

Proposed Accounting Standards Update

Issued: September 19, 2016
Comments Due: October 4, 2016

**Technical Corrections and Improvements to
Update No. 2014-09, *Revenue from Contracts
with Customers (Topic 606)***

Additional Corrections

The Board issued this Exposure Draft to solicit public comment on proposed changes to Topic 606 of the *FASB Accounting Standards Codification*[®]. Individuals can submit comments in one of three ways: using the electronic feedback form on the FASB website, emailing comments to director@fasb.org, or sending a letter to “Technical Director, File Reference No. 2016-320, FASB, 401 Merritt 7, PO Box 5116, Norwalk, CT 06856-5116.”

Notice to Recipients of This Exposure Draft of a Proposed Accounting Standards Update

The Board invites comments on all matters in this Exposure Draft until October 4, 2016. Interested parties may submit comments in one of three ways:

- Using the electronic feedback form available on the FASB website at [Exposure Documents Open for Comment](#)
- Emailing comments to director@fasb.org, File Reference No. 2016-320
- Sending a letter to “Technical Director, File Reference No. 2016-320, FASB, 401 Merritt 7, PO Box 5116, Norwalk, CT 06856-5116.”

All comments received are part of the FASB’s public file and are available at www.fasb.org.

The *FASB Accounting Standards Codification*[®] is the source of authoritative generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. An Accounting Standards Update is not authoritative; rather, it is a document that communicates how the Accounting Standards Codification is being amended. It also provides other information to help a user of GAAP understand how and why GAAP is changing and when the changes will be effective. A copy of this Exposure Draft is available at www.fasb.org.

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Technical Corrections and Improvements to Update No.
2014-09, *Revenue from Contracts with Customers (Topic
606)*

Additional Corrections

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Summary and Questions for Respondents

Why Is the FASB Issuing This Proposed Accounting Standards Update (Update) and What Are the Main Provisions?

On May 28, 2014, the FASB and the International Accounting Standards Board (IASB) issued a converged standard on recognition of revenue from contracts with customers. The FASB guidance was issued as Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. In addition to the new revenue Topics and Subtopics, the Board made approximately 800 consequential amendments to the *FASB Accounting Standards Codification*[®].

The Board has an ongoing project on its agenda about Technical Corrections and Improvements to clarify the Codification or to correct unintended application of guidance. Those items generally are not expected to have a significant effect on current accounting practice or create a significant administrative cost for most entities. The amendments in this proposed Update are of a similar nature to the items typically addressed in the Technical Corrections and Improvements project. However, the Board decided to issue a separate proposed Update for technical corrections and improvements to Topic 606 and other Topics amended by Update 2014-09 to increase stakeholders' awareness of the proposals and to expedite improvements to Update 2014-09.

The amendments in this proposed Update include items brought to the Board's attention through a variety of sources, including:

1. Submissions to the FASB-IASB Transition Resource Group for Revenue Recognition (TRG)
2. Stakeholders' technical inquiries.

The amendments in this proposed Update affect narrow aspects of the guidance issued in Update 2014-09 as described in the table below. Proposed Accounting Standards Update, *Technical Corrections and Improvements to Update No. 2014-09, Revenue from Contracts with Customers (Topic 606)*, was issued on May 18, 2016 (May 2016 proposed Update) and the comment period ended July 2, 2016. The amendments in the May 2016 proposed Update included nine technical corrections and improvements, which the Board is in the process of redeliberating. The amendments in this proposed Update include four additional items that were brought to the Board's attention after the initial deliberations of the May 2016 proposed Update.

Area for Correction or Improvement	Summary of Proposed Amendments
<p>Issue 1: Loan Guarantee Fees</p> <p>Topic 606 specifically identifies a scope exception for guarantees (other than product or service warranties) within the scope of Topic 460, Guarantees. Stakeholders indicated that consequential amendments included in Update 2014-09 are inconsistent on whether fees from financial guarantees are within the scope of Topic 606 and should be accounted for in accordance with that Topic.</p>	<p>The amendments in this proposed Update would clarify that guarantee fees within the scope of Topic 460 (other than product or service warranties) are not within the scope of Topic 606.</p>
<p>Issue 2: Contract Asset versus Receivable</p> <p>Example 38, Case B in Topic 606 illustrates the application of the presentation guidance on contract assets and receivables. Some stakeholders expressed concerns that the example indicates that an entity cannot record a receivable before its due date.</p>	<p>The amendments in this proposed Update would provide a better link between the analysis in Example 38, Case B and the receivables presentation guidance in Topic 606.</p>
<p>Issue 3: Refund Liability</p> <p>Example 40 in Topic 606 illustrates the recognition of a receivable and a refund liability. Stakeholders expressed concerns that the example indicates that a refund liability should be characterized as a contract liability.</p>	<p>The amendments in this proposed Update would remove from the journal entry in Example 40 the reference to the term <i>contract liability</i>.</p>
<p>Issue 4: Advertising Costs</p> <p>Update 2014-09 superseded much of the guidance in Subtopic 340-20, Other Assets and Deferred Costs—Capitalized Advertising Costs, because it would have conflicted with new cost capitalization guidance in Subtopic 340-40, Other Assets and Deferred Costs—</p>	<p>The amendments in this proposed Update would reinstate the guidance on the accrual of advertising costs.</p>

Area for Correction or Improvement	Summary of Proposed Amendments
Contracts with Customers. Therefore, an entity that previously capitalized advertising costs in accordance with the guidance in Subtopic 340-20 would apply the capitalization guidance in Subtopic 340-40 upon the adoption of Update 2014-09. Guidance on when to recognize a liability had been included within Subtopic 340-20 and was superseded by Update 2014-09.	

When Would the Amendments Be Effective?

The amendments in this proposed Update would affect the guidance in Update 2014-09, which is not yet effective. The anticipated effective date and transition requirements for the proposed amendments would be the same as the effective date and transition requirements for Topic 606 (and any other Topic amended by Update 2014-09). Accounting Standards Update No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year.

Questions for Respondents

The Board invites individuals and organizations to comment on all matters in this proposed Update, particularly on the issues and questions below. Comments are requested from those who agree with the proposed guidance as well as from those who do not agree. Comments are most helpful if they identify and clearly explain the issue or question to which they relate. Those who disagree with the proposed guidance are asked to describe their suggested alternatives, supported by specific reasoning.

Question 1: The proposed amendments are intended to improve the clarity of the scope of Topic 606 for guarantees (other than product or service warranties) that are within the scope of Topic 460, Guarantees. Would the proposed amendments clarify the scope of the guidance? If not, please explain why and suggest alternatives. (Issue 1)

Question 2: The proposed amendments are intended to provide a better link between Example 38, Case B in Topic 606 and the presentation guidance in paragraphs 606-10-45-2 through 45-4. Would the proposed amendments better

align the example with the guidance? If not, please explain why and suggest alternatives. (Issue 2)

Question 3: The proposed amendments are intended to improve the clarity of Example 40 in Topic 606 by removing the term *contract liability* from the journal entry in the example. Would the proposed amendments improve the clarity of the example? If not, please explain why and suggest alternatives. (Issue 3)

Question 4: The proposed amendments would reinstate the guidance on accrual of advertising costs that was previously included in paragraph 340-20-25-2. Do the proposed amendments improve the clarity of the accounting? If not, please explain why and suggest alternatives. (Issue 4)

Amendments to the *FASB Accounting Standards Codification*[®]

1. The Accounting Standards Codification is amended as described in paragraphs 2–11. In some cases, to put the change in context, not only are the amended paragraphs shown but also the preceding and following paragraphs. Terms from the Master Glossary are in **bold** type. Added text is underlined, and deleted text is ~~struck out~~.

Issue 1: Loan Guarantee Fees

2. The following amendments would clarify that guarantees (other than product or service warranties), including guarantee fees, within the scope of Topic 460, Guarantees, are not within the scope of Topic 606.

Amendments to Subtopic 310-10

3. Amend paragraph 310-10-60-4 and supersede its related heading, with a link to transition paragraph 606-10-65-1, as follows:

Receivables—Overall

Relationships

> ~~Revenue Recognition~~

310-10-60-4 For guidance on **loan** guarantees, in which an entity (guarantor) lends its creditworthiness to another party (borrower) for a fee, thereby enhancing that other party's ability to borrow funds, see Topic 460 on guarantees. See Topic 815 on derivatives and hedging for guarantees accounted for as a derivative ~~606 on revenue from contracts with customers~~.

Amendments to Subtopic 942-825

4. Amend paragraph 942-825-50-2, with a link to transition paragraph 606-10-65-1, as follows:

Financial Services—Depository and Lending—Financial Instruments

Disclosure

> Off-Balance-Sheet Credit Risk

Pending Content:

Transition Date: (P) December 16, 2017; (N) December 16, 2018 | **Transition Guidance:** 606-10-65-1

942-825-50-2 Examples of activities and financial instruments with off-balance-sheet credit risk include obligations for loans sold with recourse (with or without a floating-interest-rate provision), fixed-rate and variable-rate loan commitments, financial guarantees, note issuance facilities at floating rates, and letters of credit. An entity (guarantor) may “lend” its creditworthiness to another party (borrower) for a fee, thereby enhancing that other party’s ability to borrow funds. The guarantor may provide a general guarantee of repayment of the borrower’s obligation or may pledge specific assets that may be claimed by the creditor in the event of the borrower’s default. A loan guarantee typically involves two sets of fees: an initial fee due at the consummation of the transaction and a continuing (annual) fee due over the term of the guarantee. A guarantor is required to disclose and account for a financial guarantee under [Topic 460 on guarantees](#). See [Topic 815 on derivatives and hedging for guarantees accounted for as a derivative](#) ~~606 on revenue from contracts with customers~~. See paragraph 825-10-55-3 regarding disclosures about fair value of financial instruments.

Transition Date: (P) December 16, 2017; (N) December 16, 2018 | **Transition Guidance:** 825-10-65-2

942-825-50-2 Examples of activities and financial instruments with off-balance-sheet credit risk include obligations for loans sold with recourse (with or without a floating-interest-rate provision), fixed-rate and variable-rate loan commitments, financial guarantees, note issuance facilities at floating rates, and letters of credit. An entity (guarantor) may “lend” its creditworthiness to another party (borrower) for a fee, thereby enhancing that other party’s ability to borrow funds. The guarantor may provide a general guarantee of repayment of the borrower’s obligation or may pledge specific assets that may be claimed by the creditor in the event of the borrower’s default. A loan guarantee typically involves two sets of fees: an initial fee due at the consummation of the transaction and a continuing (annual) fee due over the term of the guarantee. A guarantor is required to disclose and account for a financial guarantee under [Topic 460 on guarantees](#). See [Topic 815 on derivatives and hedging for guarantees accounted for as a derivative](#) ~~606 on revenue from contracts with customers~~.

Issue 2: Contract Asset versus Receivable

5. The following amendments would provide a better link between the analysis in Example 38, Case B and the receivables presentation guidance in Topic 606.

Amendments to Subtopic 606-10

6. Amend paragraphs 606-10-55-285 through 55-286, with a link to transition paragraph 606-10-65-1, as follows:

Revenue from Contracts with Customers—Overall

Implementation Guidance and Illustrations

> > > Example 38—Contract Liability and Receivable

> > > Case A—Cancellable Contract

606-10-55-284 On January 1, 20X9, an entity enters into a cancellable contract to transfer a product to a customer on March 31, 20X9. The contract requires the customer to pay consideration of \$1,000 in advance on January 31, 20X9. The customer pays the consideration on March 1, 20X9. The entity transfers the product on March 31, 20X9. The following journal entries illustrate how the entity accounts for the contract:

- a. The entity receives cash of \$1,000 on March 1, 20X9 (cash is received in advance of performance).

Cash	\$1,000	
Contract liability		\$1,000

- b. The entity satisfies the performance obligation on March 31, 20X9.

Contract liability	\$1,000	
Revenue		\$1,000

> > > Case B—Noncancellable Contract

606-10-55-285 The same facts as in Case A apply to Case B except that the contract is becomes noncancellable on January 31, 20X9. The following journal entries illustrate how the entity accounts for the contract:

- a. ~~The amount of consideration is due on January 31, 20X9 is the date at which (which is when the entity recognizes a receivable because it has an unconditional right to consideration consideration).~~

Receivable	\$1,000	
Contract liability		\$1,000

- b. The entity receives the cash on March 1, 20X9.

Cash	\$1,000	
Receivable		\$1,000

- c. The entity satisfies the performance obligation on March 31, 20X9.

Contract liability	\$1,000	
Revenue		\$1,000

606-10-55-286 If the entity issued the invoice before January 31, 20X9 (~~due date of the consideration~~), the entity would not record present the receivable and the contract liability ~~on a gross basis~~ in the statement of financial position because the entity does not yet have a right to consideration that is unconditional (the contract is cancellable before January 31, 20X9).

Issue 3: Refund Liability

7. The following amendments would remove the term *contract liability* from the journal entry in Example 40.

Amendments to Subtopic 606-10

8. Amend paragraph 606-10-55-293, with a link to transition paragraph 606-10-65-1, as follows:

Revenue from Contracts with Customers—Overall

Implementation Guidance and Illustrations

> > > Example 40—Receivable Recognized for the Entity's Performance

606-10-55-291 An entity enters into a contract with a customer on January 1, 20X9, to transfer products to the customer for \$150 per product. If the customer

purchases more than 1 million products in a calendar year, the contract indicates that the price per unit is retrospectively reduced to \$125 per product.

606-10-55-292 Consideration is due when control of the products transfer to the customer. Therefore, the entity has an unconditional right to consideration (that is, a receivable) for \$150 per product until the retrospective price reduction applies (that is, after 1 million products are shipped).

606-10-55-293 In determining the transaction price, the entity concludes at contract inception that the customer will meet the 1 million products threshold and therefore estimates that the transaction price is \$125 per product. Consequently, upon the first shipment to the customer of 100 products the entity recognizes the following.

Receivable	\$15,000 ^(a)	
Revenue		\$ 12,500 ^(b)
Refund liability (contract liability)		\$ 2,500

(a) \$150 per product × 100 products

(b) \$125 transaction price per product × 100 products

606-10-55-294 The refund liability (see paragraph 606-10-32-10) represents a refund of \$25 per product, which is expected to be provided to the customer for the volume-based rebate (that is, the difference between the \$150 price stated in the contract that the entity has an unconditional right to receive and the \$125 estimated transaction price).

Issue 4: Advertising Costs

9. The following amendments would reinstate the guidance on accounting for accrual of advertising costs.

Amendments to Subtopic 720-35

10. Amend paragraph 720-35-05-1, with a link to transition paragraph 606-10-65-1, as follows:

Other Expenses—Advertising Costs

Overview and Background

720-35-05-1 This Subtopic provides guidance for annual financial statements on the following:

- a. Reporting the costs of advertising, ~~which shall be expensed either as incurred or the first time the advertising takes place~~
- b. The financial statement disclosures that shall be made about advertising.

11. Add paragraph 720-35-25-1A, with a link to transition paragraph 606-10-65-1, as follows:

Recognition

720-35-25-1 The costs of advertising within the scope of this Subtopic shall be expensed either as incurred or the first time the advertising takes place. The accounting policy selected from these two alternatives shall be applied consistently to similar kinds of advertising activities. Deferring the costs of advertising until the advertising takes place assumes that the costs have been incurred for advertising that will occur. Such costs shall be expensed immediately if such advertising is not expected to occur. Examples of the first time advertising takes place include the first public showing of a television commercial for its intended purpose and the first appearance of a magazine advertisement for its intended purpose.

720-35-25-1A Expenditures for some advertising costs are made after recognizing revenues related to those costs. For example, some entities assume an obligation to reimburse their customers for some or all of the customers' advertising costs (cooperative advertising). Generally, revenues related to the transactions creating those obligations are recognized before the expenditures are made. For purposes of applying the guidance in this Subtopic, those obligations shall be accrued and the advertising costs expensed when the related revenues are recognized.

[In addition, the following pending content is included for reference.]

Transition Date: (P) December 16, 2017; (N) December 16, 2018 | **Transition Guidance:** 606-10-65-1

Paragraph 340-20-25-2 will be superseded upon transition, together with its heading:

Other Assets and Deferred Costs—Capitalized Advertising Costs

Recognition

> Criteria to Capitalize Direct-Response Advertising Costs

340-20-25-2 Expenditures for some advertising costs are made subsequent to recognizing revenues related to those costs. For example, some entities assume

an obligation to reimburse their customers for some or all of the customers' advertising costs (cooperative advertising). Generally, revenues related to the transactions creating those obligations are earned and recognized before the expenditures are made. For purposes of applying the guidance in this Subtopic, those obligations shall be accrued and the advertising costs expensed when the related revenues are recognized.

The amendments in this proposed Update were approved for publication by six members of the Financial Accounting Standards Board. Ms. Botosan abstained.

Members of the Financial Accounting Standards Board:

Russell G. Golden, *Chairman*
James L. Kroeker, *Vice Chairman*
Christine A. Botosan
Daryl E. Buck
R. Harold Schroeder
Marc A. Siegel
Lawrence W. Smith

Background Information and Basis for Conclusions

Introduction

BC1. The following summarizes the Board's considerations in reaching the conclusions in this proposed Update. It includes reasons for accepting certain approaches and rejecting others. Individual Board members gave greater weight to some factors than to others.

Background Information

BC2. On May 28, 2014, the FASB and the International Accounting Standards Board (IASB) issued a converged standard on recognition of revenue from contracts with customers. The FASB's guidance was issued as Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. In addition to the new revenue Topics and Subtopics, the Board made approximately 800 consequential amendments to the Accounting Standards Codification.

BC3. The Board has an ongoing project on its agenda about Technical Corrections and Improvements to clarify the *FASB Accounting Standards Codification*[®] or to correct unintended application of guidance. Those items generally are not expected to have a significant effect on current accounting practice or create a significant administrative cost for most entities. The amendments in this proposed Update are of a similar nature to the items typically addressed in the Technical Corrections and Improvements project. However, the Board decided to issue a separate proposed Update for technical corrections and improvements to Topic 606 and other Topics amended by Update 2014-09 to increase stakeholders' awareness of the proposals and to expedite improvements to Update 2014-09.

BC4. The amendments in this proposed Update include items raised to the Board through a variety of sources, including:

- a. Submissions to the FASB-IASB Transition Resource Group for Revenue Recognition (TRG)
- b. Stakeholders' technical inquiries.

The amendments in this proposed Update affect narrow aspects of the guidance issued in Update 2014-09 and do not change any of the principles of the guidance in Topic 606 or the other Topics amended by Update 2014-09. Proposed Accounting Standards Update, *Technical Corrections and Improvements to Update No. 2014-09, Revenue from Contracts with Customers (Topic 606)*, was

issued on May 18, 2016 (May 2016 proposed Update) and the comment period ended July 2, 2016. The amendments in the May 2016 proposed Update included nine technical corrections and improvements, which the Board is in the process of redeliberating. The amendments in this proposed Update include four additional items that were brought to the Board's attention after the initial deliberations of the May 2016 proposed Update.

Topic 460, Guarantees (Issue 1)

BC5. Paragraph 606-10-15-2(d) specifically identifies a scope exception from Topic 606 for "guarantees (other than product or service warranties) within the scope of Topic 460, Guarantees." Financial guarantees generally are within the scope of Topic 460 unless they meet the scope exceptions listed in paragraph 460-10-15-7 (such as guarantees accounted for as a credit derivative under Topic 815, Derivatives and Hedging) or are listed in paragraph 460-10-55-16(a) (such as commercial letters of credit that are akin to a loan commitment).

BC6. While guarantees that are within the scope of Topic 460 (other than product warranties) are listed among the scope exceptions for Topic 606, stakeholders have raised concerns that there are instances within generally accepted accounting principles (GAAP) that indicate that fees from financial guarantees should be accounted for under Topic 606. The issue was discussed at the April 2016 TRG meeting. At that meeting, TRG members and Board members observed that guarantee fees within the scope of Topic 460 (other than product or service warranties) are not within the scope of Topic 606. TRG members observed that consequential amendments in paragraphs 310-10-60-4 and 942-825-50-2 that were included in Update 2014-09 are inconsistent with the guidance on scope in paragraph 606-10-15-2. The proposed amendments would clarify that guarantee fees within the scope of Topic 460 (other than product or service warranties) are not within the scope of Topic 606. As a result, an entity would account for those fees in accordance with the guidance in Topic 460. For guarantees accounted for as derivatives, entities should refer to Topic 815.

Topic 606, Revenue from Contracts with Customers (Issues 2 and 3)

Contract Asset versus Receivable (Issue 2)

BC7. Stakeholders have raised questions about the point in time at which an asset resulting from a contract with a customer under Topic 606 should be presented on the balance sheet as a receivable. The question is not about when revenue should be recognized. Rather, the question is limited to whether an asset should be presented as a receivable or some other asset (for example, a contract asset). The question arises because of confusion about the meaning of the reference to *due date* in paragraph 606-10-55-286 of Example 38, Case B. For this

reason, the Board decided to amend that example so that there is a better link between the analysis in the example and the guidance in paragraph 606-10-45-4.

BC8. Paragraph 606-10-45-4 provides guidance about the presentation of an asset as a receivable. That guidance states that “a receivable is an entity’s right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.” The Board observed that the guidance in paragraph 606-10-45-4 should be sufficient to enable organizations to assess whether an asset should be presented as a receivable. In the Board’s view, this guidance should not result in a significant change in practice from current GAAP. However, the Board notes that there is some diversity in practice today in this area and the guidance in Topic 606 may not resolve that diversity.

Refund Liability (Issue 3)

BC9. Example 40 in paragraphs 606-10-55-291 through 55-294 illustrates the recognition of a receivable and a refund liability. Stakeholders have indicated that the term *contract liability* in the journal entry in paragraph 606-10-55-293 indicates that a refund liability should be characterized as a contract liability. Stakeholders have concerns that the characterization of a refund liability as a contract liability might have implications on accounting for foreign currency translation (for example, whether a refund liability is considered a monetary or nonmonetary item for the purpose of determining which foreign currency exchange rate to use for translation). In the example, the Board did not intend to conclude that a refund liability is a contract liability and, therefore, the amendments in this proposed Update would supersede the term *contract liability* from the journal entry in paragraph 606-10-55-293. An entity should determine whether a refund liability should be characterized as a contract liability on the basis of the specific facts and circumstances of the arrangement.

Topic 720, Other Expenses (Issue 4)

BC10. Update 2014-09 superseded much of the guidance in Subtopic 340-20, Other Assets and Deferred Costs—Capitalized Advertising Costs, because it would have conflicted with the new cost capitalization guidance in Subtopic 340-40, Other Assets and Deferred Costs—Contracts with Customers. Therefore, an entity that previously capitalized advertising costs in accordance with the guidance in Subtopic 340-20 is required to apply the capitalization guidance in Subtopic 340-40 upon the adoption of Update 2014-09. Guidance on when to recognize a liability had been included within Subtopic 340-20 and was superseded by Update 2014-09. However, the Board did not intend to remove the guidance on when to recognize a liability for advertising costs that was included in paragraph 340-20-25-2. The proposed amendments would reinstate the guidance on the accounting for the accrual of advertising costs, which would retain current practice. Because much of the guidance in the original Subtopic has been superseded by Update

2014-09 and because this guidance relates to cost accrual guidance, the paragraph is being included in an expense Topic (Topic 720) rather than in an asset Topic (Topic 340).

Amendments to the XBRL Taxonomy

The provisions of this Exposure Draft, if finalized as proposed, would not require changes to the U.S. GAAP Financial Reporting Taxonomy (Taxonomy). Any stakeholders who believe that changes to the Taxonomy are required should provide their comments and suggested changes through [ASU Taxonomy Changes](#) provided at www.fasb.org.