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From: diane.myers-lipton@windriver.com
Sent: Tuesday, June 29, 2004 6:47 PM
To: Director - FASB
Cc: ken.klein@windriver.com; bernadette.sramek@windriver.com
Subject: FASB: File Reference No. 1102-100

Letter of Comment No: 5688
File Reference: 1102-100

Dear Chairman Robert H. Herz,

I am writing to you to voice my **opposition** to FASB's plan to compel companies to expense stock options.

When I married in 1991, I thought my husband and I would never be able to afford a house in the Bay Area of California. I was in graduate school and my husband's salary as a professor would not allow us to save the necessary 20% down payment, which was about 50K at that time.

Then in 1995, I started working at a little company call Wind River. I was uninformed about stock options and thought they were offered only to senior management. Not long after being hired, my boss came to me and said, "we are issuing you stock options", she showed me the number of shares and their price. My response to her was: this puts homeownership within our reach. My sense of gratitude was overwhelming.

Each year Wind River provided incentives in the form of options as part of my compensation package. The gain in the 90's allowed us to buy a house, fix it up and pay off all student loans and cars, so that today we only have a mortgage. This position allowed us to make it through the downturn without fear. Again, my gratitude to my Director at Wind River is immense. This gratitude translates in to fierce loyalty and commitment. Options showed me that my hard work would translate into revenue for the company as well as for my family.

I have not exercised options for the past 4 years because the market has not been good to WIND - for most of those years my options where underwater. I believe options can not be accurately valued at the time of issue. The actual cost can only be accounted for when the options are exercised.

So, I respectfully request that you do not force companies to expense options, and allow employee ownership to continue.

Best regards, Diane

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