the repurchase of

4 equity, the filer should select the element payment for

5 repurchase of common stock because it has a narrower

6 definition.

7        I might also point out that even if the line item

8 label in the traditional format financial statements reads

9 "payment for the repurchase of equity," if the transaction

10  represents only the payment for repurchasing common stock,

11  that is the concept that needs to match the element selected.

12        MR. LEVINE:  Tony, those are great examples.  Let's

13  talk through some more examples of applying these rules.  Say

14  that depreciation is the line item in the filer's traditional

15  format financial statements and a search of the U.S. GAAP

16  taxonomy reveals the element "depreciation, depletion and

17  amortization," would this be an appropriate element for

18  tagging the depreciation line item?

19          MR. MEALEY:  Well, let's use the two rules above.

20   The two rules are that the definition must capture all the

21   concepts in the line item and the definition must not exclude

22   any of the concepts in the line item.

23          Does the standard element "depreciation, depletion

24   and amortization" include all concepts in the line item?  Yes,

25   it includes depreciation.  And does it exclude any of the

40

1   concepts in the line item?  No.  So it would be appropriate

2   to use that element to tag the line item depreciation.  And

3   in this case, the standard element label would need to be

4   changed to depreciation.

5          However, I will take this opportunity to bring up

6   an important point in tag selection when the element you

7   are considering is a combination element, such as

8   depreciation, depletion and amortization.  In other words,

9   the element is a combination of two or more concepts.  If the

10   filer has different line items in its financial statements,

11   to report these concepts separately, say one line item for

12   depreciation and another line item for amortization, then the

13   filer would need to create a custom element for each of the

14   line items and not use the combination element at all.

15       So this filer would need to create one custom

16   element for depreciation and another for amortization.  This

17   situation can arise when selecting elements for tagging at

18   Levels I, II, III or IV.

19       I will mention an example we have come across on

20   more than one occasion, which is block tagging a footnote that

21   consists solely of a discussion of the filer's organization

22   while there is another footnote that discusses the filer's

23   basis of financial statement presentation.

24       There is a standard element on the taxonomy, which

25   is another combination element, called organization,

1 consolidation and presentation of financial statements.

2 Instead of using the standard element, the filer needs to

3 find a standard element just for an organization and another

4 one just for presentation of financial statements. Or if

5 there aren't such standard elements, then the filer would

6 need to create two custom elements.

7       Finally, if instead the filer just had a single

8 footnote for organization and basis of presentation, then the

9 standard combination element would seem fine as it meets each

10  of the three rules that I've talked about.

11       MR. LEVINE:  That's interesting.  So if most of the

12  work in element selection is evaluating the definition of the

13  elements, why are the standard label and references

14  important?

15       MR. MEALEY:  Joel, the standard label is part of

16  the element identification and it is typically the

17  information that we search to initially identify possible

18  elements.  In many cases, the filer may not need to go beyond

19  the element's definition except just to see that the label is

20  consistent with the definition.  However, if the filer is

21  still trying to distinguish amongst two or more elements, the

22  references might be helpful.

23      Let me expand a moment on references.  In some

24  cases, the references will be to a general disclosure

25  requirement in the authoritative literature.  And in this

1  case, they may not be very helpful in distinguishing amongst

2  elements.  In other cases, the references might be to very

3  detailed and very specific disclosure requirements.  And

4  along with the definition, that information could be useful

5  to distinguish one element from another.

6      MR. LEVINE:  Tony, what sorts of issues has the

7  staff noticed during their reviews with respect to element

8  selection?

9        MR. MEALEY:  Joel, there are four major error types

10   which are easily demonstrated by examples.  The first, the

11   filer selected a standard element when it appears that

12   a standard element with a narrower definition exists.  An

13   example of this could be the use of the element additional

14   paid in capital.

15        If a filer's reporting concept consists only of

16   additional paid in capital attributable to common stock, then

17   the element "additional paid in capital common stock" would

18   have been more appropriate as it is narrower than the

19   additional paid in capital element, since that element applies

20   to various classes of equity securities.

21        The second category, the filer selected a standard

22   element when a standard element with a broader definition

23   appears more appropriate.  For example, the standard element

24   "long-term debt" was used as a text block for a footnote that

25   included information about long-term debt and short-term

1  credit agreements.  The standard text block element "debt

2  disclosure" has a broader definition that captures both long-

3  and short-term credit agreements and therefore would have

4  been more appropriate.

5      The third category, the filer created a custom

6  element when it appears an appropriate standard element

7  exists.  An example of this would be the custom element

8  salaries, wages and benefits used for an income statement

9  line item when the standard element "labor and related

10  expense" seems appropriate and should have been used.

11      And the fourth category, the filer selected a

12  standard element when it appears a custom element should have

13  been created.  For example, a filer used the standard element

14  "prepaid expenses" for the balance sheet line item that had

15  the label "prepaid expenses and other current assets." In

16  this case, a custom element that combines prepaid expenses

17  and other current assets may be more appropriate.

18      MR. LEVINE:  Okay, you go through the process of

19  selecting an appropriate element to fit your particular

20   disclosure but you don't find one in the taxonomy.  Susan,

21   how would a filer create their own custom element?

22          MS. YOUNT:  Well, let's go back and take a quick

23   look at the information that Tony has been discussing.

24   Standard elements are associated with period types, item

25   types, definitions, labels and references.  When filers

1   create a custom element, they will specify most of this

2   information for that element.  So let's look at an example,

3   and we will set up a custom element for a line item "interest

4   and other income, net of other expenses" on an income

5   statement.

6          So let's start with the period type.  You will need

7   to specify whether your custom element has an instant or

8   duration period type based on whether your fact is measured

9  at a point in time or not.  Since in this case, we are

10  looking at an income statement line item, we are going to

11  specify a duration period type.  For the item type, as Tony

12  mentioned, there are a number of different types available.

13  So here we are looking at a dollar amount, we are going to

14  specify a monetary item type.

15        Now, on to the balance type, if you are creating an

16  extension for a monetary item, you may specify whether the

17  element would normally have a debit or a credit balance.  And

18  this is required for extensions for income statement or

19  balance sheet line items.  It is optional for other items,

20  and may not be applicable for some items.  Since this is an

21  item of income, we are going to specify that it would

22  normally have a credit balance.

23        The definition - if your extension doesn't state a

24  debit or credit balance attribute, you will provide a

25  definition that makes the meaning of a positive or a negative

1  value clear.  For example, if you create an extension called

2  "other loss adjustments, net," your definition might be "a

3  positive adjustment value indicates a net increase in

4  cumulative losses."  Definitions are optional if you have

5  stated a balance type.

6        Now, next you will create a standard label, which

7  should be descriptive, but not too descriptive.  Don't include

8  company specific or period specific information in your

9  standard label.  For example, don't create a label

10  "acquisition of ABC company" or "fourth quarter adjustment."

11  Make sure your labels are generic enough so that you can

12  re-use your custom element for other transactions or in other

13  periods.

14        The element name is derived from the standard

15  label, and it is usually the label with all the words

16  capitalized and all the spaces removed.  This is the tag and

17  it is what you will use to tag your facts in your instance

18  document.

19        Finally, the reference.  In this case, references

20  are easy.  You cannot include a reference for custom

21   elements.

22        Now, one question is whether common extensions will

23   be added to the taxonomy.  Now, we are monitoring extensions

24   but you should also take advantage of the public review

25   period for the 2011 taxonomy to suggest any elements that you

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1   think are missing.

2        MR. LEVINE:  Thank you, Susan.  The staff has

3   described problems with filers entering negative values for

4   elements when instead they have entered positive values and

5   merely negated the label in the label link base.  Susan, can

6   you tell us what this is all about?

7        MS. YOUNT:  Sure.  Once filers have selected an

8   appropriate element for their facts, they enter the amounts

9   associated with those facts into their instance document.  We

10   have seen some issues coming up surrounding about how to both

11   enter and display negative amounts.

12          Now, on a traditional financial statement, some

13   amounts might be shown with brackets to designate negative

14   amounts and sometimes negative amounts are designated by

15   their label, for example, loss on sale or cash used in

16   investing activities.  But when you are entering amounts in

17   an instance document, deciding whether to enter a negative

18   value or a negate a label, it is really a two step process.

19   The first step deals with how you enter the data and getting

20   the data right.  The second step deals with controlling how

21   the data will render.

22          So, first, filers determine whether the amount

23   should be entered as a positive or negative value.  This

24   determination is made based on the element's attributes and

25   specifically the element's definition and its debit or credit

1  balance attribute.  The U.S. GAAP taxonomy is designed so

2  that, for most elements, amounts will be entered with a

3  positive element.  For example, the balance sheet element

4  Treasury stock has a debit balance attribute, which means

5  that the carrying value of Treasury stock on the balance

6  sheet would be entered as the positive value even though most of the

7  other elements in the equity section have credit balance

8  attributes.

9         Now, after the determination has been made whether

10  to enter the amount as a positive or negative value, filers

11  can then change whether the amount is rendered with brackets

12  by negating the label in the label link base.  The default

13  position of all signs in the label link base is set to

14  positive or, as I think of it, "off."  That means that the

15  amount will render the same way that it was entered, positive

16  amounts will render without brackets and negative amounts

17  will render with brackets.

18         Filers can negate the label or turn the negating

19  "on," which will change the rendering to show the opposite of

20  the way the amount was entered.  Now, positive values will

21  render with brackets and negative values will render without

22  brackets.

23      So, to go back to our example, if you present

24  Treasury stock on your balance sheet with brackets, you would

25  enter the amount with a positive value and then the negate

1  the label so the amount would render with brackets.

2      MR. LEVINE:  Does this issue also pertain to

3  amounts tagged at Level IV?

4      MS. YOUNT:  Yes, filers will face this same issue

5  when they get to the Level IV tagging, and they will need to

6  go through the same decision process for entering their data

7  and then deciding whether to negate the label or not.

8      MR. LEVINE:  Susan, we have a question that perhaps

9  you can address.  You did touch on this a moment ago.  The

10  question: are definitions required for extensions or are they

11  optional?

12      MS. YOUNT:  Definitions are not required if you

13  have stated a balance attribute.  And remember that a balance

14  attribute is required to be stated if you are creating an

15  extension for an income statement or a balance sheet line

16  item.  You might find that definitions are helpful in any

17  case, and you might choose to include them even if you are

18  not specifically required to.

19      MR. LEVINE:  Thank you.  Okay, we are going to move

20  on to Level II tagging.  Just by way of background, Rule 405

21  of Regulation ST requires each significant accounting policy

22  within a significant accounting policy's footnote must be

23  block text tagged.  On the surface, this requirement seems

24  pretty cut and dry to fulfill, but as you will learn, it

25  requires careful attention to details and judgment.  Susan,

1  can filers use an element of any item type to tag the

2  significant accounting policies?

3        MS. YOUNT:  No, filers should only use text block

4  type elements for tagging Level I footnotes, Level II

5  significant accounting policies, and Level III tables.  The

6  only time you are going to choose string type elements is if

7  you are choosing to tag to narrative text in Level IV

8  tagging.

9        MR. LEVINE:  A filer includes a separate footnote

10  called significant accounting policies.  The filer also

11  described certain other accounting policies in other detailed

12  footnotes, such as for example, it discloses that PP&E is

13  stated at cost in the PP&E footnote.  How should a filer

14  consider this in complying with the Level II tagging

15  requirement?

16        MS. YOUNT:  Well, if a filer has a footnote

17  designated for significant accounting policies, and that

18  footnote contains all of the significant accounting policies,

19  I think Mark talked about this a little bit ago, your Level

20  II tagging would consist of tagging the policies in that

21  footnote.

22        If you have other accounting policies in other

23   footnotes that you would like to tag, those would come in

24   under the optional Level IV tagging for narrative text.  And

25   you would tag those policies with a string element.

1         MR. LEVINE:  Thank you.

2         Susan, what happens if a filer does not have a

3   separate significant accounting policies footnote?

4         MS. YOUNT:  Well, again, if the filer has their

5   significant accounting policies located with a related

6   footnote rather than all together in one footnote, they will

7   need to analyze their footnotes and identify the significant

8   accounting policies wherever they appear and then tag them.

9         MR. LEVINE:  Say a filer has a separate note for

10   significant accounting policies.  Tony, what guiding

11   principles should a filer consider when thinking about how to

12 tag each significant policy?

13      MR. MEALEY: Joel, a filer should consider a number

14 of guiding principles when thinking about tagging each

15 significant accounting policy at Level II. The first

16 principle, often there is going to be more than one

17 reasonable way to tag significant accounting policies. In

18 other words, filers have some flexibility.

19      The second principle, the best tagging approach

20 will depend on the filer's particular facts and

21 circumstances, such as the level of detail included in the

22 disclosures and how the information is organized.

23      The third principle, a filer's headings and

24 sub-headings included in the footnote may be useful guides in

25 determining how to tag the information, recognizing that

1  filers use headings and sub-headings differently.  A quick

2  example would be a filer that includes sub-headings under

3  revenue recognition, one for domestic sales, one for

4  international sales, and one for related party sales.

5       The accounting policies are the same but the filer

6  just breaks them out to describe their unique sales and

7  credit terms.  Here the sub-headings are really irrelevant

8  for tagging a single common accounting policy.

9       And the last principle, each paragraph in the

10  significant accounting policies footnote does not necessarily

11  need to be separately tagged.  Again, it is facts and

12  circumstances based on the substance of the information in

13  those paragraphs.  For example, each paragraph describes a

14  different significant accounting policy, then they may need

15  to be tagged separately.

16       MR. LEVINE:  Let's demonstrate how a filer can

17  apply some of those principles by walking through the details

18  of a significant accounting policies footnote that includes

19  two sub-headings.  The first sub-heading is "Revenue

20  Recognition".  Under that sub-heading are 10 separate

21  paragraphs, the first six of which describe various

22  arrangements that generate product revenues.

23       The next three describe how franchise fees are

24  earned and the last paragraph describes how shipping and

25  handling costs are recognized in revenue.  Can you walk us

1  through what a filer should consider in making tag selection

2  decisions?

3        MR. MEALEY:  Joel, it would be reasonable for a

4  filer to tag all the paragraphs that describe product revenue

5  recognition with a single text block element, tag all the

6  paragraphs to describe how franchise fees are earned with

7  another single text block element, and then tag the shipping

8  and handling paragraph with another text block element.

9        If the filer does that, he will have to create

10  custom text block elements for each because the taxonomy only

11  includes one text block element for all revenue recognition.

12  Alternatively, the filer can tag all 10 paragraphs with one

13  text block using the standard revenue recognition text block

14  element.

15      We expect future updates to the standard taxonomy

16  to include many more text block elements for various types of

17  accounting policies, including various revenue recognition

18  policies, like in this example, in order to allow filers to

19  tag more detailed accounting policies without having to

20  create custom elements.

21      MR. LEVINE:  The second sub-heading is called,

22  "Cash and Cash Equivalents" and "Short-Term Investments".

23  Here, the filer includes one paragraph which includes a

24  commingled discussion dealing with classification issues

25  pertaining to cash and cash equivalents as well as short-term

1  investments.

2       What should a filer consider when tagging this?

3       MR. MEALEY:  Joel, the filer may extend for the

4   single text block combination disclosure or, alternatively,

5   the filer can block tag the disclosure twice, once with the

6   cash and cash equivalent standard text block element and once

7   with the standard short-term investments text block element

8   since both discussions are combined into a single paragraph.

9       MR. LEVINE:  In a filer's Form 10-Q, the filer does

10  not repeat any of the significant accounting policies

11  disclosed in its latest 10-K.  What should the filer consider

12  in satisfying the Level II tagging requirements?

13      MR. MEALEY:  Joel, if the 10-Q does not include any

14  significant accounting policies, then there is nothing to tag

15  at Level II for that filing.

16      MR. LEVINE:  Moving on to Level III, which requires

17  each table in each footnote to block text tagged.  Again,

18  this one seems pretty simple to deal with but we will see.  A

19  filer includes in a traditional format footnote a table

20  showing the components of inventory, and there is a column

21  for each balance sheet period.

22      The taxonomy has elements for raw materials, work

23  in process, finished goods and the total.  However, there is

24  no text block element for this table.  In this situation,

25   what should the filer do?

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1        MR. MEALEY:  Joel, this situation is quite common

2   throughout the taxonomy, and the filer should create an

3   extension for the text block.  We recognize that the next

4   taxonomy needs to include many more Level III text block

5   elements than it currently has.  To talk specifically about

6   the example in the slide where the filer wants to tag the

7   inventory table, the filer would create a custom text block

8   element since the U.S. GAAP taxonomy does not include one.

9        MR. LEVINE:  Tony, a filer presents in a

10  traditional format footnote two separate tables having

11  information that is included in just a single standard text

12  block element.  So, for example, the filer's segment footnote

13  presents one table for revenues and earnings by segment and a

14  second table for assets by segment.  The taxonomy includes

15  all this information within one single text block element.

16  How should the filer tag its two tables given that Rule 405

17  of ST says that each table and each footnote must be block

18  text tagged?

19      MR. MEALEY:  Joel, first let me comment on the rule

20  you cited, and then I will address the fact pattern presented

21  in your question.  Decisions about block tagging tables are

22  on a case by case evaluation based on specific facts and

23  circumstances and oftentimes filers will have a choice among

24  more than one reasonable approach.

25      We think one consideration for filers is whether

1  the taxonomy has the information being presented in one text

2  block or more than one.  It is helpful to remember that

3  elements in the taxonomy were developed based on a number of

4  factors including various reporting practices amongst filers

5  and the manner in which accounting standards describe the

6  disclosure requirements.

7        Another consideration for filers is how closely

8  related multiple tables are to each other and the composition

9  of the information included within a single table.  We

10  recognize that U.S. GAAP gives filers considerable

11  flexibility in presenting their footnote disclosures and that

12  the U.S. GAAP taxonomy does not provide elements to fit all

13  possible scenarios.

14        With all this in mind and as a practical matter, we

15  lean towards reading the Level III tagging requirement of

16  Rule 404 you cited fairly broadly.  As tagging practices

17  evolve, we may be poised to develop further guidance in this

18  matter.

19        Now, to your specific fact pattern, as you have

20  pointed out in the question, the taxonomy includes a single

21  standard text block element which is schedule of segment

22  reporting information by segment.  Based on its definition

23  and the authoritative reference, that text block element

24  captures all the information the filer has presented in the

25  two tables.

1           While it would be fine for the filer to create

2  custom text block elements for each of these two tables, it

3  seems to make more sense in this case for the filer to tag

4  both tables using the standard text block element.

5           MR. LEVINE:  Okay, let's explore that in another

6  example.  A filer includes in this traditional format

7  footnote one table showing the components of inventory, and

8  there is a column for the balances at this year end and

9  another column for the balances at last year end.  However,

10  another filer presents the same information in two tables.

11           One table shows the balances at the end of this

12  year, and the table just below it shows the balances at the

13  end of last year.  While the taxonomy has elements for raw

14  materials, work in process finished goods in total, there are

15  no text block elements at all for the information being

16  presented by these tables.  What should these filers do to

17  tag their tables?

18      MR. MEALEY:  Since the information presented by the

19  first filer is contained within the single table, that filer

20  just needs to create one custom text block element.  The

21  second filer has a choice of combining the two tables in a

22  single custom text block element or tagging them separately

23  in two custom text block elements.

24      While both approaches for the second filer are

25  fine, we think combining them into a single text block

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1  element makes more sense since the only distinction between

2  the two tables is the contextual time period.

3      MR. LEVINE:  Consider a situation where the filer's

4   traditional format footnote has a single table, and the

5   information in that table corresponds to two separate text

6   block elements in the taxonomy.  For example, the footnote

7   has a single fair value table that shows the net asset and

8   liability position but the taxonomy has one standard text

9   block element just for the asset position and another text

10  block element just for the liability position.  How should

11  the filer tag its table?

12        MR. MEALEY:  We believe there are two reasonable

13  approaches.  The filer may extend for the single text block

14  combination table or, alternatively, the filer can block tag

15  the table twice, once with the asset text block element and

16  once with the liability text block element.  This will be a

17  reasonable approach since the asset and liability positions

18  are commingled into a single table.

19        MR. LEVINE:  Some tables in the note have their own

20  super scripts or footnotes, which are presented just below

21  the table like the example on this slide.  When block tagging

22  a table, should these footnotes be part of the block tag?

23        MR. MEALEY:  Joel, yes, they should.  And, by the

24  way, filers should not forget to tag data in those super

25  scripts when tagging at Level IV.  They should be tagged just

1  like any other Level IV data.

2      MR. LEVINE:  Now, let's talk about Level IV detail

3  tagging and some of the issues filers will be dealing with.

4  Tony, here is a very simple question we get all the time,

5  which is will a table appearing in the traditional format

6  financial statements render the exact same way by our viewer

7  after its detail tagged?

8      MR. MEALEY:  Joel, it is a simple question and the

9  answer is, it depends on how the table is set up in the

10  traditional format financial statements and how the related

11  elements are set up or structured in the U.S. GAAP taxonomy.

12  We will be demonstrating the rendering effects of tagging

13  tabular footnote information in a few moments.

14      MR. LEVINE:  Okay, you have referred to the way

15  elements are set up or structured in the taxonomy.  Let's

16  explore that.  Some elements are set up in the taxonomy using

17  what is called a dimensional table structure.

18        Can you explain what that means and how filers

19  should consider that structure when tagging tabular footnote

20  information?

21        MR. MEALEY:  Joel, I will start off describing

22  non-dimensional table structures first since it is easier for

23  most folks to understand, and then I will describe the

24  dimensional table structure.  Certain tables in the

25  footnotes, for example the major components of inventory at

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1  each balance sheet date, appear with monetary line items that

2  provide the items descriptions, in this case, raw materials,

3  work in progress, finished goods and total inventory.

4        And there are two columns, one for each balance

5  sheet date.  The related monetary elements are simply listed

6  in the taxonomy.  We refer to this as a non-dimensional table

7  structure.  Some refer to it as a list-type table.

8        Now, the filer would tag the amounts for raw

9  materials, work in progress, finished goods and the total

10  using the monetary elements in the taxonomy and designate the

11  appropriate date context for each element, one for each

12  balance sheet date.

13        So while only four monetary elements are used,

14  eight amounts are actually tagged because there are two date

15  contexts for each monetary element.  This type of table

16  typically will render in a fashion similar to the traditional

17  format financial statements table.  Another example of this

18  structure would be the income tax rate reconciliation where

19  there are columns for each of the periods presented in the

20  financial statements and the types of reconciling items are

21  listed down the left side of the page.  So there is a

22  description of the non-dimensional or list-type table.

23        Now, I will describe dimensional tables.  In

24  dimensional tables, for example the property plant and

25  equipment note, the structure of the related elements in the

1  taxonomy is quite different.  First, the taxonomy will group

2  all the related elements for the dimensional table under a

3  title that will include "table".

4      The elements are then sub-grouped into monetary

5  line items, similar to what I just described for the

6  non-dimensional list type structure, and the columns, called

7  domain members.  The monetary line item, like gross cost, can

8  be tagged for a variety of types or categories of assets,

9  each one of which is represented by domain member.  So there

10  can be a domain member for land, one for buildings, one for

11  furniture and fixtures, et cetera, and the filer can add as

12  many domain members as he wants to.

13      Generally, this table structure is useful because

14  it allows the filer to easily customize the columns or domain

15  members to fit his particular circumstances for tagging

16  common monetary line items.

17          The U.S. GAAP taxonomy has many of these

18    dimensional tables, and they occur typically where there are

19    large numbers of items with common underlying monetary

20    concepts.  Examples of dimensional tables in the taxonomy are

21    the schedule of restricted cash and cash equivalents and the

22    schedule of finite lived intangible assets.  Note that in the

23    restricted cash and cash equivalents table, the underlying

24    concept or monetary line item, restricted cash and cash

25    equivalents, will be the same for each item represented in

1    the columns or domain members.

2          In this case, those domain members are the item

3    types, such as money market funds, commercial paper and U.S.

4    Treasury securities.

5          Let's talk through the example of a property plant

6  and equipment table.  The table at the top of the slide is a

7  table in the traditional format financial statement, and the

8  first few lines, land, buildings, furniture and fixtures,

9  construction in progress, have a common underlying monetary

10  concept, which is gross cost.  This is the concept that is

11  represented by the monetary line item in the second table,

12  property plant and equipment, gross.

13        To map this information to the standard dimensional

14  table elements, the filer would start with the underlying

15  concept of property, plant and equipment gross and add each

16  of the domain members:  plant, buildings, furniture and

17  fixtures and construction in progress.  This is shown by the

18  table at the bottom of the slide.

19        MR. LEVINE:  So if a filer wants to tag it's fixed

20  asset table at Level IV, should it use the dimensional table

21  structure and related elements included in the taxonomy?

22        MR. MEALEY:  Yes, we suggest filers utilize the

23  pre-defined table structures included in the taxonomy and use

24  the related line item elements and domain members to the

25  extent they are applicable.  The filer can create custom line

1  item elements and domain members as needed to fit their

2  particular circumstances.  These custom elements will be

3  created based on the same principles for creating extensions

4  we discussed earlier.  This issue is addressed in FAQ No. 38.

5      MR. LEVINE:  Susan, a filer's note includes several

6  tables along with several paragraphs that provide more

7  information about what is depicted in those tables.  How

8  might the filer approach mapping and tagging this

9  information?

10      MS. YOUNT:  Well, first, I would like to talk for a

11  minute about mapping and tagging because some people use

12  these terms interchangeably but there are really two separate

13  processes going on here.  Mapping is the first process and

14  this is where filers select the elements that are appropriate

15  for their specific facts, which is what we have been focusing

16  on here today.

17      Tagging would include taking those facts, those

18  elements that you have identified in the mapping process and

19  now associating them with your facts in an instance document.

20  How that process works is dependent on the process you set up

21  for creating instance documents, whether you are using a

22  software program or outsourcing that part of the process.

23       It is good to keep in mind that there are separate

24  processes and approach them in that order because it will

25  help you think through and focus on the element selection process.

1       So, now, let's go back to the process of mapping a

2  footnote where you have text and then tables.  And I would

3  approach that by starting with the first table, and I would

4  look in the taxonomy to see how the table is structured.

5  Now, just to review, the taxonomy has two types of tables,

6  dimensional tables and what I think of as list-type tables.

7         And once you have determined whether you have a

8  dimensional or list-type table, you would set up your mapping

9  using that structure and map your table elements.  Then I

10  would go back to the text and see if I had any amounts that

11  related to that table, and then I would map them directly

12  into the table that I had already set up.  And I would create

13  any custom elements that I needed at that point.  And then I

14  would go on to the next table, and I would repeat that same

15  process.

16         Now, after you have mapped your tables and the

17  amounts related to those tables, if you have any amounts

18  remaining in the text that have not been mapped yet, you

19  would use that same process to find the appropriate elements

20  for the amounts, see how the table structure for those elements

21  is set up, set up your mapping to follow that structure and

22  map the elements.  So it is very possible that you could end

23  up with tables in your mapping that do not exist in your

24  traditional format document.

25         And if you are mapping a footnote that only

1  contains amounts in the text and does not have any tables at

2  all, you would still use that same process to identify

3  appropriate elements and map them.  And this is another

4  situation where you will end up with tables as part of your

5  mapping process that do not exist as part of your traditional

6  document.

7      But I do want to point out that mapping data using

8  table structures does not change the underlying data itself.

9  Even if you end up with a table in your mapping that does not

10  appear in your traditional financial statements, we are not

11  adding any information that does not already appear, we are

12  just mapping that information to elements in the taxonomy.

13      MR. LEVINE:  We have received a number of questions

14  about tagging interest rate information and tagging numbers

15  expressed as a range.  We will review these issues now.

16      In a note, a filer discloses that a debt instrument

17  has a variable interest rate of LIBOR plus one percent, which

18  is reset monthly.  Susan, how should a filer tag this at Level

19 IV?

20       MS. YOUNT: Well, the one percent is an interest

21 rate that is required to be tagged.  To tag this, you would

22 look to see if the taxonomy includes an element for this,

23 which it does not at this time.

24       Filers would need to create a custom element, which

25 would have a percent item type, and a label and an element

1 name that indicates that it represents the interest rate

2 percent above LIBOR.  Filers might find it helpful to create

3 this custom element as a line item within the dimensional

4 table for debt so they can re-use it for multiple debt

5 instruments.  Since the disclosure that the rate is reset

6 monthly is not an amount, filers could choose to tag that

7 part of the disclosure as a string type element, or not tag

8  it.

9      MR. LEVINE:  And this would be an example where a

10  definition would not be required with the custom element

11  although a company could choose to include one?

12      MS. YOUNT:  That is right.

13      MR. LEVINE:  Susan, the filer has the following

14  disclosure:  The useful lives of the company's fixed assets

15  range from three to five years.  How should the filer tag

16  this information to comply with the Level IV requirements?

17      MS. YOUNT:  Well, when you are tagging ranges, each

18  end point is a separate amount and must be tagged separately.

19  In this case, you would select an element with an integer

20  type.  And, in addition, you may choose to tag the entire

21  sentence or the phrase "three to five years" as narrative

22  text.

23      MR. LEVINE:  Susan will now briefly review some of

24  the concepts we have been discussing here this afternoon as

25  they apply to footnote tagging at all levels.  Susan?

1        MS. YOUNT:  Thanks.  Well, let's bring this all

2   together and see what it looks like.  We are going to look at

3   a couple of footnotes and see how those footnotes will look

4   in the traditional format and at Level I, Level III and Level

5   IV tagging.  Now, these examples are not intended to

6   represent complete footnote disclosures.  We are summarizing

7   and extracting disclosures to illustrate mapping and

8   rendering concepts.

9        We are going to start with the simple example,

10  an inventory footnote.  And this is how you would normally

11  see the footnote in your traditional financial statements.

12  Here, we have a little bit of text and a table.  When we go

13  to Level I, here we see the entire footnote in one text

14  block.  As we have been discussing today, when you select an

15  element for Level I, you will choose a text block element for

16  Level I that most closely matches the information in your

17  footnote.

18        Remember that text blocks have a duration period

19  type so we see up at the top right that the period covered in

20   the text block is the reporting period for the 12 months

21   ended December 31, 2010.  And that is true even though the

22   footnote includes two years worth of information.  The period

23   dates should be the year to date period you are currently

24   reporting on.

25          Now, for Level III, you can see that the rendering

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1   is just showing the table, and it is not necessary to include

2   the introductory text to the table.  Now, as Tony mentioned,

3   the taxonomy does not include elements for many tables, and

4   we did need to create a custom element for this table.  If

5   you are using a dimensional type table, you will probably

6   find a Level III text block tag for that, but if you are

7   using a list type table, you will probably need to create a

8   custom element at this point.

9       So moving on to Level IV, here we have tagged every

10   amount in the table.  To map this table for Level IV, we

11   looked in the taxonomy, and we found a list type table.  We

12   mapped the elements for raw materials, work in process and

13   finished goods, and we have dropped those into our instance

14   document with the amounts and this is how the table

15   will render.

16       Now, in this case the rendering happens to look

17   very similar to the traditional footnote but remember that

18   there is no requirement that the rendering match your

19   traditional format.  And we are going to look at some more

20   examples that do not look anything like the traditional

21   format.

22       And, finally, for the Level IV rendering, I am

23   showing a snip of the balance sheet down at the bottom to

24   show that, yes, the footnote ties to the balance sheet for

25   all you accountants out there, and to illustrate that you only

1  need to tag amounts once.

2        But once that amount is tagged and dropped into

3  your instance document, you can make it render anywhere you

4  need it.  In this case, we tagged the total amount as part of

5  our balance sheet, and now we are re-using that total as part

6  of our footnote.

7        So let's go on to a little more complicated

8  example.  Here we have a longer footnote, we have lots of

9  text, we have a table, and now we have amounts in the text.

10  So at Level I again, we are showing the entire footnote with

11  one text block tag.  For Level III, the footnote only had one

12  table so that is what we are seeing here.

13        When we go to the detail tagging, here is a

14  look at how a dimensional table might render.  As you

15  can see, this does not look anything like the traditional

16  format.  Now, there is a lot going on here, so let's talk

17  about how we map this.  We started with a table, just like we

18  talked about.

19        We selected appropriate elements for the table, and

20  set up the mapping to match what we found in the taxonomy,

21   which in this case is a dimensional table with types of

22   restructuring charges as domain members and the roll forward

23   activity as line items.  Once we set up the structure for the

24   table and added any table amounts, we then went back to the

25   text and added any amounts that related to the table.  In

69

1   this case, we have annual amounts, we have some quarterly

2   information, we also have some non-monetary amounts, number

3   of employees and building square feet.  Where we needed to,

4   we created custom elements for these line items.

5        Now, one thing to note about the rendering is

6   another thing that you won't be able to control, which is that

7   having different types of units in one column may cause the

8   unit measure to render in that column heading.  So, for

9   example, here in the second column from the right, the column

10  that includes the building square feet has square feet

11  showing in the column heading.

12      Now let's look at one last example.  Here is a

13  fair value footnote.  Here we have a really long footnote

14  with text and a table, some more text, another slide, some

15  more text, a second table and amounts in the text.

16      For Level I, this should look familiar by now,

17  this is the entire note in one text block tag, which is

18  actually running over two slides in this case.

19      For Level III, here we had two tables in the

20  notes which we tagged separately, but we are showing in one

21  presentation group.  Now, I want to take a closer look at the

22  first table here, which is an example that Tony talked about.

23  A single fair value table showing the net asset and liability

24  position where we have one standard element for the asset

25  position and one for the liability position, but not one for

1  the combined table.

2       As Tony said, one way to handle this would be

3  to tag the entire table twice, once with the asset tag and

4  once with the liability tag.  In this case, we created a

5  custom element for the table but either way would be fine.

6       Also notice that this table has a footnote

7  reference, which is included in the Level III tagging.  And

8  if there had been amounts in this footnote, we would have

9  included those amounts in our Level IV tagging.

10       So moving on to Level IV, here, just like we did

11  with the restructuring note, we started with the first table,

12  we tagged all the amounts in that table.  We went back to the

13  text and tagged any amounts that weren't already in the

14  table.  And in this case, we see the totals rendering at the

15  top with the different domain members rendering under that.

16       So, for instance, our domain members here are the

17  Level 1, Level 2, et cetera, and I split this into three

18  columns so it would fit on one slide, but when you see the

19  rendering, it will appear in one long list.

20       Another thing to notice is that we have included

21  the table footnote or super script as part of the Level IV

22  tagging.  This is done through something called XBRL

23  footnotes.  Tagging these footnotes is optional.  In any

24  event, just make sure that any amounts in the footnote are

25  separately tagged.

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1       Then we went on to the next table and repeated the

2  process.  So, again, you see the totals at the top, followed

3  by each of the domain members and the line items for that

4  domain member.

5       And, finally, we had a few facts that didn't fit

6  into our two table structures, so we needed to create an

7  additional table for those facts.

8       To wrap up this section, we have given you a lot of

9  information, but there are just a couple of points that I

10  would like to emphasize.  First, your rendering may or may

11   not look like your traditional format filing.  Some of that,

12   filers can control and some of it, particularly with regards

13   to dimensional tables and the statement of shareholders'

14   equity, filers cannot control.

15        And, second, element selection and mapping

16   decisions will require thought and judgment.  And I hope we

17   have given you a framework for those decisions that you will

18   find helpful.  The good news is that you can use the

19   decisions from your initial filing as you create subsequent

20   filings so you won't be starting from scratch each time.  But

21   do start early and give yourself plenty of time to get

22   through the initial process.

23        And with that, we will go back to Joel.

24        MR. LEVINE:  Thank you.  We have a few minutes.

25   Let me go through a couple of Q's and A's if we can.  The

1  first one I will ask Mark to respond to.  If you prefer, I

2  will be happy to.  The question is are earnings releases

3  required to be tagged?

4       MR. GREEN:  Earnings releases are not among the

5  documents that are required to be tagged.  And just to

6  digress for a moment, if I may, periodic reports are required

7  to be tagged, so Form 10-Q, 10-K, 20-F, 40-F, 8-K's and

8  6-K's, which are current reports, occasionally are required

9  to be tagged if they have revised financial statements in some

10  instances.

11       MR. LEVINE:  Right.

12       MR. GREEN:  And then last, registration statements

13  to register securities on '33 Act forms, they are required to

14  be tagged if the entity already is subject to tagging, so for

15  an initial public offering, it wouldn't be a first required

16  tagged form.  And even then there would have to be a

17  price or price range in the document, and the document would

18  have to directly contain financial statements.  As many of

19  you know, oftentimes registration statements "incorporate by

20  reference" financial statements, which essentially means they

21  point to another filing that actually contains them.

22       It only would be when a registration statement

23   actually contains the financial statements that a tagging

24   issue would come up.

25          MR. LEVINE:  Right, and with respect to

1   registration statements and 8-K's, the tagging requirements

2   extend only to the issuer's financial statements, not to

3   financial statements of businesses acquired or equity method

4   investees and such.  So it is just the issuer's financial

5   statements.

6          With respect to Mark's comment that earnings

7   releases are not required to be tagged, correct me if I am

8   wrong, but they cannot be tagged?

9          MR. GREEN:  That is correct.  The way the rules

10   work, certain items are required to be tagged and in general

11   if it is not required to be tagged, it is prohibited from

12  being tagged.

13       MR. LEVINE:  If we decide, this is the question, if

14  we decide to early adopt tagging our statements, are we required

15  to early adopt the detail tagging of the notes the following

16  year or can we defer the adoption until the original filing

17  requirement?

18       MR. GREEN:  Okay, I guess this is my lucky day.  To

19  go back to the general principle, when you are looking at

20  these phase-in requirements, and I use that term both with

21  regard to submitting and posting, and with regard to detail

22  tagging, the general principle is the rule as written

23  controls.

24       And in the case of the detail tagging requirement,

25  if someone comes in early voluntarily, the detail tagging

1  rule by its terms would not yet apply, and they would have a

2  lot of lead time before it actually would apply.  It would be

3  approximately a year after they would be required to file

4  that it first would become a requirement.  Therefore, they

5  could just block tag until that time.

6        MR. LEVINE:  Thank you.  This is a question for

7  rendering.  Rendering on the balance sheet, it shows in the

8  title that the period is for the period ended as opposed to

9  as of a specific date.  This is due to the period type for

10  commitments and contingencies, which is a duration.  Is this

11  common?  The rendering tool has been adjusted to eliminate

12  this issue.

13        Now, Walter Hamscher is going to explain how a

14  filer can make a test submission of the interactive data

15  exhibit, and how the filer can view the data in human

16  readable format using the agency's previewer.  As you may

17  know, a filer can make a so-called test submission of the

18  interactive data exhibit with the Commission before making a

19  live submission.  A filer is encouraged to make a test

20  submission in order to learn how the EDGAR validation system

21  would respond if it were a live submission.  If the

22  validation system finds an error as part of the test

23  submission, the filer will be notified as to the nature of

24  the error so that it can be adjusted before making a live

25  submission.

1       A major validation error in an interactive data

2  exhibit that is part of a live submission will cause the

3  exhibit to be held in suspense in the electronic filing

4  system while the rest of the filing will be accepted and

5  disseminated if there are no major validation errors with the

6  rest of the filing.  If this happens, the filer will need to

7  revise the interactive data exhibit to eliminate the major

8  error and submit the exhibit as an amendment to the filing to

9  which it is intended to appear as an exhibit.

10       I would like to take this opportunity to thank you

11  for your attention this afternoon, and please welcome Walter

12  Hamscher.

13          MR. HAMSCHER:  As Joel explained, I am going to be

14   describing how one uses the EDGAR system to test the validity

15   of your filings, and then I will describe a separate process

16   that you use to check the rendering of your filings.  After

17   that, I have a few words about some draft changes that are in

18   the current draft of the EDGAR Filer Manual.

19          Starting out, you have of course a browser page in

20   which you need to log in.  It is actually quite easy to get a

21   CIK, which is the Central Index Key.  If you are already at this

22   seminar or listening to it, you probably already have a CIK

23   because you are a filer or a filing agent.  Nevertheless,

24   there are instructions on the website for how to obtain a

25   CIK.  It is relatively straightforward.  It does require that

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 1   you have a notarized signature.

2        So you fill in your CIK and password, and that will

3  take you to a page which once again is the central

4  point from which you launch your EDGAR filing process.  If

5  this is the first time you have done anything, you will need

6  to download what is called EDGAR Link Software.  The EDGAR

7  Link Software is a Windows program.  It is written in JAVA

8  so it is relatively portable.  And when you do that, do read

9  the installation instructions carefully.  And it would really

10  help if I had put this on the screen during all of that.  I

11  apologize.

12        Alright, so you have logged in.  There is the

13  starting page.  You will need the EDGAR Link Software.  There

14  is the link for it on the left side of the page.  And you

15  need to go download it and follow the instructions carefully.

16  It will ask you a couple of questions about where you want to

17  save the files and whatnot.  But it is generally a pretty

18  robust process.  And, of course, like all Windows software

19  installations, it will create a link on your desktop from

20  which you can launch the application.

21        Now, the application will first show you a main

22  screen in which you will fill in first of all, importantly,

23  this little red button right here, which is the test button.

24  Are you doing a live filing or a test button?  Always a good

25  idea to set that to test until you are really, really ready

1  to do the live filing.  There are actually two things you

2  have to say in order to make sure that it is a live and so

3  this is one of them.

4       You will fill in your CIK.  You will need a number

5  called the CCC, which I have blacked out here because this is

6  considered confidential.  And there are several

7  different types of filings that one can submit on what is

8  called Submission Template No. 3.  As it happens, Submission

9  Template No. 3 is the one for 8-K's, 10-Q's and 10-K's, so

10  consequently it would almost always be the one that for the

11  next few months at least, people would be using in order to

12  send in interactive data documents.

13       Alright, so you tell it what the CIK is, what is

14  the type of the filing and then you need to go the page that

15  is called "Documents."  "Documents" then allows you to add

16  documents, delete them and so on.  This is almost like

17  composing an e-mail message in which everything is just an

18  attachment to the e-mail message.  So, for example, you will

19  need one file which is called the 8-K itself or the 10-Q or

20  the 10-K, and that will be a text file or an ASCII text file

21  or a HTML file.

22        And then the XBRL files are attachments that all

23  have the type EX101 dot something.  And the "something"

24  describes what type of XBRL file it is.  Very often, it will

25  look just like this.  There will be five of them.  There will

1  be the instance, which is the one that contains the period's

2  data.  Then there will be other definition files which you

3   actually have heard referenced during the previous

4   discussion.  There are definitions of elements and that is

5   called the schema.  There are definitions of what order

6   elements will appear in and how they are indented.  That is a

7   presentation file.

8        The definitions file you might think has

9   definitions in it.  Due to a quirk of history, it actually

10  does not have definitions in it.  What it has is definitions

11  of other relationships, other than presentation, and so on.

12       There will be calculation files and of course a

13  labels file which is where you put the names that you want to

14  present for your elements.

15       Now, at this point, I want to emphasize that you

16  have attached the documents and all that the EDGAR link

17  software is doing in order to get them on there is some very,

18  very, very rudimentary checking of consistency.  So if you

19  try to attach, for example, a file which is just a plain text

20  file and you say it is an EX 101, it is going to complain

21  about that and may not let you attach it.

22       But even having done that, you also then need to go

23  back to the main page and do a submission validation.  Now,

24  once again, the submission validation is not the full XBRL

25  validation, as you can see from this message.  What it does

1  do, however, is make sure that you have not accidentally

2  attached presentation files as calculation files or vice

3  versa and so on.  So, once again, a slightly higher level of

4  validation, really not complete yet but certainly will take

5  care of most of the unusual problems or the most common sort

6  of typo kinds of errors.

7        We actually get a surprising number of cases where

8  people will have to call the support line because they

9  haven't done that basic simple validation.  Fortunately, we

10  do not hear from them twice on that, because of course they

11  then realize how useful it is to check the validation before you

12  send it.

13        Now, having completed the file, you then are saving

14  it and moving back to the EDGAR website.  You have a

15  transmit button, which is where you transmit as a test

16  submission or a live submission.  As it happens, for XBRL,

17  there is actually no ability to use bulk submission, so you

18  can ignore these two links.

19      Really, this is the one you want, transmitting as a

20  test submission.  And, of course, it pops up a window from

21  which you can then browse through the file which you have

22  just saved out of the EDGAR Link Software.  For example, here

23  I have put this file in a folder.  There it is with this kind

24  of funny, long encoded computer science-y name.  And I open

25  that up and there it is.  And when you transmit the test

1  submission, it will come back after a relatively short period

2  of time, sometimes on the order of like half a second,

3  sometimes a little longer.

4    And it will give you an important number, which is

5    the accession number.  The accession number is a unique

6    identifier for all filings that have ever gone into EDGAR.

7    And it consists of your CIK followed by the last two digits

8    of the year followed by a sort of arbitrary sequence number.

9    So if you were sitting there all afternoon or all morning, or

10   God help you, all night, trying to submit things in EDGAR,

11   you would see this counter on the right go two, three, four,

12   five.  So, in other words, that is a meaningless part, it

13   just is really telling you the sequence but the other two

14   parts are meaningful.

15       The reason I emphasize this is you do want to keep

16   track of what that accession number is because when you go to

17   your mailbox, the EDGAR system will have mailed you

18   essentially the results of that test filing, and it will only

19   identify it really by that accession number.  So you kind of

20   need to keep track of what it was.

21       So here for example is the typical beginning of one

22   of those messages.  It is just telling you that it suspended

23   it because of course either something was wrong or it was

24   merely a test filing.  So let me go on and scroll down in

25   the message, you will see that I deliberately created a file

1  with a couple of errors in it just to show you what those

2  validation errors come back looking like.  So, for example,

3  you will see this thing called a warning, which is kind of a

4  funny thing to call it because really if it is an error, it

5  is an XBRL validation error, it is going to strip out the

6  XBRL files and not post them.

7         So it is a funny kind of warning.  It is accepting

8  the non-XBRL portion of your submission.  Alright, so if you

9  had like your 10-Q and it was all in HTML and you attached it

10  and you had sent it live, EDGAR is coming back and saying,

11  "Oh, warning, we just stripped all your XBRL files off, but

12  we sent the 10-Q on." So it is not really - sort of some

13  points of view, yes, it is a warning - but from other points of

14  view, you kind of wish it hadn't because you would rather it

15  just error.

16    This is why, and this is really a fundamental point

17  here, this is why it is so important to do your validation as

18  early and as often as you can even perhaps as you are

19  incrementally building up the filing because there is nothing

20  worse than really trying to hit a deadline while you fight through the last few

21  validation errors that could have been caught much earlier.

22  And you really must do that validation before you, and have

23  it really clean before you actually submit it as a live

24  filing.

25    Alright, so there is your validation error, just

1  summarizing.  Here is an example of an error, there is an

2  element in the XBRL file called, "Document Type." And while

3  to your eyes, that probably looks perfectly fine, 10-q, alas,

4  it really wanted 10 dash capital "Q".  And so consequently

5  you need to go and check that.

6        Most pieces of software will have caught that for

7  you long before that but it is a very typical example of

8  something that is a fairly terse message but this is actually

9  all the information you need.  You know what the element is,

10  and you know what the bad value is.

11        Here is another one where there was a registrant

12  name inside this file but it didn't actually match what the

13  EDGAR system previously knew to be the registrant name for

14  that CIK.  You see, this CIK here, this four zeros followed

15  by 99 followed by 666, "the number of the beast" there, actually is

16  a CIK for a company whose name is Standard Advantage.  And if

17  I put something other than Standard Advantage into the XBRL

18  file, it is going to say that really doesn't match.  Okay, so

19  it is actually important that things in the XBRL file match

20  what is in the XBRL header.

21        Now, there are a couple hundred different errors at

22  least that you could get.  They will all come out.  Anybody

23  who has worked with computers before can readily recognize

24  the phenomenon where sometimes you will have one error and

25  then you will just have a cascade of many, many, many errors

1   after that.

2        Once again, although I cannot guarantee it, it is

3   generally the case that the errors that are reported earlier

4   in the file tend to be the ones that would cause the error

5   cascade, not always but generally.  The system is testing a

6   series of things in sequence, and therefore the earliest ones

7   tend to be the things on which others depend.  I cannot

8   guarantee it but just as a rule of thumb, start at the

9   beginning and start correcting.

10       Also, there is on the SEC site, an up to date

11  listing of all of XBRL error codes and these messages.  So in

12  principle you can actually find out in advance what are all

13  the things you might get as errors.  Much better really to

14  start from the EDGAR filer manual which has them organized

15  sort of by file, here is by file what are the kinds of errors

16  that you need to avoid.

17          Alright, so enough about the error message.  I

18   cannot emphasize too much the importance of validating with

19   the test EDGAR system, don't rely just on kind of what is on

20   your desktop.  The code is complicated.  There will be

21   differences sometimes between what one vendor has and what is

22   in EDGAR.  We try to hammer those down to a very small number

23   of very obscure cases, but software is complex.  Be sure to

24   test it with the EDGAR system before you actually try to

25   file.

1          The last page here really is quite important.  It

2   is quite important that you start with the EDGAR filer

3   support phone line.  I know that in this day and age, you

4   would rather text or go on Facebook to see the SEC contact

5   information or do other modern sorts of things, but the

6   old-fashioned telephone is actually the best place to start

7   for the simple reason that the people on those lines actually

8   have heard many of these things before and will get you in

9   and out quickly rather than sitting around drumming your

10   fingers waiting for an e-mail response.

11       Then there is a whole cascade of other things that

12   could happen depending on the complexity of the question, but

13   I really want to emphasize that it is this thing here, right.

14   There are support staff members.  There is a telephone line,

15   and that really is the right place to start.

16       Alright, now, that is about getting a filing in

17   correctly, getting it into the EDGAR system.  Within the

18   EDGAR Filer Manual, there are really two types of rules

19   described, one is what we call a syntax rule.  And everything

20   up to this point has really just checked the syntax of the

21   file.  Is it valid XBRL?  Can it be processed by the EDGAR

22   system?  When it gets out there and into people's software,

23   will their software understand what it is?

24       Now, there is another whole category of errors or

25   rules, shall we say, that are about what we call semantics.

1    What does it mean?  And those often have to do, not always,

2    but often have to do with the correspondence between your

3    original HTML ASCII filing and the XBRL that you've created

4    to represent it, if you will.

5           One of the best ways, certainly not the only way,

6    but one of the best ways is really just to visually look at

7    how does the thing, how is the thing going to look on the

8    EDGAR website.  While it is not definitive, it certainly can

9    help you spot, well, I have sort of missed some numbers here

10   and maybe this thing does not add up and that is just plain

11   the wrong number, not definitive but nevertheless useful.

12          So, just like validating as sort of something you

13   do routinely while you are preparing the filing, you also

14   want to be occasionally previewing it in order to see how you

15   are working through the system.

16          So let me show you how our previewer works.  Here

17   once again is this folder which had all the funny named files

18  in it, instead of using the XFD file, which is what came out

19  of EDGAR Link, you now need to focus just on the XBRL files.

20  They will give you several dot XML and the dot XFD file, and you want

21  to zip those up into a zip file.

22        Depending on what system you are using, if you have

23  WinZip, then there is generally a right click command that

24  will do that.  Also, in Windows there is something called

25  "copy to archive folder." The important thing is that you be

1  in a certain folder where those files are, and you copy them

2  into a zip folder right there in the same file.  So you do

3  not want any internal folders.  You do not want any other files.

4  You don't want the XFD File in there.  Do not accidentally

5  put that in there.  Do not put the whole 10-K. The XBRL and

6  just the XBRL goes into the zip file.

7          Okay, so having done that, we now have the temp.zip

8   file which we are going to use for previewing.  So here we

9   are at datapreview.sec.gov.  And once again this is a private

10  viewer.  Everything that you have done up to this point

11  really has been secure, and this is no different.  There is

12  no danger that you are going to reveal to the world a draft

13  10-K or 10-Q by using this previewer.

14          Nevertheless, if you want to, I can talk about this

15  at the end, you can actually install this software on your

16  own machine inside your own firewall if you want, but here is

17  the public version, public in the sense of anybody can get to

18  it.  But once you log in, it is a secure system.

19          Alright, so you privately preview your interactive

20  data submissions by starting on the left here.  You are going

21  to start by going and getting your file, your zip file and

22  open that up and put that in there.  You are going to give it

23  the CIK.  And then as a security measure, you will actually

24  need to type in the numbers here.  I believe this thing

25  actually has a name now, which I have started seeing a lot on

1   websites.

2        I forget what it is, but it is basically a

3   catch-all or catch you or watch out, something like that, but

4   it is the basic idea where this is the hard for a machine to

5   interpret those numbers and type them in, easy for a human.

6   So you type in the numbers and you press submit.  And keep

7   track of these two numbers, the ones that come back here.  So

8   you have got the CIK and then you have got this other number,

9   the confirmation code.  Really just like a confirmation code

10  that you get every time you pay an online bill or pay with a

11  credit card or whatnot.  And you need to keep track of those

12  somehow.

13       One way is to actually use the print button and go

14  print it out.  Another way is just simply to copy these

15  things and put them in a notepad file or something like that.

16  However you do it, you do need to capture them off of the

17  screen before you close your browser or move on to do

18  something else.  Okay, so you have got your CIK and you have

19  got your confirmation code.

20       And now you wait, and after waiting about a minute

21  or two, you say, "surely this is done," and you type in the CIK and

22  the confirmation code.  And once again you do this little

23  widget here, and you type in the number and you press submit

24  and say, "Well, I am ready to see this." And it is not ready.

25  Now, you may be scratching your head and saying why would it

1  take so long to actually do this?  Well, it is actually a

2  pretty simple answer, this is a system that is just being

3  shared across many different individuals, all using it the

4  same time.

5       There is a server there, and it is very

6  unpredictable as to exactly when you get in and how often it

7  is actually going to--it is kind of like sometimes you go to

8   the Ferris Wheel ride and there is not much of a queue and

9   sometimes it is long.  It has little to do with how long the

10  Ferris Wheel ride actually lasts.  I just came up with that

11  metaphor, I am not sure it is great one but it sounds like

12  fun.

13          So here we go, we have got our CIK.  We put in our

14  confirmation code.  And we are going to either abort it.  And

15  you say, "Well, why would I want to abort it?" You might have

16  discovered in the meantime while you were waiting for this,

17  as you just sort of look it and say, "Oh, wait minute, that

18  is wrong.  Let's just get out of the queue and let's just start

19  over again," or you want to continue processing.

20          Alright, so you wait a couple of minutes longer and

21  you type it in, and then you have got a different number

22  here, a different security code, you press the button and

23  there it is.

24          Alright, so this is the entire frame.  What Susan

25  was showing you before on the screen shots, of course, was

1 just the snippet, which is the rendered section.  And it

2 occurs to me this is obviously way too small to see, but let

3 me just wave my mouse around here and give you a sense of

4 what is here.  Here is your CIK and confirmation code.  Those

5 will actually work for the rest of the day.  So if you need

6 to like show somebody this or come back to it or you cannot

7 get to it immediately, it is only at night that the whole set

8 of things gets cleared out.

9       So if you need to come back later in the day, you

10 can type in the same CIK and confirmation code and get to it.

11 So, once again, it is important to keep track of those.

12       Down the left, you will see the different

13 presentation groups, and, once again, refer to the Filer

14 Manual to see what that means, in the order in which they

15 actually have been coded in your taxonomy.  You also have a

16 button for all the reports and Excel documents and whatnot.

17 And this is a typical example of how something might be

18 rendered.

19       I really just put in one number, one footnote, just

20   a couple of presentation links, and clearly not exactly like

21   you would see it in the original but it is pretty obvious

22   what the information is.  You know that this is just in

23   dollars.  It is not in millions.

24        Here you have a one, and obviously that is a

25   footnote, and you can even in some circumstances put a URL in

1   there and make an anchor link.  So there are some things that

2   you can actually take out of your HTML filing and kind of put

3   in here directly.  Here is just the first of those, the other

4   information.  Here is the entity information, which is going

5   to appear pretty much in every filing because it has to be in

6   every filing.

7        Remember I was talking about the entity registrant

8   name before, that has to be there.  The CIK has to be there.

9   There has to be a fiscal year end date for most filings that

10   represent periodic statements and so on.

11        So, once again, this is not something you would see

12   in your original HTML or ASCII but it certainly is good for

13   looking at that and seeing that you have got everything and

14   that you didn't accidentally put in 12/30 instead of 12/31

15   and whatnot.

16        And then the all reports button just lays those out

17   in a long line, a big long browser page.  And that is the one

18   that often if you need to go and take it offline to go review

19   it, do checkmarks and so on, that is the generally the one

20   that you are going to print.  Printing it to pdf, for

21   example, will sort of show you page by page what each of

22   those, what is on each page, but it certainly does not

23   preserve the blue lines and it doesn't preserve necessarily

24   all the font information but the point is this is the sort of

25   thing you might do if you were actually going to be reviewing

1  the data against the original to make sure it was all

2  correct.

3       Alright, so here is our contact info, the SEC slide,

4  letting you know how it is you get to us.  And I think you

5  have heard that two or three times today, so that I don't

6  need to say that again.

7       Let me go back now to the part at the beginning of

8  the slides, which I skipped over.  Oops, not that far in the

9  beginning.  So as time goes on, we are refining the EDGAR

10  Filer Manual and our use of XBRL.  And in some cases, we are

11  tightening things up, asking for additional information so as

12  to make the data more usable.  In other cases, we are

13  actually relaxing restrictions because we find that filers

14  are generally doing something correctly, naturally or we

15  don't need the restriction or what have you.  So these things

16  are going to be changing around the fringes from time to

17  time.

18       So here are some draft changes to the Filer Manual.

19  We had a problem for the first two or three quarters where we

20  had not really anticipated the possibility that a company

21  might have several different share classes, and therefore not

22  on their first page of their K or Q be able to report "the"

23  common shares, okay.  And we were asking for the common

24  shares.  So, we have added a new rule that explains how to do

25  that and actually relaxed the requirement that you have only

1  one common shares number.

2      We also have now added two different pieces of

3  information, which I believe I am going to explain in a

4  minute.  Actually, let me just explain it here right now.  As

5  we have worked with the XBRL data coming in, any of you who

6  follow kind of XBRL public mailing lists or listen to

7  commentators or read the blogs, understand that there is a

8  perception that the XBRL data is difficult to use because of

9  extensions.

10          It turns out that when people say it is difficult

11  to use, they mean they need a lot of software, and they need

12  to write their own software or buy somebody's software.  That

13  is really all they mean.  They mean they cannot sort of read

14  the files and do it themselves.

15          It turns out that a surprising amount of code has

16  to be written just in order to map the XBRL's very detailed

17  assignment of periods, which is very precise.  It says

18  exactly on what day something was measured or the beginning

19  date and the ending date, and mapping that on to what people

20  normally do for financial analysis, which is to like put it

21  into calendar quarters or fiscal quarters.  And there is a

22  surprising amount of code and a lot of special cases that you

23  have to deal with, with retail companies and mergers and

24  changes of period and so on.

25          So rather than have people do that in code that

1  they have to maintain after the XBRL files are published, we

2  are actually moving that up into the process because

3  everybody who is filing something knows very well what fiscal

4  quarter and what fiscal period they are talking about.  It is

5  very easy to put it in there, so we will just have them put

6  it in there and that is now a required field in the filing.

7       Okay, so that is the explanation for that.  It is

8  one of the steps that we are taking to make the data easier

9  to use on the output.

10       Now, I mentioned before that in some cases we

11  actually are relaxing some of our requirements.  So two of

12  the rules, 6.5.31 and 6.16.2, are actually now no longer

13  effective.  These are restrictions which we no longer need,

14  and you do not need to worry about.  Your validator can

15  ignore them.

16       There is the example and the warning messages that

17  you will see, doc type missing, document fiscal year focus.

18  So if you have one of these document types, which I think I

19  listed here, Q's, K's, 40-F's and so on, then you will need

20  to provide a fiscal year focus, which is obviously a fiscal

21  year.  And then one of these fiscal periods, which most of

22  the time will be FY for fiscal year, Q1, Q2, Q3, Q4 or there

23  are trimesters sometimes and there are sort of nine month

24  periods and there are calendar years and all sorts of things

25  can appear in the content of a report.

1       Alright, here is another--and there is the actual

2  text of the new rule that has to do with common shares

3  outstanding.  If you are a company in which you haven't seen

4  this problem before, you don't care about it and you don't

5  know why anybody would be unhappy about it.

6       The first paragraph applies to you.  You have got

7  one class of stock.  That is what you report on the face, on

8  the cover sheet of your Q or K.  And it is the number that

9  you put into your XBRL instance document.

10       If, however, you have multiple classes of stock,

11   then there is a way, and this details it, of exactly how to

12   use an XBRL dimension, exactly what are the elements and also

13   what you do not put into the instance.  And the basic idea is

14   you carve it up and say, okay, I don't have a single number

15   for common shares outstanding.  I have common shares

16   outstanding for Class A.  I have common shares outstanding

17   for Class B.  I have common shares outstanding for Class C

18   and what have you.  So, once again, only applies to common

19   stock.  Do not need to say anything about your preferred

20   shares or any of those other exotic kinds of classes, but it

21   does solve this problem with the common stock shares

22   outstanding.

23         And I think this is actually prototypical.  Where

24   people have had trouble before, understanding how they handle

25   the situations that come up for larger companies, large

1  conglomerates and sort of complex ownership structures, I

2  think you can sort of look at this and say, yes, today we

3  have kind of a restrictive rule that says how to do that.  We

4  hope to be providing in the manual more specific guidance

5  about exactly how to model that because that, after all, does

6  make it more useable on the output.

7       And that is the end.  And now, I don't know about

8  questions, but I do know that David Blaszkowsky, who is the

9  Director of the Office of Interactive Data, is now going to

10  say a few closing words.

11       Thank you.

12       MR. BLASZKOWSKY:  Thank you, Walter, for those great

13  practical tips and for the insights into how things actually

14  are working behind the scenes, as well as for that wonderful

15  metaphor of a Ferris Wheel.  It made me feel very happy and

16  warm.  I like Ferris Wheels.

17       Just a few brief remarks before we break.  Most

18  importantly, thank you to those of you here in Washington and

19  to those of you out on the web for your participation, for

20  your consideration.  We hope it really has been helpful to

21  you, and will continue to be a resource for you on the web in

22  the coming days, weeks and months.  Also, just please accept

23  my apology as well.  I understand that at the beginning of

24  this conference, there was some significant technical

25  difficulties on the webcast.

96

1        I think we got them arranged and repaired, but

2  again for those of you were inconvenienced, our apologies.

3  We also will try very hard to get this webcast turned around

4  as rapidly as possible and posted on the web for those who

5  might not have been able to rejoin, so that everyone, those

6  who did and those weren't able to rejoin, are able to get

7  everything from the broadcast, this webcast, that they need

8  to do their tagging.

9        On additional questions, for questions about the

10  EDGAR Filer Manual or for questions about a filing, please

11  contact our EDGAR technical support team who can be reached

12  at the number I gave earlier, (202) 551-8900 during normal

13  operation hours or by e-mailing webtech@sec.gov.

14          For questions relating more generally to

15  interactive data and to the related rules, please contact us

16  at the Office of Interactive Data by e-mailing us at our

17  e-mail, ask-oid@sec.gov.  That is ask-oid@sec.gov or by

18  calling (202) 551-4144 to reach the staff.  And please also

19  visit our website, xbrl.sec.gov, for updated and related

20  information such as for links to FAQs and to other clarifying

21  materials, as well as the link to this particular webcast.

22          Please remember, as I think all of us have said, we

23  the staff are here to help.  We want to make your XBRL filing

24  process as smooth and as easy as possible.  And that is a

25  heartfelt sentiment.

1       Thanks also to our panelists and speakers, to Mark

2   Green, Joel Levine, Susan Yount, Tony Mealey and Walter

3   Hamscher as well as to Shelley Parratt.  A special thanks to

4   Susan, Susan Yount, for her role in coordinating the many

5   people and the many parts of this seminar and to Jeff Naummann

6   for his overall leadership in the implementation of these

7   programs and interactive data generally.

8       We expect to host more of these seminars as

9   additional phases of the XBRL rules become effective.  If you

10  have any thoughts or suggestions on how we can make these

11  kinds of meetings more helpful, please let us know.  Please

12  reach out to us.

13       Please also if you will be required this year

14  either to start detail tagging your footnotes or to start

15  tagging altogether, now, now is the time to get started.

16  Please do not delay choosing whether you are doing outsourced

17  or doing it yourself, and you need to start to generate your

18  own financial statements so as to enable you and your

19  management due time to get used to it and to get it right.

20       So, again, thanks for attending today's XBRL Public

21  Education Seminar.  We hope it has been helpful.  We hope it

22  has been informative.  And on that point, we will let you

23  know in the future the dates for seminars for the additional

24   mandatory start dates for mutual funds and for smaller

25   companies for the next round of filers, and we hope you will

1   give us feedback throughout at the ask-oid e-mail address.

2          Good afternoon, and much success to you with your

3   tagging and with interactive data generally.

4

5          (Whereupon, the seminar was adjourned.)

6                 * * * * *