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From: Sent:

To:

Margaret Williams [MarWill56@AOL.com] Wednesday, June 09, 2004 7:00 PM Letter of Comment No: 3329

File Reference: 1102-100

Director - FASB

Subject:

Share-Based Payment Exposure Draft

Margaret Williams 2417 Chestnut Hill Street Las Vegas Nv 89124, Nv 89124

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.

As the Director of Quality Management for Sierra Health Services Inc.I am extremely disturbed by this new rule. I have personally benefited so much from my participation in the ESPP. Last year I was able to help my son pay for his wedding, assist my daughter in paying for textbooks, and buy tickets for my husband to visit his aging mother. Without this benefit I would not have been able to do any of these things. This summer one of my employees is going to go on his first vacation with his wife and three children. He has never been able to afford a vacation until he came to Sierra and became a participant of the ESPP. I am an RN and have 9 other RN's in my department. There is a nursing shortage and the competition for qualified staff is tough. The ESPP is one of the reasons they choose to work for Sierra. Please reconsider the implications of this ruling.

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,

Margaret Williams RN