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From: Susan Hockenson [shockenson@sierrahealth.com]

Letter of Comment No: 3584 File Reference: 1102-100

Sent: Wednesday, June 09, 2004 6:19 PM

To: Director - FASB

Subject: Share-Based Payment Exposure Draft

Susan Hockenson 10145 Oakmoor Place Las Vegas, NV 89144

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.

I find it difficult to comprehend that with all of the important issues facing my elected representatives, that I am in a position of having to defend a benefit that brings so much added value to my compensation package. To be frank, I find it unconscionable for a group of leaders who benefit from so many perks in their employment to attack a benefit that has contributed to both my own and many of my co-workers' financial future. One of my co-workers has paid for college using proceeds from the ESPP, another provided care for a sick parent, and a third used some of the funds as a down payment on her house. It is our collective experience that this important benefit both contributes to our own financial stability and provides impetus for us to strive to do our best day in and day out.

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,

Susan Hockenson