

**Len Tatore**

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**From:** Ball, John W [john.w.ball@intel.com]  
**Sent:** Thursday, April 22, 2004 6:29 PM  
**To:** Director - FASB  
**Subject:** File Reference No. 1102-100

FASB Director,

I am writing in regard to the current discussions related to options expensing. I feel that the efforts to mandate expensing will adversely affect both my companies flexibility and my compensation. Options are a very important part of my total compensation program, and what has helped to build the culture of striving to be the best. The proposal to mandate options expensing will not only create a regime of inaccurate accounting, but also make it much more difficult for companies like Intel to sustain broad-based employee stock option plans.

By treating employee stock options as an accounting expense, it disregards three fundamental issues. First, employee options are not freely tradable. How do you value something that has no market? How do you put a price on something if it's not for sale? The answer is that you cannot. There is no accurate way to value these options without an open market.

Second, employee stock options are subject to lengthy vesting periods—typically four or five years. If the employee changes jobs before the options vest, they are forfeited.

Finally, employee stock options will be exercised only if the stock price rises above the strike price. How does one predict future stock prices with any degree of certainty? There are entire industries dedicated to such a practice, yet no one is able to predict with absolute certainty what a stock price will be over a given length of time.

This FASB exposure draft is sure to be greeted with relish by our competitors in Asia and beyond. Entrepreneurs in China, Singapore and India will not just continue to focus on software development or other low-tech industries. They will create global economic powerhouses there which will be listed on those stock markets. In its latest five-year economic plan, the Chinese government explicitly calls for broader use of stock options to attract and retain key talent in China.

It is ironic that a communist country, the People's Republic of China, is encouraging the wider use of stock options, while in the U.S. the FASB wishes to make option grants to employees much more difficult and expensive. This FASB proposal will harm the ability of

Americans to innovate and drive our nation towards second tier status.

I ask that you reconsider your position on this very important issue. It is vital that this country continue to foster the spirit of competition that made this country strong. We should not tie the hands of companies to the point that they can no longer place incentives to their employees that directly correlate with the success of the company. These actions would have a severe economic impact to the company, the employee, and the country as a whole.

**John Ball**

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