

**Letter of Comment No: 5050**  
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June 17, 2004

Director  
FASB Board  
401 Merritt 7  
Norwalk, CT 06856

Dear Mr. Director,

In response to the March 31, 2004 Financial Accounting Standards Board's Exposure Draft, the Share-Based Payment and Amendment of FASB Statements No. 123 and 95, I respectfully request the FASB to reconsider its position.

Expensing stock options and Employee Stock Purchase Plans (ESPPs) is bad accounting. There is no accurate, reliable, and consistent way to value stock options. Many economists believe investors will not be well served by misleading "guesstimates" produced by option valuation formulas. The real cost of stock options is already reflected in diluted earnings per share estimates in our financial statements.

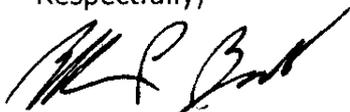
75% of my colleagues at Silicon Valley Bank participate in either our employee stock option program or our ESPP. Like many innovative companies in Silicon Valley and across the country, SVB has long embraced employee ownership - via options or an ESPP - as a way for individuals to benefit directly from their contributions to the company's success.

Employee stock options and the ESPP make me feel like I have a stake in the success of Silicon Valley Bank. Stock options motivate me to work harder and align me with our shareholders and senior management. I believe that if SVB is forced to expense all employee stock options and ESPPs, my company might no longer offer such programs to the majority of employees. This would negatively impact morale, productivity, innovation and our earnings potential.

I also received stock options from my previous employers, Imperial Bank and First Interstate Bank. When First Interstate was taken over by Wells Fargo Bank and Imperial Bank was taken over by Comerica Bank, the extra income from exercising options helped tide me over while I was looking for a job.

In closing, I urge the FASB to reconsider its position on this important issue. Broad-based stock option plans and ESPPs enhance productivity, increase shareholder value and benefit employees. These broad-based plans should be encouraged, not eliminated.

Respectfully,



Ellen P. Becht