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May 2, 2008

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

File No. S7-05-08

Dear Ms. Morris:

We are pleased to submit this letter in response to the request of the U.S. Securities and Exchange Commission (the "Commission") for comments regarding its proposals to change certain rules relating to foreign private issuers ("FPIs") that are intended to both improve those issuers access to the U.S. public capital markets and enhance the information available to investors. The proposals were published in Release Nos. 33-8900; 34-57409; International Series Release No. 1308, Foreign Issuer Reporting Enhancements (February 29, 2008) (the "Release").

While we support many of the proposed changes, the Commission should not adopt the proposed changes to the Form 20-F filing deadlines. The Commission has consistently recognized the importance of balancing the sometimes competing objectives relating to the need for timely flow of public company information to investors, the need for accurate and complete disclosures and the imposition of undue burden and expense on issuers. Based on our representation of FPIs located in numerous jurisdictions, we believe the filing deadline proposals would impose an undue burden and expense on many FPIs for the reasons discussed below. In our view, these burdens and costs significantly outweigh any benefits that this proposal is intended to provide investors.

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- ***It is our understanding that, for at least the next several years, a large number of FPIs will prepare audited U.S. GAAP financial statement reconciliations.***
Based on our observations, many FPIs do not prepare their primary financial statements in accordance with either generally accepted accounting principles in the U.S. (“U.S. GAAP”) or the English language version of International Financial Reporting Standards as issued by the International Accounting Standards Board. Consequently, these FPIs must include U.S. GAAP reconciliations in their annual reports on Form 20-F. This requires a significant amount of time and effort by both the issuers and their auditors to complete and is almost always undertaken after the primary annual financial statements have been finalized, including the audit.
- ***A large number of FPIs prepare their home country disclosure documents in a foreign language and, therefore, must prepare English translations or English summaries of foreign language documents and financial information.*** Again, based on our experience, the preparation of English translations or summaries is a time-consuming process that cannot be undertaken until the primary foreign language disclosures, including financial statements and other financial information, are finalized. Only then does an issuer begin the English translation process with the assistance of its advisors, including its counsel (which often consists of at least two law firms), its foreign translators, and its independent auditors. This effort is made more time-consuming by the need to hire translators who are knowledgeable in both “home-country” and U.S. GAAP accounting, financial, business, disclosure, and relevant industry matters, who are not associated with the company’s independent auditors, and who appreciate the often subtle language terminology differences. This is necessary in order to permit FPIs to file annual reports with the Commission that provide investors with full, fair, and transparent disclosures and comply with U.S. federal securities laws. Failure to provide for sufficient time to prepare the documents likely will result in a reduction in the quality of annual reports, particularly with respect to the Operating and Financial Review and Prospects disclosures, a consequence detrimental to both the protection of investors and the Commission’s longstanding and continuing efforts to encourage issuers to improve the transparency and quality of these disclosures.
- ***Failure to timely file.*** In deciding whether to shorten the filing period and by how much, the Commission should consider the serious consequences to FPIs for late filings. In addition to potential Commission enforcement actions, a failure to timely file will result in the loss of issuer eligibility to use the short-form registration statement, Form F-3, and thereby increase the costs and burdens of raising capital in the U.S. markets. Further, a FPI that is a well-known seasoned

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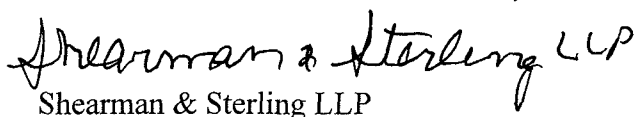
issuer would lose the significant benefits afforded such issuers as part of the Securities Offering Reform initiatives adopted by the Commission in Release No. 33-8591 (July 19, 2005).

In addition to the specific points discussed above, it also is our view that the proposal, if adopted, would provide another incentive for FPIs to avoid the U.S. capital markets resulting in fewer protections afforded to investors under the U.S. federal securities laws and continued erosion of the competitive position of the U.S. markets in the global financial markets.

Should the Commission determine that a shorter time period is necessary for the protection of U.S. investors, we would recommend that the due date be reduced to May 15 for FPIs other than FPIs who have less than US\$ 75 million as of the closing date of their most recently completed second fiscal quarter ("Non-accelerated filers"). The due date for Non-accelerated filers who are FPIs should remain unchanged.

We thank you for the opportunity to comment on the proposals. We would be happy to discuss with you any of our comments or any other matters you believe might assist you in your review of the proposal. Please do not hesitate to contact Abigail Arms at 202-508-8025 or Antonia Stolper at 212-848-5009 should you like to discuss these matters.

Very truly yours,


Shearman & Sterling LLP

cc: Christopher Cox, Chairman
Paul S. Atkins, Commissioner
Kathleen L. Casey, Commissioner
John W. White, Director, Division of Corporation Finance
Paul Dudek, Chief, Office of International Corporate Finance
Felicia H. Kung, Senior Special Counsel, Office of International Corporate Finance