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From: Sent:

To:

Megan Cooke [MeganCooke@cox.net] Wednesday, June 09, 2004 6:23 PM Letter of Comment No: 3334

File Reference: 1102-100

Director - FASB

Subject:

Share-Based Payment Exposure Draft

Megan Cooke 8055 Rodeo Drive Las Vegas, Nevada 89123

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.

The ESPP has allowed me to pay off student loans and other educational debt that would of otherwise taken years longer. It has also allowed us to do home improvement that we otherwise would have not been able to afford. We were planning on using it in the future to help with our children's educational needs. This is a benefit that has been instrumental in helping in times of need. It would be a great loss to many employees of all income levels and especially to ones of lower income who have been able to benefit the most from it. It is my hope that this valuable employee benefit will not disappear.

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,

Megan Cooke