



**Letter of Comment No: 3631**  
**File Reference: 1102-100**

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June 7, 2004

Director of Major Projects  
File Reference No. 1102-100  
Financial Accounting Standards Board  
401 Merritt 7, P.O. Box 5166  
Norwalk, CN 06856-5116

Dear Director:

As the CFO at Merit Medical Systems, Inc., I write to express my opposition to the Financial Accounting Standards Board (FASB) Exposure Draft entitled "Proposed Statement of Financial Accounting Standards" dated March 31, 2004.

If adopted, the Exposure Draft would have a dramatic, negative impact on U.S. competitiveness, innovation and job creation, as companies would likely reduce the number of options distributed to employees as the only way to reduce the "expense" that would now have to appear on their financial statements. If compelled to expense, most corporations would simply abandon or dramatically cut back broad-based stock option plans, rather than take a substantial and arbitrary charge to their bottom line.

Merit's broad-based employee stock option plan, which is available to every salaried employee, has been a vital tool in recruiting and retaining the highest quality employees throughout our company's 17-year history. Over the past five years, Merit has granted approximately 75% of its option shares to hundreds of rank and file employees below the executive level.

Offering options to many employees, instead of just a few, has fostered a culture of ownership and the motivated behavior associated with it. At Merit, we have found that our stock option plan aligns the interests of employees with those of other shareholders because employees become more focused on the success of the company. The motivation of ownership is not only the heart of the American dream, but it is the key to innovation and competitiveness as well.

Mandatory expensing would have a disproportionate effect on companies with broad-based stock option plans like ours. It would reverse the trend of greater employee ownership, diminish innovation and entrepreneurship, and hurt the economy. U.S.

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companies need to have the tools to attract the best talent. It is interesting to note that China is currently promoting the use of stock options as part of a five-year economic plan to attract higher-quality employees and grow their economy. China has discovered what we already know – employee ownership is a well-proven motivator in attracting the brightest talent and getting the best business results.

The methods being proposed for valuing the future value of stock options are highly speculative, and are based on variables and assumptions that make the value vary greatly from company to company and period to period, therefore doing a comparative disservice to the investing public.

I ask you to seriously consider the negative effects of the March 31, 2004 Exposure Draft would have on Merit and thousands of other American companies. I reiterate my opposition to the plan and hope you will consider my objections.

Sincerely,

A handwritten signature in black ink, appearing to read "Kent Stanger". The signature is written in a cursive, flowing style.

Kent W. Stanger, CFO and Secretary-Treasurer