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**From:** Misty Welter [MACEVEDO@SIERRAHEALTH.COM]  
**Sent:** Thursday, June 10, 2004 11:54 AM  
**To:** Director - FASB  
**Subject:** Share-Based Payment Exposure Draft

**Letter of Comment No: 359a**  
**File Reference: 1102-100**

Misty Welter  
2720 Balsam Pear Ct  
Henderson, Nv 89074

June 10, 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 would like to share with you why it is important for me to have the opportunity to work for a company that allows me as an employee to purchase my company's stock at a discount through an ESPP plan. I am very upset to think that our employee discounted rate would be eliminated or reduced at a lower rate. I feel that this is a very valuable benefit to me and many others that work for Sierra Health Services. Knowing that my family has the ESPP benefit helps deal with the inflation of living expenses. In this day and time the cost of living, gas, education has and will continue to sky rocket. The ESPP benefit has helped my family in a very personal way by helping us furnish our new home, paying off some existing bills, and putting a good down payment on a new truck. My family is counting on the ESPP benefit for future education for our 2 small boys and even braces. As you can see the ESPP benefit is very important to me and my family. It gives me great pride to work for a company, (SIERRA HEALTH SERVICES), that gives the little people a chance to strive in financial success and it would be a shame and to have this taken away from us.

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,

Misty Welter