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From: Michelle Parkinson [michelle.parkinson@dmsghg.com]
Sent: Monday, June 28, 2004 9:03 AM
To: Director - FASB
Subject: Share-Based Payment Exposure Draft

Letter of Comment No: 5321
File Reference: 1102-100

Michelle Parkinson
2101 N. University Drive
Fargo, ND 58102

June 28, 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.

As the Human Resources Officer of the DMS Health Group, I represent 450 employees throughout the country. If we are unable to offer the stock purchase program, our company will lose an extremely valuable benefit. Not only do we use it as a recruitment and retention tool, we use it to keep our employees engaged in the profitability of our company and our parent organization, Otter Tail Corporation (OTTR). I am extremely concerned about how we will compete with other organization's benefit plans without the ESPP. We believe this program provides with a competitive advantage that is not matched by some of our competitor's.

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,

Michelle A. Parkinson