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From: Cliff_Neal@amat.com
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To: Director - FASB
Subject: File Reference 1102-100: Accounting for Stock Options and ESPPs

Letter of Comment No: 4641
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I am writing to express my opposition to changing the accounting treatment for stock options and Employee Stock Purchase Plans (ESPPs).

I have chosen to work in a corporate environment where my long hours and hard efforts can be rewarded through company performance tied to Stock option performance. With out that incentive I would not make the same choice. To keep America competitive we must not tie the hands of our corporations ability to attract and retain top talent. Not all companies are in the same categorize, mature companies with low growth potential are looking for ways to cut cost and giving them the excuse that they must expense stock options will only give them the excuse to cut cost while mandating this requirement for all will kill the emerging and high growth companies who need to attract highly educated aggressive and determined work force who expect results to be shared. If America does not share results in its growth companies those potential employees will look to the foreign companies investing in our system.

On another point, I don't understand how the government expects to predict the expense value of Stock Options. I have worked at one high tec growth company for 14 years. I know this company inside and out. I could not predict the stock value any more than I can tell you who is going to win the supper bowl in 4 years time, ie that is our vesting period for annual stock grants. I have had some worthless and some were great stock grants over the years. Adding a "guesstimate" to a P&L statement for stock options is ridiculous.

Make this change to stock accounting and it will be the stock holders and the US economy that will pay. Myself and the other highly educated aggressive and determined work force employees will seek other opportunities where risk and reward are high, aligned with accomplishment and challenge.

Cliff Neal
Deputy General Manger
Strategic World Wide Account
Applied Materials

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