Letter of Comment No: 4629 File Reference: 1102-100

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From: Brian Devlin@amat.com

unexpected (like a \$12,000 sewer bill).

Sent: Monday, June 21, 2004 7:56 PM

To: Director - FASB

Subject: File Reference 1102-100: Accounting for Stock Options and ESPPs

I am writing to express my opposition to changing the accounting treatment for stock options and Employee Stock Purchase Plans (ESPPs). Quite simply, for me, ESPP and stock options are an incredible incentive for me to stay with the company and remain dedicated to my company. Our ESPP has been an invaluable way for me and my wife to contribute additional funds towards retirement as well as give us the comfort to know that we have that "extra" source of money out there to help pay for something

Additionally, shall FASB have their way, I am failing to understand how it is expected that our company can write off options with a guesstimate without that impacting how investors view the health of our company.

Regards, Brian Devlin