



ARCHITECTS ENGINEERS PLANNERS

111 Monument Circle  
Indianapolis, Indiana  
46204-5178  
(317) 636-4682  
FAX (317) 633-0505

October 15, 2003

Mr. Robert Herz  
Chairman  
Financial Accounting Standards Board  
401 Merritt 7, PO Box 5116  
Norwalk, CT 06856-5116

Letter of Comment No: 22A  
File Reference: 1100-LEU  
Date Received: 10/15/03

Dear Chairman Herz:

On behalf of HNTB, which is a member of the American Council of Engineering Companies (ACEC), we would like to express our strong concerns over the impact that Statement of Financial Accounting Standards 150 (FAS 150) will have on the financial standing of my firm and many other non-public engineering firms throughout the country.

As you know, FAS 150 requires non-public companies to classify as liabilities any financial instrument issued in the form of equity that is "mandatorily redeemable." A financial instrument (stock) is "mandatorily redeemable" if it requires the company or entity to buy back the assets at a specific date or time, such as retirement. Since many firms have such arrangements in place where shares are automatically repurchased when a shareholder retires, resigns or dies, the new standard is expected to impact most non-public firms.

Firms must follow FASB's standards to comply with generally accepted accounting principles. Unfortunately, by classifying as *debt* equities held by our shareholders, the effect of the new standard could be to significantly reduce, or even eliminate, the net worth of my firm and many other non-public engineering firms. The revisions to our financial statements as required by FAS 150 will not reflect the firm's real financial condition, yet they will have very dire consequences on our ability to obtain new clients, loans, bonding and insurance. Perhaps more importantly, it could reduce the price per share of stock owned by the employees in the ESOP. That stock price is determined by independent appraisal.

Mr. Chairman, on behalf of my firm and ACEC, we would respectfully urge you to repeal or modify this standard for non-public, non-SEC registered companies. To discuss this matter with you in greater detail, please contact Steve Hall, ACEC's Director of Government Affairs, at (202) 347-7474.

Thank you for your consideration.

Sincerely,

Stephen G. Goddard Fax No.  
317 917-5208

The HNTB Companies

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