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Letter of Comment No: 4051
File Reference: 1102-100

From:

Bruce R. Mickee [bmickee@sierrahealth.com]

Sent:

Wednesday, June 09, 2004 7:18 PM

To: Director - FASB

Subject:

Share-Based Payment Exposure Draft

Bruce R. Mickee 1901 E. Mesquite Ave. Las Vegas, Nevada 89101

June 9, 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.

Yes, I work for Sierra Health Services Inc. in Las Vegas NV. I have been in the ESPP for approx. 9 years. It has helped me a lot in the past with extra funds that I may not have had to purchase a truck, help pay off my home in Las Vegas; also, with the build up that I may accrue between now and a few years down the line, I may even be able to retire sooner than expected.

The elimination of this program would greatly harm myself and other co-workers whom in the past have also benefited from the program for children's education and other important purchases that probably would not be possible without it. Most of us do agree; we feel more loyal to the company for such a benefit as this that to eliminate it could possibly cause turmoil, non-interest/trust within the company itself.

Thank you for your consideration in reading this comment.

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,

Bruce R. Mickee