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From: Mark Remer [remer@charter.net]
Sent: Friday, June 25, 2004 4:45 PM
To: Director - FASB
Subject: Share-Based Payment Exposure Draft

Letter of Comment No: 5314
File Reference: 1102-100

Mark Remer
517 Valley Dr.
Fergus Falls, MN 56537

June 25, 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.

I did not write the above letter, but I agree with what it says. I am currently buying \$500 per month of our company's stock through our ESPP. This is the single best way for me to invest in the stock market at a very low risk. The price of our stock would have to drop by 15% before I would loose any money.

Targeting Employee Stock Purchase Plans because of the fraud of some company's officers is punitive and, frankly, a knee jerk reaction to the problem. Deal with the perpatrators of fraud as they are found. Do not punish everyone for the misdeeds of the few.

Thank you for allowing me to voice my opinion.

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,

Mark B. Remer