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Letter of Comment No: 2724
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From: Michele Lodin [michele.lodin@amo-inc.com]
Sent: Wednesday, May 26, 2004 8:21 PM
To: Director - FASB
Subject: Share-Based Payment Exposure Draft & ESPP Plans

Michele Lodin
1700 E. St. Andrew Place
Santa Ana, CA 92705

May 26, 2004

Ms. Suzanne Bielstein
Financial Accounting Standards Board
401 Merritt 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.

ESPP Plans also help align employee and shareholder interests by making employees actively aware of the impact that their performance has on the performance of the company overall. In addition, employees are more motivated to take the shareholder perspective for issues such as corporate governance, ethics compliance and reporting, and overall company management and resource use. The proposed legislation destroys the benefits of ESPP plans and the major opportunity for most employees to participate as shareholders in their company.

ESPP plans are also highly regulated by IRS rules, including annual caps on contributions, which already keep these plans in check. The IRS regulations have worked for many years at preventing abuse through these plans, so they do not need further destruction.

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)

Best Regards,

Michele Lodin, CCP, PHR