

November 24, 2008

Campbell Pryde
Vice President and Chief Standards Officer
XBRL US
1050 Connecticut Avenue NW, Suite 400
Washington, DC 20036

Re: Investment Management XBRL Taxonomies Public Review (SEC File No. S7-12-08)

Dear Mr. Pryde:

The Investment Company Institute¹ wishes to express concern about the timeline established by XBRL US for public review of the Investment Management Taxonomies,² and in particular the Mutual Fund Risk/Return Summary Taxonomy (the "Taxonomy"). Institute staff have reviewed the draft Taxonomy and submitted comments through the electronic comment process. However, we do not believe that we or other commenters can adequately review and comment on the draft Taxonomy until the Securities and Exchange Commission publishes certain final rule amendments that may impact it.³ We urge you to extend or reopen your comment period to allow for such review.

Two recent SEC initiatives could require changes to the current risk/return summary portion of Form N-1A. First, on November 19th, the Commission adopted a proposal to permit open-end management investment companies⁴ to provide investors with a summary of key information (a

¹ The Investment Company Institute is the national association of U.S. investment companies, including mutual funds, closed-end funds, exchange-traded funds (ETFs), and unit investment trusts (UITs). ICI seeks to encourage adherence to high ethical standards, promote public understanding, and otherwise advance the interests of funds, their shareholders, directors, and advisers. Members of ICI manage total assets of \$11.2 trillion and serve almost 90 million shareholders.

² See "XBRL US Announces Public Review of Data Tags for Mutual Fund Risk/Return Summary and Schedule of Investments," XBRL US Press Release (Oct. 21, 2008), available at <http://www.xbrl.us/press/Pages/20081021.aspx> (explaining that the comment period for the taxonomies will close on November 24, 2008).

³ The Institute's concerns about the impact of these rule amendments on the taxonomy, and on the Commission's proposal that funds be required to furnish risk/return summary information in XBRL format, were set forth in detail in a recent comment letter to the SEC, in which we urged the Commission to proceed with its mandatory XBRL initiative in a more deliberate manner. See Letter from Karrie McMillan, General Counsel, to Florence E. Harmon, Acting Secretary, U.S. Securities and Exchange Commission, dated Aug. 1, 2008, available at <http://www.sec.gov/comments/s7-12-08/s71208-13.pdf>.

⁴ Open-end management investment companies include mutual funds and exchange-traded funds.

“Summary Prospectus”), and make additional information available on the Internet.⁵ The final rule text has not been made available to the public at this time. Another pending SEC rule proposal would permit certain exchange-traded funds to begin operating without first obtaining exemptive relief.⁶

Based on our review of the Taxonomy, we believe XBRL US has incorporated most of the proposed changes included in the two rule proposals, in approximately the form in which they were proposed. During the public comment process for these proposals, however, the SEC received a number of comments addressing certain of these proposed changes.⁷ Accordingly, it is possible that the final requirements will differ from those proposed. Until the final rule text is available, the Institute and other interested parties – including XBRL US – will not know the precise status of the proposed changes to the risk/return summary, and therefore will not be able to determine, let alone comment on, whether the Taxonomy properly conforms to the requirements of the risk/return summary section of Form N-1A.⁸

The need for such conformity is critical. The Commission has proposed that funds be *required* to furnish their risk/return summaries in XBRL.⁹ Under the proposal, a fund could potentially face liability under the securities laws for providing an XBRL file that is not “identical[] in all material respects” to the “related official filing,” *i.e.*, Form N-1A. It is therefore essential that the Taxonomy facilitate consistency between the Taxonomy and the requirements of Form N-1A. The best way to ensure such consistency is to provide adequate opportunity for the public to examine it in connection with the final Form N-1A amendments. We believe such a review opportunity would also be consistent with the Commission’s obligations under the Administrative Procedure Act with respect to notice and comment rulemaking.

⁵ See “SEC Improves Disclosure for Mutual Fund Investors,” SEC Press Release (Nov. 19, 2008), available at <http://www.sec.gov/news/press/2008/2008-275.htm>; see also Enhanced Disclosure and New Prospectus Delivery Option for Registered Open-End Management Investment Companies, SEC Release Nos. 33-8861 and IC-28064 (Nov. 21, 2007), 72 Fed. Reg. 67790 (Nov. 30, 2007) (“Summary Prospectus Proposal”).

⁶ Exchange-Traded Funds, Proposed Rule, SEC Release Nos. 33-8901 and IC-28193 (Mar. 11, 2008), 73 Fed. Reg. 14618 (Mar. 18, 2007) (“ETF Proposal”). We understand that, as adopted, the Summary Prospectus Proposal incorporates certain changes to the risk/return summary that were part of the ETF Proposal. It remains unclear, however, whether the ETF Proposal, if adopted, will require additional changes to the risk/return summary. The status of the changes proposed as part of the ETF Proposal may be clarified in an adopting release for the Summary Prospectus Proposal.

⁷ For example, the proposed addition of a portfolio turnover disclosure in the Summary Prospectus Proposal garnered substantial comments, as did the proposal to require ETFs to add average annual total returns based on market price to the performance table.

⁸ Even if an adopting release is available on or before November 24, when the Taxonomy comment period closes, the public needs sufficient time to consider the Taxonomy in light of the revisions to Form N-1A.

⁹ See Interactive Data for Mutual Fund Risk/Return Summary, SEC Release Nos. 33-8929, 34-57942, IC-28929 (June 10, 2008), 73 Fed. Reg. 35442 (June 23, 2008).

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We urge XBRL US either to extend the comment period on the Taxonomy for at least 30 days after the final Form N-1A text is available, or to reopen the comment period at that point to allow public comments on the Taxonomy in light of the rule amendments. The Taxonomy should be submitted to XBRL International for acknowledgment only after such comments have been considered.

If you have any questions about our comments, or would like any additional information, please contact me at 202/326-5815, Frances Stadler at 202/326-5822 or Mara Shreck at 202/326-5923.

Sincerely,



Karrie McMillan
General Counsel

cc: The Honorable Christopher Cox, Chairman, U.S. Securities and Exchange Commission
The Honorable Kathleen L. Casey, Commissioner, U.S. Securities and Exchange Commission
The Honorable Elisse B. Walter, Commissioner, U.S. Securities and Exchange Commission
The Honorable Luis A. Aguilar, Commissioner, U.S. Securities and Exchange Commission
The Honorable Troy A. Paredes, Commissioner, U.S. Securities and Exchange Commission

Andrew J. Donohue, Director
Susan Nash, Associate Director
Division of Investment Management, U.S. Securities and Exchange Commission

David Blazzkowsky, Director
Jeffrey W. Naumann, Assistant Director
Office of Interactive Disclosure, U.S. Securities and Exchange Commission

Florence E. Harmon, Acting Secretary, U.S. Securities and Exchange Commission