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Letter of Comment No: 2448 File Reference: 1102-100

From: Sent: To: rkrattli@sbcglobal.net

Friday, May 14, 2004 5:22 PM

Director - FASB

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'm a little guy buried so deep in my company that it would take a fire drill for me to see the light of day. So when I talk of my stock options, please don't think WorldCom CEO. Think mushroom, sitting in the dark plugging away. So when you consider these new accounting rules for the treatment of stock options, please remember that people like me exist. The only way I ever receive an opportunity to obtain stock is through my company's ESPP and my few option grants. Your plans will kill this process. And any chance I have to move ahead will also die. My company will continue to find ways to compensate the top people. So your goal of "fixing" the stock issues associated with the top people will not change the impact upon these top-of-the-food-chain types. You are shooting the wrong people.

My company discloses the value of our ESPP and Stock option pool so the investing world understands any dilution issues associated with stock grants. But other than this dilution issue, there is no out of pocket cost of my company. So expensing the value of these options based upon tese complex calculations is misleading. But the benefit is significant - to those of us at the bottom of the corporate food chain. Please reconsider and find some other way to rein those very very few that have made life difficult for the investing public. Please give us mushrooms a bit of sunshine.

Sincerely,

Robert Krattli 5238 Saint Annes Court San Jose, CA 95138