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From: Sent: Steven Valeo [crjsdad@aol.com] Friday, June 11, 2004 12:01 AM

To:

Director - FASB

Subject:

Share-Based Payment Exposure Draft

Letter of Comment No: 3787

File Reference: 1102-100

Steven Valeo 4481 E. New York Avenue Las Vegas, NV 89104

June 11, 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.

I would like to also add, that if this program is changed by you, causing my employer to eliminate it, it will greatly affect my ability to save for my childrens education. This program also allowed me the means necessary to purchase a home. It is a shame that you are contemplating changes that will end this great benefit offered to us as employees. In todays world it is difficult enough to make it, I am fortunate to work for a compnay that offers benefits that allow the employees to share in its profits and allow us an avenue which can help us achieve financial success. I can only hope you do not deprive us of this great benefit by changing my companies ability to offer it.

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,

Steven Valeo