



Two Court Square, 15th Floor
Long Island City, NY 11101

July 21, 2014
Ms. Susan Cospers
Technical Director
Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, CT 06856-5116

Re: File Reference No. EITF-12F, Proposed Accounting Standards Update, *Business Combinations (Topic 805): Pushdown Accounting*

Dear Ms. Cospers:

Citigroup appreciates the opportunity to provide comments on the Exposure Draft for the proposed Accounting Standards Update, *Business Combinations (Topic 805): Pushdown Accounting* (“the Update”).

We support the efforts of the Board to address issues concerning the limited guidance under current U.S. GAAP for determining whether and when pushdown accounting should be established in an acquired entity’s separate financial statements. We agree with the Board that the threshold for the option to apply pushdown accounting should be consistent with the existing threshold for a change-in-control event under Topic 805, *Business Combinations*, and Topic 810, *Consolidation*. Although public entities will continue to apply the current more stringent SEC staff guidance on pushdown accounting in their separate financial statements, overall, we are supportive of the Update which would provide specific guidance on pushdown accounting for all entities under U.S. GAAP.

We would be pleased to discuss our comments with you at your convenience. Please feel free to call me at (347) 648-7721.

Sincerely,

A handwritten signature in blue ink that reads "Robert Traficanti".

Robert Traficanti
Deputy Controller
Global Head of Accounting Policy