

INSIGHTS

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■ SECURITIES DISCLOSURE

Bridging the “New GAAP” in the Upcoming 10-K

The FASB has adopted a sweeping new revenue recognition standard. Public companies face year-end financial reporting challenges in preparing the transition disclosure required.

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One of the most difficult financial reporting challenges many calendar-year reporting companies will face in preparing their upcoming annual reports on Form 10-K will be the transition disclosure required by the SEC relating to FASB’s sweeping new revenue recognition accounting standard, Accounting Standards Codification (ASC) Topic 606, *Revenue from Contracts with Customers*.¹ The new standard will take effect for these companies on January 1, 2018. Through speeches, announcements and comment letters, the SEC staff has offered detailed guidance on the pre-adoption disclosures they believe companies should be providing in accordance with Staff Accounting Bulletin No. 74 (SAB 74).² So too, they have provided guidance on the factors they believe companies should

be considering in determining whether and how internal control over financial reporting (ICFR) should be changed to meet the demands of the new standard and, if such changes are material, disclosed. The SEC staff also has emphasized the important roles that audit committees and outside auditors should play in the transition process.

The impact of these messages has been reinforced by PCAOB Staff Audit Practice Alert No. 15, *Matters Related to Auditing Revenue from Contracts with Customers*,³ issued on October 5, 2017. While addressed to auditors, the Staff Practice Alert lets financial management and audit committees know what to expect as their auditors evaluate the company’s pre-adoption transition disclosures, implementation and related ICFR matters in connection with upcoming year-end audits.

Companies should note that the transition to ASC 606 is a prelude to other transition challenges. SEC and PCAOB staff scrutiny has been expanding beyond revenue recognition to cover the transition to other important U.S. GAAP standards whose effective dates loom on the near horizon—including in particular leases (ASC 842, effective in 2019)⁴ and financial instrument credit losses (ASC 326, effective in 2020)⁵—both of which, along with ASC 606, SEC Chief Accountant Wesley Bricker has termed the “New GAAP.”⁶

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Revenue Recognition in a Nutshell

ASC 606 creates a comprehensive new revenue recognition accounting model based on a core principle:

an entity shall recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.⁷

Superseding most (if not all) of FASB's previous, sometimes industry-specific revenue recognition guidance, the new standard establishes five general criteria for recognizing revenue in accordance with this core principle: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the customer obtains control of that good or service. Extensive new quantitative and qualitative footnote disclosure also will be required.

ASC 606 must be applied retrospectively under one of two basic transition methods: (1) full retrospective, requiring restatement of revenues (and expenses) for all historical reporting periods presented in the financial statements, subject to election of certain transitional "practical expedients" permitted by FASB; and (2) modified retrospective, which dispenses with restatement of prior-period revenue but requires a cumulative adjustment for the effects of the new standard upon adoption on the effective date. As discussed below, various types of relief, including relief to facilitate use of short-form shelf registration on Form S-3, may be available to companies choosing the full retrospective method.

Companies now wrestling with complex implementation issues for ASC 606 (or any other New GAAP standard) should note that the SEC's Office of Chief Accountant (OCA) has expressed its continued willingness to engage in non-public,

pre-filing consultations with individual companies, and has stressed that the staff has and will continue to accept reasonable judgments made by management in the application of these standards. Division of Corporation Finance Chief Accountant, Mark Kronforst, who will be departing in January 2018, has suggested that companies consider invoking the waiver process available under Rule 3-13 of Regulation S-X.

SEC Staff Guidance for Pre-Adoption Transition Disclosure

During a September 2016 meeting of FASB's Emerging Issues Task Force (EITF), SEC Assistant Deputy Chief Accountant Jenifer Minke-Girard announced the staff's position on the application of SAB 74 to disclosures in the financial statement footnotes regarding the potential impact of adopting the new revenue recognition standard in a future period.⁸ Since last fall, this guidance has been reinforced and expanded to cover leases and financial instruments (with a particular emphasis on the new credit loss standard).⁹

SAB 74 disclosure guidance recognizes that, at a given reporting date, company management may not know, or may not be able to estimate reasonably, the financial statement impact of adopting a new accounting standard. Where this is the case, however, the guidance calls for this fact to be disclosed in the footnotes to the financial statements and, as necessary or appropriate, in Management's Discussion and Analysis (MD&A); for example, as a "known material trend or uncertainty" and/or critical accounting estimate.

In addition, the guidance calls for the following qualitative disclosures, which the staff expects to evolve "and become more informative to users of financial statements" as the effective date approaches:

- The date of mandatory adoption of the new standard, and the date on which the company plans to adopt it.
- Where there are alternatives (in the case of revenue recognition, full retrospective and modified

retrospective), which transition method will be selected, if decided, and why that method has been chosen.

- The status of the company's implementation process.
- A description of any significant implementation issues that have not yet been addressed.
- The anticipated impact of the accounting policies the company plans to adopt, if known, and an explanation of how these new policies may differ from current accounting policies (e.g., in terms of timing of revenue recognition; impact on particular revenue streams, such as licenses, gift cards, etc.).
- The potential impact of other significant matters the company believes might result from adoption (e.g., tax accounting implications; planned or intended changes in business practices).

In a mid-November speech aimed primarily at members of financial management and other personnel responsible for preparing their companies' fiscal 2017 financial statements, SEC Chief Accountant Wesley Bricker observed that "[s]ome public companies may need to accelerate the pace of their work to complete their [ASC 606] implementation [in a] timely" manner.¹⁰ In his view, companies focusing on their third and fourth quarter reporting should "be in a position to disclose in their SAB 74 disclosures the anticipated impact, at least qualitatively and directionally, of adoption of the [new] revenue standard."¹¹

In a recent report,¹² Financial Executives International (FEI) reviewed the progress the Fortune 500 had made as of their Q3 2017 Form 10-Q filings. According to FEI, 14 percent of the Fortune 500 disclosed an estimated quantitative impact of adopting ASC 606, 58 percent disclosed that they expected the impact to be immaterial, and 45 percent disclosed that they are continuing to assess the impact of adoption. With respect to the method of adoption, 15 percent of the Fortune 500 disclosed they would use the full retrospective method, 71 percent disclosed they would use the modified

retrospective method and 14 percent did not disclose the selection of a method.

Along with the disclosure implications of adopting a new standard itself, SEC staff accountants have urged companies to keep a watchful eye on the disclosure implications of changes made to ICFR in anticipation of adopting the standard. As the effective date of ASC 606 (and/or any of the other New GAAP) nears, these changes may rise to the level of a "material change" in ICFR that must be disclosed under Item 9A, Part II of Form 10-K.

Internal Control Considerations

SEC Chief Accountant Bricker and other OCA staff members have identified factors that they believe companies should consider in determining whether and how to update their ICFR systems as they prepare for adoption of ASC 606 and other New GAAP standards. Companies should keep in mind that their outside auditors, put on heightened alert by the PCAOB, will be considering these factors in conducting the integrated audit of their clients' fiscal 2017 financial statements and ICFR.

Accounting resources. Employees charged with applying ASC 606 must have the professional competence to evaluate revenue arrangements and apply the principles of ASC 606 properly. To ensure this, companies "need to assess and continually reassess the impact [of the new standard] to their existing accounting and financial reporting competencies and make adjustments as appropriate to their training, retention and recruitment programs."¹³

Management judgment. ASC 606 will require the application of significant management judgment,¹⁴ thus "highlight[ing] the importance of a company's control environment – setting the right 'tone at the top' and expectations for responsible conduct throughout the organization."¹⁵ Under the oversight of the audit committee, "[m]anagement should consider whether [ICFR] changes to support the formation of sound judgments

are needed in applying the new standard[s].” Management should document the evidentiary support for judgments made in respect of the company’s transition to all of the New GAAP standards, in anticipation of the next integrated audit of the annual financial statements and ICFR. Recognizing the inherent complexity of this task, OCA Deputy Chief Accountant Teotia suggested taking a holistic approach to implementation and post-adoption application of ASC 606, explaining that there are so many areas demanding managerial judgment that

it may be most effective and efficient to think about the accounting, [footnote] disclosures, and ICFR concurrently, including the disclosure of disaggregated revenue and the disclosure of remaining performance obligations.¹⁶

Technology. Mr. Bricker pointed out, in a September 2017 speech focusing on the new credit losses standard, that there are more technology options than ever available to help companies prepare their accounting books and records and to re-design (if necessary) and operate internal accounting control processes as they transition to the New GAAP. He went on to explain that “automated, preventive controls can offer certain benefits versus manual, detective controls.” Along with the obvious benefits of technology, however, “there can also be a shift in the nature of risk to be identified and addressed through internal controls.”¹⁷ The recent spate of corporate cyber-hacking attacks underscores the vulnerability of automated financial reporting control systems, and the concomitant need for heightened security measures.

Documentation. Mr. Bricker also reminded management that “[d]ocumentation can facilitate the retention or transfer of knowledge useful in resolving discussions more quickly related to things like the identification and assessment of risks, control design, testing strategy, and evaluation of deficiencies.” To illustrate, he observed that “sufficiently detailed

control descriptions can support the quality and consistency of control operation, particularly where there is judgment in the execution.”¹⁸

Internal communications. Companies should assess the financial reporting implications of changes that may be made to their established business practices during the transition period, such as changes to customer contracts. Because of the unprecedented level of disaggregated footnote disclosure that will be required, application of ASC 606 may call for the collection, sharing and analysis of new and different types of information throughout the entire organization. Accordingly, “it will be important to take a fresh look at the information and communication component of ICFR and the related controls over a company’s information technology.”

Identification and mitigation of new or changing risks. Finally, management must consider whether the potential for management bias in formulating the reasonable judgments required by ASC 606 will trigger “new risks, or changes in previously identified risks, including fraud risks.”¹⁹ Specific examples of areas susceptible to management bias cited by the staff include

identification of performance obligations, the estimation of standalone selling price for distinct goods and services, as well as the estimation of variable consideration when determining the transaction price.

According to OCA staff, “[i]t is important for management to consider whether new or changes in internal controls are warranted to reduce the risk associated with management bias.”

The private sector Anti-Fraud Collaboration, whose members include individuals serving on corporate audit committees, financial executives, internal auditors and external auditors, also has sounded a cautionary note about the potential for fraud in the application of ASC 606—and therefore the importance of instituting robust controls.²⁰ In a March 2017 report, the Collaboration identified

certain characteristics of the new revenue recognition standard that make the standard particularly vulnerable to earnings management. Among these characteristics are the close ties between revenue recognition and certain key metrics—earnings, margins and revenue itself—that are crucial to the market’s valuation of a company’s stock and often form the basis for employee compensation performance targets and decision-making within the C-suite. The Collaboration also cited as fraud risks the complexity and latitude for judgment inherent in the new revenue recognition standard, and the communication and training challenges facing multinational companies that derive a significant percentage of revenues from overseas activities and may be required to address changes in both U.S. GAAP and International Financial Reporting Standards (IFRS).

Finally, senior OCA staff members have emphasized the perils to effective ICFR stemming from serial adoption of each of the New GAAP standards according to its future effective date, with the company potentially running out of time to achieve full and timely compliance with all such standards. SEC Chief Accountant Bricker cautioned against taking a “purely sequential implementation” approach to the mandatory transition to New GAAP, whereby a company might defer implementation of the new accounting standards for leases (2019) and credit losses (2020), for example, until after meeting the 2018 deadline for adoption of ASC 606.²¹ OCA Deputy Chief Accountant Sagar Teotia has similarly warned that, while not prohibited,

sequential implementation of the revenue recognition standard followed by the leases standard may leave a company in a situation where it finds that it has potentially limited its time to adopt the new leases standard and has limited its time to formulate reasonable judgments and assess potential changes needed in ICFR.²²

Insights from Transition Disclosures by Three Reporting Companies

To give readers some idea of the type of transition disclosures companies have been providing in periodic reports, we selected three large public companies—Microsoft Corporation, Ford Motor Company and General Electric Company—for analysis. As we discuss below, the level of granularity of each company’s SAB 74 disclosure appears to be tailored to the anticipated magnitude of the impact on that company’s financial statements and the expected method of adoption (modified vs. full retrospective).

Microsoft

An excellent example of detailed SAB 74 and ICFR-related disclosure can be found in Microsoft Corporation’s Form 10-K for the fiscal year ended June 30, 2017, filed with the SEC on August 2, 2017. Based on Audit Analytics’ research, we believe that Microsoft to date may have the distinction of being the only large-cap “double early adopter” of both the new revenue recognition and lease accounting standards in 2017. As Microsoft’s Chief Accounting Officer explained during a subsequent investor/analyst conference call,

‘[w]e chose to adopt ... [ASC 606 and ASC 842] early, primarily to simplify the communication of our results by eliminating the need for non-GAAP revenue reporting ... [and] to provide one set of restated financial statements to investors.’²³

Microsoft’s Form 10-K contains an expansive financial statement footnote presentation—in both narrative and tabular format, in Note 1 to the audited financial statements filed as part of the Form 10-K—of the expected quantified effects of the company’s adoption of these New GAAP standards on July 1, 2017. Moreover, while disclaiming any reportable material ICFR changes during its fiscal 2017 fourth quarter, Microsoft disclosed in management’s annual

ICFR report (in the body of the company's fiscal 2017 Form 10-K) that

[d]uring fiscal year 2017, we implemented internal controls to ensure we have adequately evaluated our contracts and properly assessed the impact of the new accounting standards related to revenue recognition and leases on our financial statements to facilitate the adoption on July 1, 2017. We do not expect significant changes to our internal control over financial due to the adoption of the new standards.

Microsoft chose the full retrospective transition method upon ASC 606 adoption, which will entail recasting historical revenues and expenses for comparable prior interim periods pending the company's filing of audited, restated annual financial statements for fiscal years 2017 and 2016. In light of this, the company seemed to anticipate investor and analyst questions on the implications of such adoption for previously reported revenues and costs and fiscal 2018 earnings guidance. Shortly after filing its 2016 Form 10-K, Microsoft published unaudited, restated historical financial information designed to facilitate its contemporaneous webcast explanation to the market of the expected effects of post-adoption application of the new revenue and lease accounting standards rather than waiting for its Form 10-K for the fiscal year ending June 30, 2018.

Ford

Ford Motor Company, a calendar-year registrant, disclosed in the financial statement footnotes in its fiscal 2016 Form 10-K filed with the SEC on February 9, 2017, that it planned to adopt ASC 606 early—effective January 1, 2017—and would apply the modified retrospective transition method. The company further indicated that it expected the total adjustment to the opening balance of retained earnings to be less than \$100 million, and that there would be “an immaterial impact to its net income on an ongoing basis.” Ford also disclosed, in the body of the Form

10-K (in response to Item 9A), that there were no reportable ICFR changes for the quarterly period preceding ASC 606 adoption. However, Ford had this to say, in its Q1 2017 Form 10-Q filed in late April 2017, about the ICFR effects of ASC 606 adoption, without characterizing any of the enumerated changes as “material”:

Beginning January 1, 2017, we implemented ASC 606, Revenue from Contracts with Customers. Although the new revenue standard is expected to have an immaterial impact on our ongoing net income, we did implement changes to our processes related to revenue recognition and the control activities within them. These included the development of new policies based on the five-step model provided in the new revenue standard, new training, ongoing contract review requirements, and gathering of information provided for disclosures.

In the footnotes to the interim financial statements included in this Form 10-Q (for the quarter ended March 31, 2017), Ford explained that because it had recognized the cumulative effect of applying ASC 606 (on January 1, 2017) as an adjustment to the opening balance of retained earnings, the company was not required to restate the prior-period comparative information. Note 3 to these financial statements provides interesting insights into how a large U.S. automotive company is addressing the new disaggregated revenue disclosure requirements.

GE

Robust SAB 74 and/or ICFR change-related disclosure has not been confined to periodic reports filed by early adopters of New GAAP. GE, which plans to adopt ASC 606 on January 1, 2018 pursuant to the full retrospective method, disclosed in the body of its fiscal 2016 Form 10-K filed February 24, 2017, under the caption “Other Items,” that it will update prior-period results for fiscal 2016 and 2017, respectively, upon adoption.

The company went on, in this Form 10-K, to state that it “expect[s] significant changes in the presentation of [its] financial statements, including: (1) timing of revenue recognition; and (2) changes in classification between revenue and costs.” Although application of ASC 606

will have no cash impact and, as such, does not affect the economics of [GE’s] underlying customer contracts[,] [t]he effect of applying the new guidance to our existing book of contracts will result in lower reported earnings in 2018 (and comparative periods previously reported) and in the early years after adoption. However, we expect to experience an increase in reported earnings, on that existing book of contracts, as they mature.

Following a largely qualitative technical discussion of the anticipated impact on customer contracts involving specific lines of business, GE disclosed that it expects a non-cash charge to its restated January 1, 2016 retained earnings balance of approximately \$4 billion, with about \$1 billion related to commercial aircraft engines and \$3 billion to Services businesses (predominantly Power and Aviation), as well as a reduction in restated fiscal 2016 EPS of approximately \$0.10. Turning to the potential dilutive effect of the new standard on 2018 earnings, GE stated that its estimates indicate that EPS will be lower by approximately \$0.05 compared with results that would have been calculated under current GAAP.

Without identifying the expected adoption date for the new lease accounting standard, and with the caveat that the company “continue[s] to evaluate the effect of [ASC 842] on its ongoing financial reporting,” GE also disclosed in the 2016 Form 10-K that “adoption of ... [this standard] may materially affect our Statement of Financial Position.”

GE’s Form 10-Q for its third fiscal 2017 quarter, filed on October 31, 2017, contains a fairly comprehensive qualitative and quantitative discussion and analysis (in the “Other Items” section of the

MD&A) of the anticipated financial statement impact of ASC 606 adoption on January 1, 2018. While largely reaffirming the disclosures made in the fiscal 2016 Form 10-K, there were some notable changes. Specifically, under the sub-caption “Current Range of Financial Statement Effect,” GE disclosed (among other things) that it now estimated that the 2016 restated EPS would decrease by \$0.13 rather than the previously reported \$0.10

due to further refinements in the application of our technical interpretations and detailed assessments at a contract level, which is a complex process for our long-term contracts. In addition, the impact on 2017 will also be a decrease to earnings; however, we are unable to complete that calculation until we finalize our 2017 results.

Finally, GE indicated that it would discontinue estimates of the impact of ASC 606 adoption on 2018 earnings because its books and records would be prepared exclusively under the new standard effective January 1, 2018.

Anticipating Post-Adoption Challenges

Communicating with the Market

Market observers are predicting that the application of ASC 606 will result in substantial differences in the accounting for contractual revenues and costs by companies in certain industries, which in turn could wreak havoc with established financial performance trend lines and pre-adoption earnings forecasts. A recent Morgan Stanley research study reportedly concludes, for example, that the computer software sector “is likely to be the most impacted due to relatively conservative revenue recognition rules currently in practice[.]”²⁴ In addition to presenting the quantitative and qualitative effects of New GAAP adoption in their SEC-filed financial statements, companies in a variety of sectors thus are now considering how best to communicate these effects to their analysts and investors

outside the four corners of their SEC-mandated periodic reports.

Microsoft decided to meet these challenges head-on, opting for simultaneous early adoption of the New GAAP relating to revenues and leases and an investor-friendly preview of the historical and future financial-statement impact under the full retrospective transition method. Depending on which retrospective transition methodology it has chosen, a company contemplating a January 1, 2018, adoption date may find helpful the following summary of Microsoft's multi-pronged approach to disclosure.

Companies are now considering how best to communicate these effects to their analysts and investors outside the four corners of their SEC-mandated periodic reports.

On August 3, 2017, one day after filing its fiscal 2017 Form 10-K with the SEC as discussed above—and slightly more than a month after adopting ASC 606 and ASC 842—Microsoft submitted a “furnished” Item 7 Form 8-K (Regulation FD Disclosure) that announced a webcast investor/analyst conference call to be held later that day, and attached the company's financial results for fiscal years 2017 and 2016 as restated to reflect such adoption. In the body of this Form 8-K, Microsoft disclosed the material effects (or lack thereof) of the adoption of each of these new accounting standards on the company's historical consolidated financial statements. That afternoon, Microsoft Chief Accounting Officer Frank Brod and his colleague Chris Suh together “walked” analysts and investors through these restated results with the aid of a power-point slide deck. The Microsoft officers also discussed the expected impact of adoption on fiscal 2018 earnings. Along with the slides, the archived webcast, a transcript of the conference call and

an Excel spreadsheet are available on Microsoft's Investor Relations website at <http://www.microsoft.com/en-us/investor>.

Among the most interesting aspects of Microsoft's approach to communicating with the market via the August 3 conference call was its inclusion of an explanatory “bridge” between the company's pre-adoption non-GAAP earnings guidance practices and the prospective use of GAAP-only results as a medium for disclosure of past and future earnings. Put another way, Microsoft seemed to be using this call to ease its investors, and the analyst community, toward acceptance of the company's decision to jettison the use of non-GAAP earnings measures. If the Q&A session that followed management's presentation is any guide, the audience seemed to understand the intended message.

Implications for Use of Non-GAAP Measures

Not all companies will decide, as Microsoft did, to drop the use of non-GAAP earnings measures in response to significant changes in the timing and/or amount of revenue and costs recognized under ASC 606. Companies that, like Ford (another early adopter of ASC 606), choose to apply the modified retrospective transition method, and otherwise do not anticipate a material impact on future financial statements, may not find it necessary to modify their earnings communications practices in light of this or any of the other New GAAP standards. But corporate managers facing ASC 606's January 1, 2018, deadline should be thinking about these issues now, and discussing them with the audit committee.

Implications for Compensation Plans

Another important issue, for management as well as the audit and compensation committees, is the expected impact of the new revenue accounting standard on existing and future executive (and other employee) incentive compensation arrangements. Some employee benefit plans have pay-out provisions linked to achieving specific GAAP or non-GAAP performance targets over a multi-year period. Will a company with such a plan that finds

itself mid-way through a revenue-based performance cycle on January 1, 2018, have to amend the plan, or should the company instead maintain financial statements prepared under both the old and new GAAP standards (one for compensatory purposes, and the other for GAAP compliance purposes)? With respect to the company's ICFR system, will any ASC 606-driven variations in the timing or amount of management compensation give rise to new or different fraud risks that will be subject to enhanced auditor scrutiny during the integrated financial statement/ICFR audit? These are just a few of the many complex issues that audit and compensation committees may be confronting between now and the January 1, 2018 effective date.

The Audit Committee's Role in the Transition to New GAAP

On several occasions this year, members of the SEC's accounting staff highlighted the central role of audit committees in overseeing effective implementation of the New GAAP. Audit committees should understand management's "implementation plans and... the status of progress, including any required updates to [ICFR]."²⁵ In discharging their oversight responsibilities, audit committees also have been "encouraged" by OCA "to anticipate, and require, dialogue with the [outside] auditor about the auditor's views of implementation progress."²⁶ In late September, OCA Deputy Chief Accountant Teotia noted that "the importance of the audit committee in promoting an environment for management's successful implementation of the [N]ew GAAP standards cannot be overstated." Audit committees should "set the tone for the adoption of" these standards by "actively monitoring [management's]... implementation efforts, including taking the time to understand and assess the quality and status of implementation."²⁷

From OCA's perspective, management is well-advised to engage audit committees "early and often" in the risk assessment process to help ensure successful implementation of the New GAAP. The

audit committee's oversight of management's risk assessment, along with its oversight of the internal controls that mitigate the identified risks, not only helps management in "[g]etting the accounting and disclosures right... [, which] include[s] providing timely disclosure about the anticipated effect of transition," but also "serves as a potential deterrent to fraudulent activity."²⁸ SEC Chief Accountant Bricker recently stated that audit committees should expect to receive,

as part of required communications, information from the [outside] auditor about any concerns with the anticipated implementation. It can be valuable for audit committees to listen for any differences in assessment of implementation status, milestones, or issue resolution between management's and the auditor's presentations.²⁹

Korn Ferry International, which has a FYE of April 30 and will adopt ASC 606 on May 1, 2018, filed a definitive proxy statement earlier this year that offers interesting insights into the role its audit committee has been playing in overseeing the company's implementation of ASC 606. According to this disclosure, which is substantially similar to the SAB 74 disclosure Korn Ferry later made in a Form 10-Q filed September 8, 2017 (in a footnote to the quarterly financial statements):

The Audit Committee is playing an active role in overseeing the Company's implementation of the new revenue recognition standard. Under the oversight of the Audit Committee, Company management has developed a project plan that includes working sessions to review, evaluate and document the arrangements with customers under its various reporting units to identify potential differences that would result from applying the requirements of the new standard. The Audit Committee meets regularly with management to discuss the outcome of

such working sessions and the Company's progress toward implementing the new standard.

The Audit Committee is also very much focused on how the new standard will affect the Company's businesses, processes and financial reporting and how the Company's processes and controls will be affected or will need to be changed. Company management is in the process of developing an updated accounting policy (which has been discussed with the Audit Committee). The Company is utilizing a bottoms-up approach in reviewing its current contracts with customers by various revenue streams, evaluating new disclosure requirements and identifying and implementing appropriate changes to business processes, systems and controls to support revenue recognition and disclosure under the new standard. The Company is still evaluating the impact of ASU No. 2014-09 [ASC 606, as amended] on its financial statements. Based upon its evaluation to date, capitalization of costs associated with obtaining contracts will have an impact upon adoption of the new standard. The Company expects to finalize the evaluation in upcoming quarters and will provide updates on its progress in future filings.

What to Expect from the Outside Auditor

SEC Chief Accountant Bricker recently reminded auditors of their PCAOB-mandated duty to “communicate with the audit committee about concerns identified by the auditor regarding management's anticipated application of a new accounting pronouncement that, while it is not yet effective, might have a significant effect on future financial reporting.”³⁰ How well audit firms' fulfill their duty to communicate effectively with client audit committees, regarding the fiscal

2017 integrated audit of the financial statements and ICFR, is sure to be under staff microscopes at the SEC and PCAOB, particularly when it comes to revenue recognition.

PCAOB Staff Practice Alert

On October 5, 2017, the PCAOB itself published more specific guidance to registered public accounting firms—in the form of Staff Practice Alert No. 15—on how best to discharge their “gatekeeper” responsibilities in connection with auditing (or reviewing, as the case may be) the financial statements of corporate clients now in the process of implementing the new revenue recognition standard. Beginning with the proposition that “revenue is one of the largest accounts in the financial statements and is an important driver of operating results[,]” the Alert highlights six major areas for focus by auditors when addressing ASC 606 implementation and/or post-adoption application in their upcoming interim reviews and year-end audits.

- Management's SAB 74 transition disclosures in financial statement footnotes, including “when the transition disclosure asserts that the impact of the standard is not expected to be material to the [company's] financial statements.”
- Transition adjustments, or adjustments made by the company in applying ASC 606 pursuant to the full retrospective or modified retrospective transition method, and in electing optional practical expedients that must be consistently applied and disclosed in the financial statements.
- ICFR—the PCAOB cautioned that client management's “[i]nadequate or ineffective design or implementation of changes to [the company's] systems, processes, and controls can pose heightened risks of material misstatement, including the risks of material misstatement due to fraud . . .”
- Identifying and assessing fraud risks—“the auditor should presume that there is a fraud risk involving improper revenue recognition and evaluate which types of revenue, revenue

transactions, or assertions should give rise to such risks.” In particular, auditors are required “to make certain fraud-related inquiries of management, the audit committee (or the equivalent), and others within the company.”

- Whether a client company’s implementation of ASC 606 might affect the auditor’s evaluation of whether revenue is being recognized by the company, upon adoption, in conformity with the applicable financial reporting framework.
- Whether the financial statements include the required footnote disclosures regarding revenue, once the transition to ASC 606 has been made.

The Alert echoes the skepticism expressed by the SEC’s accounting staff regarding blanket management assertions that the impact of ASC 606 is not expected to be material. The Alert emphasizes the need for auditors to perform procedures to test the accuracy of these assertions, reminding auditors of SEC Chief Accountant Bricker’s admonition that the basis for an assertion of immateriality made in a company’s SAB 74 disclosure “should reflect consideration of the anticipated effect of the full scope of the standard, which covers recognition, measurement, presentation and disclosure for revenue transactions.”³¹

PCAOB Staff Inspection Briefs

In dealing with their audits of public client financial statements and ICFR systems, outside auditors are also likely to be influenced heavily by two PCAOB Staff Inspection Briefs published within the last six months. The first Staff Inspection Brief, issued in August, outlines the priorities of the PCAOB’s Division of Registration and Inspections in connection with the 2017 inspections cycle.³² Consistent with the Staff Practice Alert, the August Brief indicates that one of the key areas of inspection focus is determining what changes audit firms may have made, or plan to make, in their audit processes and/or procedures in response to their corporate audit clients’ implementation and adoption of the new revenue recognition and lease accounting standards. For certain selected issuer audit engagements, the PCAOB

Inspections staff is discussing the following with individual audit firms subject to inspection: (1) how is the firm addressing pending accounting changes with the issuer client; (2) how/what is the audit firm communicating to the audit committee regarding management’s readiness and technical ability; and (3) what process has the audit firm followed to ensure that it maintains its independence with respect to the issuer client’s implementation of the New GAAP.

The PCAOB staff indicates that auditors “should presume that there is a fraud risk involving improper revenue recognition.”

In early November 2017, the PCAOB Inspections staff released another brief “previewing” staff observations drawn from the results of the 2016 inspection cycle.³³ As in prior years, the “Big Three” areas of recurring audit deficiencies identified in the staff’s review of selected corporate audit engagements are: (1) assessing and responding to risks of material misstatement; (2) auditing ICFR, with a special emphasis on testing management review controls; and (3) auditing accounting estimates. The November Brief offers concrete examples of how certain unidentified auditors fell short in auditing significant management judgments, estimates and controls relating to a particular company’s application of the current revenue recognition standard (ASC 605). Based on experience, the PCAOB staff indicates that auditors “should presume that there is a fraud risk involving improper revenue recognition and evaluate the types of revenue, revenue transactions, or assertions that may give rise to such risks.”

Advice from the Outside Auditor

Former OCA Deputy Chief Accountant Brian Croteau, speaking at a July 11, 2017, webinar co-sponsored by the Center for Audit Quality, expressed the view that preparers of corporate financial

statements and outside auditors should communicate throughout the New GAAP implementation process to avoid surprises. Citing SEC and PCAOB authority, Mr. Croteau stated that an outside auditor may furnish advice or assistance to management in this context *without* impairing its independence or otherwise improperly performing a management function.³⁴ To the contrary, as OCA stated in a 2005 release endorsed by the SEC:

Investors benefit when auditors and management engage in dialogue, including regarding new accounting standards and the appropriate accounting treatment for complex or unusual transactions. The staff believes that as long as management, and not the auditor, makes the final determination as to the accounting used, including determination of estimates and assumptions, and the auditor does not design or implement accounting policies, such auditor involvement is appropriate and is not [in and] of itself indicative of a deficiency in the registrant's internal control over financial reporting. Further, timely dialogue between management and the auditor may positively impact audit quality and the quality of financial reporting.³⁵

Post-Adoption Relief and Guidance from the SEC

Relief for Companies Adopting ASC 606 via the Full Retrospective Method

As part of a broad initiative to facilitate capital formation, SEC Chair Jay Clayton³⁶ and senior accounting staff have urged registrants choosing the full retrospective method of ASC 606 adoption that plan to file a new Form S-3 in 2018 to consider seeking relief on “impracticability” grounds under Rule 3-13 of Regulation S-X. Rule 3-13 states that the SEC, which would include the staff acting by delegated authority,

may, upon the informal written request of the registrant, and where consistent with the

protection of investors, permit the omission of one or more of the financial statements herein required or the filing in substitution therefor of appropriate statements of comparable character.

In this regard, Division of Corporation Finance officials have encouraged these companies to consult with the staff on a pre-filing basis as to the availability of relief from Form S-3's Item 11.b. requirement to provide audited restated financial statements for fiscal year 2015 as well as 2016 and 2017 (rather than the two years' worth of required restatements, for fiscal years 2016 and 2017, that otherwise would be called for in the fiscal 2018 audited financial statements). In addition, the Division has indicated that companies applying the full retrospective transition method are permitted to provide three, rather than the five, years of selected financial data in the tabular format required by Item 301 of Regulation S-K.³⁷

Extended Adoption Deadlines for Certain Equity Investees of Reporting Companies

Certain non-reporting companies fall within the definition of “public business entity” (PBE)—which also includes SEC registrants—solely because their financial statements and/or other financial information must be filed with the SEC by a reporting company that itself is a PBE. A key example is where a private company is a “significant” equity method investee of a registrant within the meaning of Rule 3-09 or Rule 4-08(g) of Regulation S-X. According to reports from attendees at an EITF meeting held on July 20, 2017, an SEC staff observer announced that the staff would not object if such private companies elect to defer adoption of the new revenue and lease accounting standards until the more distant effective dates permitted for private companies that are not PBEs.³⁸ OCA's announcement, which has been codified by the FASB,³⁹ comes as welcome news to registrants required to include financial statements or summarized financial information of non-consolidated investees that would not otherwise qualify as PBEs and over which, by FASB's own definition, these registrants may

lack the degree of control that would be necessary to compel accelerated adoption of the new standards.

Other SEC Interpretive Guidance Relating to ASC 606

On August 18, 2017, the SEC and its accounting staff published interpretive guidance on the post-adoption application of ASC 606 in certain very specific circumstances.

- **SAB No. 116.** Staff Accounting Bulletin (SAB) No. 116⁴⁰ updates the Staff Accounting Bulletin Series to bring existing staff interpretive guidance into conformity with ASC 606. Specifically, SAB Topic 8 (retail companies) and SAB 13 (general guidance on application of the current revenue recognition standard, ASC 605), no longer apply once a company adopts ASC 606. In addition, SAB Topic 11.A (miscellaneous disclosure) has been modified to make clear that revenues from operating-differential subsidiaries (under the Merchant Marine Act of 1936, as amended) should be present either under a separate revenue caption from ASC 606 revenues, or as a credit in the costs and expenses section.
- **Bill-and-hold arrangements.** The SEC issued interpretive guidance indicating that once a registrant adopts ASC 606, it no longer may rely on a previous SEC interpretive position allowing deferral of revenue recognition, in a situation where the registrant bills a customer while retaining physical possession of the product, until that product is transferred to the customer at some point in the future. With respect to these “bill-and-hold” arrangements, ASC 606 “acknowledges that, for some customers, a customer may obtain control of a product even though that product remains in ... [the registrant-seller’s] physical possession.”⁴¹
- **Certain vaccine sales to the Federal government.** The SEC updated a 2005 interpretive release intended to address questions about the timing of revenue recognition by vaccine manufacturers who sold vaccines to the federal government for placement in the nation’s

Vaccines for Children Program and the Strategic National Stockpile. Under the revised SEC interpretation, vaccine manufacturers must recognize revenue and provide the required disclosures under ASC 606 “when [certain] vaccines are placed into Federal Governmental stockpile programs because control of the enumerated vaccines will have been transferred to the customer and the criteria to recognize revenue in a bill-and-hold arrangement under ASC Topic 606 will have been met.”⁴²

What to Expect When the Staff Reviews Post-Adoption Filings

Senior SEC accountants struck a somewhat reassuring note on how the Staff will approach revenue recognition during the 2018 review and comment process. Speaking on November 8 during the Practising Law Institute’s 49th Annual Institute on Securities Regulation, Division of Corporation Finance Chief Accountant Kronforst reportedly stated that, “I don’t think you’re going to see us try to regulate registrant by registrant on [the new] revenue recognition ... I don’t think you’ll be finding us making the comment process the news story.” SEC Chief Accountant Bricker encouraged companies to “use ‘practical judgment’ and a ‘fresh perspective’ on revenue-generating contracts” when applying ASC 606, and to “[t]ake a look at the [new footnote] disclosures as they come out in the 2018 period and learn over time.”⁴³

The Division’s accounting staff will be monitoring revenue-related disclosures carefully in 2018.

Despite these promising signs of SEC staff flexibility, at least in the early period of post-ASC 606 adoption by calendar-year reporting companies, Mr. Kronforst made clear that the Division’s accounting staff will be monitoring revenue-related

disclosures carefully in 2018, and will comment “if something is clearly wrong or omitted.”⁴⁴ From the small number of Division comment letters issued this year to early adopters, it also appears that the Division may request additional information via the comment process if staff members have trouble understanding a company’s revenue footnote disclosure.

In its recent report,⁴⁵ FEI summarized the results of its evaluation of Division comment letters received by 21 unidentified companies in 2017. This “mixed” sample was comprised of three early ASC 606 adopters and 18 companies that were still in the implementation phase. According to FEI, comments issued to the early adopters sought clarification on decisions each company made in “operationalizing” ASC 606 upon adoption. Representative staff comments cited in the report covered these topics (among others):

- Accounting for sources of variable consideration (e.g., refund liabilities and reassessment of variable consideration);
- Accounting for customer rebate payments;
- Disclosure of the nature of changes in customer contract balances, including how the timing of payments and satisfaction of performance obligations affect contract assets and liabilities; and
- Determining the appropriate amortization period for commissions costs, with consideration to contract renewals.

What to Do Now

SAB 74 disclosures provided by calendar year companies in their upcoming fiscal 2017 Form 10-Ks should be more specific and quantitative as to the anticipated financial statement effects of adopting ASC 606, given the new standard’s January 1, 2018 effective date. Do not forget to assess the obligation to disclose any ICFR change made during the fourth quarter “that has materially affected, or is reasonably likely to materially affect,” the company’s ICFR (S-K 308(c)).

Remember that the outside auditor will be scrutinizing with a gimlet eye your remaining SAB 74 transition disclosure about the new revenue recognition

standard and possibly, despite the longer time horizon, your transition disclosures about the new lease accounting and credit loss standards. Expect that scrutiny to be particularly rigorous in light of the PCAOB Staff Practice Alert and the August and November 2017 Staff Inspection Briefs. In this connection, it is very important that the company’s accounting, IT and SOX 404 compliance teams work together and have a meeting of the minds with respect to the company’s readiness for timely adoption of ASC 606. Above all, make sure that the audit committee is fully informed of the company’s progress and any remaining implementation issues. Recognize that the audit committee is likely to be hearing a lot on this subject from the auditors in their required communications, in light of the PCAOB staff’s guidance.

For companies anticipating that the adoption of ASC 606 or any of the other New GAAP will have a material impact on their financial statements in future periods, either alone or in the aggregate, disclosure committees and investor relations personnel should evaluate the most effective timing and means of communicating that impact to the market. Both timing and content considerations may turn on such factors as early adoption, sequence of adoption of multiple New GAAP standards and transition methods chosen, and the implications of all relevant facts and circumstances for the intended use of non-GAAP financial measures to report historical and/or future earnings. Keep the audit committee in the informational loop.

Consider the impact that adoption of the new revenue recognition standard will have on tax accounting prescribed by rules of the U.S. Treasury Department and the Internal Revenue Service. The accounting profession is calling attention to the question of whether changes in GAAP, or “book,” accounting for revenue may necessitate a change in income tax accounting methods that could require advance IRS approval.⁴⁶ Some companies that plan to adopt ASC 606 via the full retrospective method may find that modifications in the timing or amount of revenue recognition will compel retrospective adjustments to deferred income tax amounts reflected in the financial statements.

Assess the anticipated effects on executive/employee compensation—how are multi-year revenue-focused performance plans affected? Consider the ICFR impact of management incentives as well.

Do not overlook the SAB 74 and ICFR disclosure implications of another, less sweeping New GAAP standard with a January 1, 2018, deadline: accounting for non-consolidated equity investments below a 20 percent ownership threshold (other than those accounted for under the equity method).⁴⁷ Examples include investments in partnerships, unincorporated joint ventures and limited liability companies.

NOTES

1. FASB Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* (May 2014), as revised and updated in 2015 and 2016, available at <http://www.fasb.org/home>.
2. See SAB 74, Topic 11.M, *Disclosure of the impact that recently issued accounting standards will have on the financial statements of a registrant when such standards are adopted in a future period*, available at <https://www.sec.gov/interps/account/sabcodet11.htm>.
3. The Staff Practice Alert is available on the PCAOB's website at <https://pcaobus.org/>.
4. See FASB Accounting Standards Update (ASU) 2016-02, *Leases (ASC 842)* (Feb. 25, 2016), available at <http://www.fasb.org/home>.
5. FASB Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses (ASC 326)* (June 13, 2016), available at <http://www.fasb.org/home>.
6. SEC Chief Accountant Wesley R. Bricker, *Remarks before the 36th Annual SEC and Financial Reporting Institute Conference: Advancing the Role of Credible Financial Reporting in the Capital Markets* (Los Angeles, California, June 8, 2017) (“Bricker, June 2017 Speech”), available at <https://www.sec.gov/news/speech/bricker-remarks-financial-reporting-institute-conference-060817>. Accord SEC Chief Accountant Wesley R. Bricker, *Remarks before the Financial Executives International 36th Annual Current Financial Reporting Issues Conference: Effective Financial Reporting in a Period of Change* (New York, New York, Nov. 14, 2017) (“Bricker, November 2017 FEI Speech”), available at <https://www.sec.gov/news/speech/speech-bricker-2017-11-14>. Another New GAAP standard that becomes effective on January 1, 2018, accounting for certain equity investments other than via the equity method – is highlighted in Mr. Bricker's June 2017 speech, and further discussed below in Note 48 and accompanying text.
7. ASC 606-10-10-2.
8. See Minutes of the September 22, 2016, Meeting of the FASB's EITF (Oct. 24, 2016), available on FASB's website at <http://www.fasb.org/home>.
9. See Bricker, November 2017 FEI Speech, above; Bricker, June 2017 Speech, above.
10. Bricker, November 2017 FEI Speech, above.
11. *Id.*
12. Financial Executives International, *Revenue Recognition: We're in the Homestretch!* (November 2017) (“FEI Report, Homestretch”), available at <https://financialexecutives.org/Influence/Updates-and-Win/Professional-Accounting-Update-Revenue-Recognitio.aspx>.
13. Bricker, June 2017 Speech, above.
14. Committee of Sponsoring Organizations of the Treadway Commission (COSO), 2013 Internal Control – Integrated Framework (2013), available at <https://www.coso.org/Pages/default.aspx>.
15. SEC Chief Accountant Wesley R. Bricker, *Remarks before the AICPA National Conference on Banks & Savings Institutions: Advancing High-Quality Financial Reporting in Our Financial and Capital Markets* (Wash., D.C., Sept. 11, 2017) (“Bricker, Credit Losses Speech”), available at <https://www.sec.gov/speech/speech-bricker-2017-09-011>.
16. SEC Deputy Chief Accountant Sagar Teotia, *Addressing Implementation Matters to Improve Financial Reporting* (San Diego, CA, Sept. 21, 2017) (“Teotia Speech”), available at <https://www.sec.gov/speech/speech-teotia-2017-09-21>. See Bricker, November 2017 FEI Speech, above (“The effectiveness of internal controls over the transition adjustment and ongoing application of the new [revenue] standard should be supported by appropriate documentation of significant judgments and decisions.”).
17. Bricker, Credit Losses Speech, above.
18. *Id.*
19. Sylvia E. Alicea, Professional Accounting Fellow, SEC Office of the Chief Accountant, *Remarks before the*

- Bloomberg BNA Conference on Revenue Recognition (Wash., D.C., May 8, 2017) (“Alicea Speech”), available at <https://www.sec.gov/news/speech/alicea-remarks-bloomberg-bna-revenue-recognition-050817>.
20. See The Anti-Fraud Collaboration, *Addressing Challenges for Highly Subjective and Complex Accounting Areas* (March 2017), available on the Center for Audit Quality’s website at <http://thecaq.org/addressing-challenges-highly-subjective-and-complex-accounting-areas>. The Anti-Fraud Collaboration is a joint initiative of the Center for Audit Quality (CAQ), the National Association of Corporate Directors (NACD), Financial Executives International (FEI), and the Institute of Internal Auditors.
 21. Bricker, June 2017 Speech, above.
 22. Teotia Speech, above.
 23. David M. Katz, *Microsoft Scales Accounting Mountain*, CFO.com (Aug. 4, 2017) (quoting remarks made by Microsoft Chief Accounting Officer Frank Brod during “a special financial disclosure call” with analysts on August 3, 2017), available at <https://www.cfo.com/>.
 24. Steve Burkholder, *Tech, Retailers Might Report Revenue Earlier Under New Rules*, Bloomberg BNA Corp. Law & Accountability Report (Oct. 2, 2017).
 25. Bricker, June 2017 Speech, above.
 26. Wesley R. Bricker, Chief Accountant, U.S. Securities and Exchange Commission, *Remarks Before the University of Tennessee’s C. Warren Neel Corporate Governance Center: Advancing the Role and Effectiveness of Audit Committees* (Mar. 24, 2017), available at <https://www.sec.gov/news/speech/bricker-university-tennessee-032417>.
 27. Teotia Speech, above.
 28. Alicea speech, above.
 29. Bricker, November 2017 FEI Speech, above.
 30. Bricker, June 2017 Speech, above (citing PCAOB Auditing Standard No. 1301, Paragraph (f)).
 31. Wesley R. Bricker, SEC Chief Accountant, *Remarks before the Annual Life Sciences Accounting & Reporting Congress: Advancing Effective Internal Control and Credible Financial Reporting* (Mar. 21, 2017), available at <https://www.sec.gov/news/speech/bricker-remarks-annual-life-sciences-accounting-and-reporting-congress-032117> (as quoted in PCAOB Staff Practice Alert, above, at p. 4 n. 9).
 32. See PCAOB Staff Inspection Brief, *Information about 2017 Inspections* (released Aug. 30, 2017), available at <https://pcaobus.org/News/Releases/Pages/staff-inspection-brief-2017-issuers-8-30-17.aspx>.
 33. See PCAOB Staff Inspection Brief, *Preview of Observations from 2016 Inspections of Auditors of Issuers* (released November 10, 2017), available at <https://pcaobus.org/News/Releases/Pages/staff-inspection-brief-2016-preview-11-9-17.aspx>.
 34. An archived webcast of this program, entitled “What is Your Role? When Accounting Policy Meets ICFR” and recorded on July 11, 2017, is available on the Center for Audit Quality’s website at <http://thecaq.org/what-your-role-when-accounting-policy-meets-ICFR>. Mr. Croteau referred during his presentation to the Commission Statement on Implementation of Internal Control Reporting Requirements, SEC Press Release No. 2005-74 (May 16, 2005) (“SEC Press Release No. 2005-74”), available at <https://www.sec.gov/news/press/2005-74.htm>, and PCAOB Policy Statement (May 16, 2005), available at https://pcaobus.org/Rulemaking/Docket008/2005-05-16_Release_2005-009.pdf.
 35. Commission Staff Statement on Management’s Report on Internal Control Over Financial Reporting (May 16, 2005), available at <https://www.sec.gov/info/accountants/stafficreporting.htm> (issued by the SEC pursuant to SEC Press Release No. 2005-74, cited above).
 36. SEC Chair Jay Clayton, *Remarks at the Economic Club of New York* (New York, New York, July 12, 2017), available at <https://www.sec.gov/news/speech/remarks-economic-club-new-york>.
 37. See Division of Corporation Finance, *Financial Reporting Manual Section 11110.1*, available at <https://www.sec.gov/divisions/corpfina/cffinancialreportingmanual.pdf>.
 38. See Deloitte, *Crisis Averted*, Vol. 24 of Deloitte Heads Up (July 20, 2017); PwC, *In Brief: SEC extends revenue and leases effective dates for certain PBEs*, No. US2017-22 (July 21, 2017), available at <http://www.pwc.com/us/en/cfodirect>. See also T. Whitehouse, *SEC relieves certain entities from revenue recognition, lease adoption dates*, Compliance Week, Aug. 4, 2017, available at <https://www.complianceweek.com/blogs/accounting-auditing-update#WeZVF02Wzcs>.
 39. See FASB ASU 2017-03 (Oct. 2, 2017), available at <http://www.fasb.org/home>.
 40. SAB No. 116, available at <https://www.sec.gov/interps/account.shtml>.

41. *Commission Guidance Regarding Revenue Recognition for Bill-and-Hold Arrangements*, SEC Release Nos. 33-10402; 34-81428 (Aug. 18, 2017), available at <https://www.sec.gov/rules/interp/2017/33-10402.pdf>.
42. *Updates to Commission Guidance Regarding Accounting for Sales of Vaccines and Bioterror Countermeasures to the Federal Government for Placement into the Pediatric Vaccine Stockpile or the Strategic National Stockpile*, SEC Release Nos. 33-10403; 34-81429 (Aug. 18, 2017), available at <https://www.sec.gov/rules/interp/2017/33-10403.pdf>.
43. Steve Burkholder, *Revenue Recognition: SEC Not Expecting Perfect Initial Reporting Under Revenue Rule*, Bloomberg BNA Sec. Reg. & Law Rep. (Nov. 20, 2017).
44. Dave Pelland, *CorpFin Wants You to Call*, FEI Daily, November 17, 2017 (discussing remarks made by Division Chief Accountant Mark Kronforst at FEI's 36th Annual Current Financial Reporting Conference in mid-November 2017), available at <http://daily.financialexecutives.org>.
45. See FEI Report, *Homestretch*, above.
46. See EY Technical Line, *How the new revenue standard may affect a company's income tax accounting* (July 13, 2017); T. Whitehouse, *Add tax to the growing list of revenue recognition crises*, Compliance Week, July 11, 2017, available at <https://www.complianceweek.com/news/news-article/add-tax-to-the-growing-list-of-revenue-recognition-crisis#.WeZVcU2Wzcs>.
47. See FASB Accounting Standards Update (ASU) 2016-01, *Accounting for Financial Instruments – Overall (ASC Subtopic 825-10) – Recognition and Measurement of Financial Assets and Financial Liabilities* (Jan. 5, 2016), available at <http://www.fasb.org/home>.

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