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From: Sent: Beatrice Lynch [beatricelynch@sierrahealth.com]

Letter of Comment No: 3475

File Reference: 1102-100

Wednesday, June 09, 2004 6:17 PM

To: Director - FASB

Subject:

Share-Based Payment Exposure Draft

Beatrice Lynch P O Box 33743 Las Vegas, NV 89133

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.

The ESPP program has given me the ability to have corrective surgery on my eyes that I would not have been able to do for several years of saving regularly. It has also provided funds to complete home repairs that would have taken many months longer without ESPP.

ESPP have given me the added incentive to strive to complete my duties at my job to the best of my ability and voluntarily doing things to better myself and my department.

I feel changing this employee benefit will greatly hender the enthusiams of Sierra Employees to strive to achieve their daily duties to the best of their ability without knowing ESPP is their to help them achieve things in their personal life that would take much longer to achieve.

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,

Beatrice Lynch