Letter of Comment No: 2814 File Reference: 1102-100

CMS Products

May 21, 2004

Director of Major Projects—File Reference No. 1102-100

Robert H. Herz, Chairman Order Department, Financial Accounting Standards Board 401 Merritt 7, P.O. Box 5116 Norwalk, CT 06856-5116

Dear Chairman Robert H. Herz,

If I recall the ideas behind economic, our nation's economy is based on a free-market enterprise system. Therefore, it should NEVER be the government's place to decide how a company chooses to reward its employees. By imposing their will on any business via mandatory expensing of stock options, the FASB will impede the ability of employers to decide the appropriate incentives to give their employees. This must never be allowed to happen and it will do nothing more then create an accounting nightmare for small businesses. It will also impeded our country's economic recovery and harm employees financial futures.

I can understand that the FASB is on a mission to ensure that the recent corporate financial scandals do not occur again. Nobody wants such scandals to recur. However, the FASB is using the public's outrage over these scandals to push through mandatory expensing which will actually hurt the ability of the average employee to prepare for their future. This is totally unfair! Many employees are counting on stock options to provide financial security for themselves, and mandatory expensing will hamper that security.

The mandatory expensing of stock options is a serious mistake. Small business owners cherish the flexibility to compensate their employees as they see fit. This is a freedom that has allowed for the continuous success of the small business in the United States. Please understand the dire consequences that could come from mandatory expensing of stock options. Thank you.

Regards

Marianne Doolev