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Letter of Comment No: 413

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From: Lori Santos [Lsantos@sierrahealth.com]
Sent: Monday, June 14, 2004 5:29 PM
To: Director - FASB
Subject: Share-Based Payment Exposure Draft

Lori Santos
3401 Tuscany Village Dr.
Las Vegas, NV 89129

June 14, 2004

Ms. Suzanne Bielstein
Financial Accounting Standards Board
401 Merrit 7
Norwalk, CT 06856-5116

Dear Ms. Bielstein:

Re: Share-Based Payment Exposure Draft

I work for a company that allows employees to purchase my employer's stock at a discount through an Employee Stock Purchase Plan (ESPP). I understand that the Financial Accounting Standards Board (FASB) has proposed a change to accounting standards that would require my company to count this discount as an expense against its earnings (Share-Based Payment exposure draft). I respectfully request that you reconsider this proposal and not require expensing of the discount allowed in ESPPs.

I am concerned that required expensing of the discount in the ESPP may make this valuable benefit plan less attractive to my employer, potentially causing my employer to either discontinue the plan, or reduce or eliminate the current discount. If the discount is greatly reduced or eliminated, buying company stock through the ESPP would no longer be much of a benefit. Unlike benefits aimed only at high-paid executives, this is a valuable benefit for employees across the company.

The ESPP is a very important benefit to me. Being able to participate in an ESPP has enabled me to invest in my financial future and experience a sense of ownership in my company. This benefit helped attract me to and serves as an incentive for me to remain with my employer. I could even say I continuously strive to perform to the best of my ability because I am an owner of the company.

Being able to participate in the ESPP has helped me in the past few years. I have been able to pay off credit cards and purchase a new vehicle with my profits. The ESPP is a great incentive to obtain new employees as well as keep the employees we already have. As a Supervisor of the company I have seen my employees work harder to be able to get additional stocks as a bonus. Many of which consider the stocks a more valuable benefit than the raise they receive each year. Taking away the ESPP benefit would be a disservice to both the employer and the employee. I urge you to reconsider your decision.

Millions of workers like me in companies across the country are able to purchase their employer's stock through ESPPs. This builds company loyalty and helps to promote high standards of work when employees have a sense of ownership.

I strongly urge FASB to consider the negative impact the proposed rule would have on the nearly 16 million workers like me and eliminate the

expensing requirement for ESPP discounts in the final rule.

CC:

SEC, Chairman, William Donaldson

SEC, Chief Accountant, Donald Nicolaisen

Employee Ownership Coalition (eoc@vennstrategies.com)

Sincerely,

Lori Santos