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Letter of Comment No:2456 File Reference: 1102-100

From: Sent: mark.lestochi@jdsu.com Friday, May 14, 2004 5:17 PM

Director - FASB

To: Subject:

File Reference No. 1102-100, Comment on FASB Stock Option Proposal



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Dear Mr. Robert Herz:

I am writing in reference to FASB's invitation to comment on its exposure draft, "Share-Based Payment," an amendment of Statements No. 123 and 95. I am a mid level employee in a hi-tech company. In adopting this kind of resolution, you are not just effecting the executive compensation, but you are hurting us little guys. If you are trying to target the excesses of executive compensation, re-state the proposed rule change so that Non-qualified Stock Options and ESPP are left alone. These are what we see as employees/owners as a great motivator to have the company succeed financially.

Sincerely,

Mark Lestochi 905 Lucerne Street Livermore, CA 94551