Letter of Comment No: 3175 File Reference: 1102-100

## **Underdog Software LLC**

May 28, 2004

## Director of Major Projects—File Reference No. 1102-100

Robert H. Herz, Chairman Order Department, Financial Accounting Standards Board 401 Merritt 7, P.O. Box 5116 Norwalk, CT 06856-5116

Dear Chairman Robert H. Herz,

I write to protect the use of employee stock options as a means of compensation. Stock options provide more choices for employees to decide how they wish to be compensated. If the government gets involved in this important means of compensation, then the businesses of America will fail. This measure will destroy the economy.

The FASB, through its proposal for mandatory expensing, is asking the financial community to foretell the future. There is simply no way the value of a stock option can be determined until the employee exercises that option.

The FASB proposal severely affects the business prospects and livelihood of small business owners and their employees across the country. This proposal needs to be shelved in order to allow small businesses an opportunity to continue to thrive.

Regards.

Mike D Angelo