



October 29, 2003

Director, IA&I-FSP
Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, CT 06856-5116

Ellerbe Becket
800 LaSalle Avenue
Minneapolis
MN, 55402

RE: Proposed FASB Staff Position No. 150-c.

Telephone:
(612) 376-2000

We appreciate the opportunity to comment on Proposed FASB Staff Position No. 150-c, entitled, Effective Date and Transition for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities of FASB Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity ("Statement 150").

Facsimile:
(612) 376-2271

www.ellerbebet.com

We are a privately owned architecture and engineering design firm with clients, offices and operations around the world. We are employee-owners who invest a substantial amount of our personal net worth in our firm. Upon termination of our owners' employment their equity interests are repurchased by the firm in order to maintain control over the ownership of our firm. Further, certain states' licensing provisions for professional services firms require professional employee ownership. We are very concerned about the implications of Statement 150 on our financial statements, and the ability to effectively explain to our owners, clients and potential clients, financial institutions, vendors, and other users of our financial statements that the application of this new accounting standard will completely eliminate our recorded equity.

We request that the FASB reconsider the issue of mandatorily redeemable securities for nonpublic entities.

We strongly disagree that mandatorily redeemable common shares be considered liabilities. To characterize them as such is a misrepresentation of the substance of our relationship with our owners, and of their residual interests in the success and failure of each firm. Even with a mandatory redemption provision in the shareholders' or partnership agreement, the common shareholders or partners exercise ownership control and are subject to ownership risk. This control even would allow them to cancel any contractual redemption provision, for example, if they decide to sell the company to a third party. The risks are apparent should the business falter or fail, and this distinguishes the owner from all other obligees.

We believe this position is supported by the FASB's own conceptual framework. Assets are resources available to an entity. Liabilities represent claims against those resources. Equity represents the residual interests in those assets assuming the satisfaction of all the claims. Common equity holders are residual interest holders until such time as the claim for the redemption of their shares is made and fixed, which only occurs at the point that the

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mandatory redemption provisions are effective, regardless of whether the redemption is at fair value, formula value, or book value. When all equity holders have the same rights of redemption upon termination, retirement, or death, all will receive their pro rata interest in the entity's net assets. Therefore, they are in the same position as if the redemption requirement did not exist; they are residual interest holders.

By eliminating the equity sections of most nonpublic companies, Statement 150 will put nonpublic companies at a competitive disadvantage compared to similar public entities and global competitors not subject to these accounting rules. Our firm's balance sheet, on its face, will appear insolvent. In addition, owners in our firm, when seeking their own personal financing, will be placed at a competitive disadvantage when they are asked to submit financial statements supporting the valuation of their equity interests in the firm.

We also request the FASB reconsider this accounting change on the basis of cost-benefit for nonpublic companies and the users of their financial statements. Currently, nonpublic entities are required to disclose the redemption provisions in the notes to the financial statements; a practice incorporated, generally accepted and understood in the user community for decades. An alternative would be to carve out an exception to the mandatorily redeemable financial instruments provisions of Statement 150 for nonpublic entity ownership interests, and provide a requirement to include the wording "subject to mandatory redemption" in the equity section of the balance sheet. This would eliminate the non-productive time and expense of having nonpublic companies and their counterparties renegotiate and amend agreements containing covenants or representations related to reported equity.

It is for these reasons that we request that FASB reconsider the issue of mandatorily redeemable securities for non-public entities.

Thank you for your consideration of the matters.

Sincerely,

The image shows two handwritten signatures in black ink. The signature on the left is "Rick A. Lincicome" and the signature on the right is "Gregory C. Anderson".

Rick A. Lincicome, AIA
Chief Executive Officer

Gregory C. Anderson
Chief Financial Officer