Letter of Comment No: 46/4 -

File Reference: 1102-100

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From: Bryan Stevenson@amat.com

Sent: Thursday, June 17, 2004 3:49 PM

To: Director - FASB

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

To whom it may concern,

I am writing to express my opposition to changing the accounting treatment for stock options and Employee Stock Purchase Plans (ESPPs). I find it unfathomable that given the competitive tension the United States has with the world, that this program would be abolished. What incentive alternative would then exist for those in the Technology industry? Simply working for a meager salary without the possibility of something more will relegate this industry as non-attractive. Can the US afford a flood of differentiators to move to other manufacturing centers thus crippling our country's technological advantage? A move such as your proposing will have a long lasting negative ripple affect.

Also, isn't the ESPP program a direct reflection of the "American dream," i.e. striving for greater rewards? As long as ESPP is disclosed, approved and monitored by stockholders, board of directors and the government, why would it need to be suspended?

Sirs, I am a simple working man and without ESPP I would not have been able to put a down payment on a house, buy annual Christmas gifts and have enough money to barely keep my family out of the "red" concerning my monthly financial portfolio. Eliminating the ESPP program would require my wife to go back to work and the submission of all my small children to day-care. The thought of splitting my family up like that sickens me.

Please consider how your drive on this topic will affect the average citizen, as it will be completely detrimental if you're successful in the elimination of ESPP.

Thank you for your time.

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