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From: KIMBERLY WOOD [kwood@sierrahealth.com]

Letter of Comment No: 3535 File Reference: 1102-100

Sent: Wednesday, June 09, 2004 6:27 PM

To: Director - FASB

Subject: Share-Based Payment Exposure Draft

KIMBERLY WOOD 2451 N RAINBOW BLVD UNIT 1114 LAS VEGAS, NV 89108

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.

THIS CHANGE WOULD CAUSE A GREAT BENEFIT TO BE LOST. I, PERSONALLY, HAVE SOLD MY STOCK IN THE PAST TO PAY BILLS WHILE MY HUSBAND WAS OUT OF WORK AND HIS UNEMPLOYMENT BENEFIT RAN OUT. IF THIS WERE TO OCCUR AGAIN, HAVING THE ABILITY TO HAVE STOCK PURCHASED AT LOWER PRICES, AND THE PURCHASE MONEY TAKEN IN SMALL PORTIONS OVER A PERIOD OF TIME DIRECTLY FROM MY PAYCHECK WOULD MAKE IT POSSIBLE TO KEEP FROM HAVING MY ELECTRICITY TURNED OFF IN THE MIDDLE OF AUGUST WHEN IT IS 110+ DEGREES. OR TO BE ABLE TO PUT FOOD ON THE TABLE WHEN MY PAYCHECK HAS GONE TO PAYING BILLS AND THE RENT. TO LOSE THIS ABILITY WOULD BE POTENTIALLY DEVISTATING.

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,

KIMBERLY WOOD