October 18, 2010

VIA Email: rule-comments@sec.gov

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

Dear Ms. Murphy:

RE: File Number 4-608 Consideration of Incorporating IFRS

We appreciate the opportunity to respond to the request from the Securities and Exchange Commission (the "Commission") in its consideration of incorporating IFRS into the financial reporting system for U.S. issuers.

As a global company, we can see the benefits of incorporating a single set of high-quality globally accepted accounting standards in the U.S. and therefore support the ongoing global convergence/conversion efforts. However, because there are so many interdependencies for U.S. companies following U.S. GAAP, a transition to a set of accounting standards other than U.S. GAAP requires adequate time to understand new rules, train stakeholders, plan transition, modify processes, information systems, contractual arrangements and ultimately internal controls over financial reporting.

Background

Beckman Coulter, Inc. is a leading manufacturer of biomedical testing instrument systems, tests and supplies that simplify and automate laboratory processes for improving patient health and reducing the cost of care. Our company's market capitalization is approximately $3.3 billion with 2009 revenues in excess of $3.2 billion.

Comments

The "Work Plan" developed by the SEC Staff requires the consideration of specific areas and factors before potentially transitioning to IFRS in the U.S. market. It also identifies a number of topics for further study, including the three topics that are the subject of this solicitation for comment.

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Overall, we believe that if IFRS is to be adopted in the U.S., adequate lead-time from the point a decision is made to adopt IFRS until the effective date of adoption or transition is crucial. Furthermore, it is important that the decision to adopt IFRS be made swiftly and definitively in order to minimize added costs which would be incurred due to uncertainty while U.S. issuers consider how they will maintain dual ledgers to support the expected transition requirements. We hereby provide the following comments for your consideration:

Contractual Arrangements

The application, interpretation and enforcement of certain material contractual commercial arrangements would be impacted by the adoption of IFRS. Certain covenants, including financial covenants and negative covenants, set forth in financing documents generally (i) require application of U.S. GAAP in determining compliance with financial benchmarks or thresholds and (ii) have established such financial benchmarks or thresholds based on an underlying assumption that U.S. GAAP would be applied. A move to IFRS would require amendments to such covenants and/or maintaining dual ledgers under IFRS and U.S. GAAP to demonstrate compliance with such covenants. In particular, amendments to trust indentures for outstanding notes or debentures would generally necessitate engaging in consent solicitations and payment of consent fee and legal and administrative expenses to procure the approval of majority of the outstanding notes required to effectuate an amendment to a set of accounting standards other than U.S. GAAP. Furthermore, amendments to credit facility agreements would generally require obtaining consent from the requisite members of the syndicate and may require a payment of an amendment fee to all members of the syndicate.

We suggest at least two full years of comparable financial information under IFRS before the "year of adoption". Before we can report under IFRS, however, we would need to modify our processes and information systems to capture such data. For example, if the Commission decided in 2011 to incorporate IFRS in the U.S. (including the new Joint Project standards on Revenue Recognition and Lease Accounting), we would need not only the remainder of 2011, but also 2012 and 2013 to develop the necessary information systems to capture the new reporting and disclosure requirements. As such, we would not be ready to capture the data requirements under IFRS until the beginning of 2014. Fiscal year 2014 and 2015 would therefore serve as comparable periods, so not until after fiscal year 2015 would we have reliable financial information under IFRS to renegotiate new "base-line" figures in certain of our contractual arrangements. As a result, we anticipate fiscal year 2016 is more likely the first year we would be ready to adopt IFRS, with 2015 and 2014 as comparable periods.

Additionally, we would suggest that the Commission and other regulators coordinate efforts to more fully understand the potential affects to U.S. issuers in its transactional and/or contractual relationships with its business partners (banks, customers, vendors), who may not be required to adopt IFRS. This may include coordination with the International Chamber of Commence over the transfer of goods and services in the determination of when title and/or risk of loss is transferred from the seller to the buyer and its impact to revenue recognition under IFRS.

Corporate Governance; Stock Exchange Listing Requirements

There are significant accounting and reporting changes in the horizon for U.S. registrants. As IFRS is being considered in the long-term, we must be proactive now in evaluating the potential impacts of IFRS. However, we are generally more concerned with the implications coming from the significant accounting standard changes in the Joint FASB and IASB Convergence Project ("Joint Project").

Irrespective of whether U.S. GAAP is converged with IFRS or if IFRS is adopted in the U.S., the accounting standards as we know them are changing significantly. Many of the new proposed accounting standards in the Joint Project will create significant changes, such as Lease Accounting, Revenue Recognition, and Financial Statement Presentation, which seem to warrant more effort to plan adoption as compared to other recent U.S. GAAP changes. The scale of impact will likely affect "the way we do business" and therefore we anticipate will require more coordination with customers, vendors and other stakeholders than for other rule changes in the past. Considering the number of significant accounting changes coming, U.S. issuers will need adequate lead-time to fully understand and incorporate the accounting changes.

With respect to potential impact on the qualification of audit committee members such accounting changes may have, although many audit committee members may deem it prudent to enhance their knowledge of IFRS in light of their responsibility for oversight of the preparation and audit of financial statements, we do not believe that the incorporation of IFRS per se, materially affects their ability to qualify as "audit committee financial expert" as defined in Regulation S-K. We believe that audit committee members' broad based knowledge of accounting standards will be sufficient to continue to serve as audit committee members even after the incorporation of IFRS into the financial reporting system for U.S. issuers. The audit committee members will be able to supplement their broad based accounting knowledge with additional education and the use of expert resources, as they deem necessary, to fully understand the changes in financial reporting for the U.S. issuers they serve.

In summary, companies need adequate lead-time if and when the Commission decides to incorporate IFRS into the financial reporting system for U.S. issuers. Adequate lead-time is essential for companies to understand the impact of, and to incorporate and implement, such changes in accounting standards. These significant changes will requires the coordination of many resources and will have a significant impact on management information systems.

Thank you for the opportunity to provide comments on the Work Plan. Please contact me at (714) 961-3285 or via email at cdbeaver@beckman.com with any questions.

Sincerely,

Carolyn D. Beaver

Carolyn D. Beaver
Corporate Vice President, Controller
Chief Accounting Officer

cc: B. Hurley, Beckman Coulter, Inc.
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