Letter of Comment No: 2166 File Reference: 1102-100

To: director@fasb.org

Subject: File Reference No. 1102-100

The idea that an accounting rule could curtail my ability to participate in the success of my company is disheartening to say the least. Our employee stock purchase plan, (ESPP) and employee stock option plan give me a stake in the success of the company, and they motivate me to work harder. I believe that if companies are forced to expense these plans, my company will be forced to limit the use of the plans. This would negatively impact morale, productivity and innovation.

I believe that mandatory expensing of our ESPP and stock options is bad accounting. The potential dilution of each investor's share of company ownership is the real cost of employee stock options. That cost is already reflected in our company financial statements through "diluted earnings per share". I also do not see that the current proposal clarifies the issues of transparency or accuracy. In fact, I would think given the array of variables and latitude in the assumptions proposed, the valuation methodology would cloud the financial statements more than ever.

Broad-based stock option programs are good for shareholders because employees are rewarded only if our company's stock value increases. In the past, my stock options have enabled me to improve my quality of life in meaningful ways.

I have been at KLA-Tencor Corporation for 14 years and have benefited greatly through these programs. Through my hard work (long hours) and dedication to K-T, I been able to enjoy a comfortable, middle-class life style that otherwise would have been unattainable. I have been able to purchase a beautiful home, provide an excellent education for my kids, and buy some nice things for our family to enjoy that otherwise would have been out of our reach.

I suppose the biggest benefit from this financial reward has been that my wife, once a marketing professional for Sony Corporation, now stays home with our kids, works in the classroom, and is home after school. She works only part-time from home doing bookkeeping, which supplements our income. Through this great benefit, our family has a stay-at-home mom who is raising our kids. In Silicon Valley that is a huge deal. Let's keep this trend up and let family's enjoy a life style they deserve as a result of a spouse's hard work and dedication to their company. Please do not take this benefit away from the lower and middle class employee. It will only hurt us!

I have personally seen the benefits of stock options to companies, employees and families. Broad-based plans should be encouraged, not eliminated and certainly not eliminated by a set of standards that does nothing to add to transparency or accuracy which are the hallmarks of accounting.

Respectfully submitted,

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