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Letter of Comment No: 4047 File Reference: 1102-100

From: Rickey Smithberg [rickey@sierrahealth.com]

Sent: Wednesday, June 09, 2004 7:39 PM

To: Director - FASB

Subject: Share-Based Payment Exposure Draft

Rickey Smithberg 3241 Bishop Pine Street Las Vegas, NV 89129

June 9, 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.

The Employee Stock Purchase Plan offered by my company is one of the best enticements that is offered to me through my benefit package.

With the restriction of the maximum contribution on my 401(k), the ESPP provides additional funds that I plan to use in my retirement. When I read the financial magazines and see the additional compensation that virtually every executive is paid, this plan gives me a small portion of that additional benefit that my position in sales does not offer. In the ten years I have been enrolled in the ESPP I have been able to amass a respectible fund on a payroll deductions basis.

I would see the loss of this plan as a tragedy.

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)

With Respect,

Rickey Smithberg