October 5, 2005

Financial Accounting Standards Board
401 Merritt 7
P. O. Box 5116
Norwalk, CT 06856-5116

Attention: Director, TA&I-FSP

Comments on Proposed FSP FAS 123(R)-b

To Whom It May Concern:

As a follow up to our comment letter dated September 27, 2005 in regard to the above referenced FSP, we wish to raise an additional issue for consideration. It has come to our attention that auditors are opining that a mutual understanding of the key terms and conditions of an equity award cannot exist if the award payout grid is not shared with grant recipients (or if there is too much discretion in award payout determination).

We strongly urge the FASB to permit grant-date fixed accounting for performance-vesting equity grants even if the participants are not told the numeric goals and payout curve. It should suffice that participants are told the performance measure(s), the weighting, and the payout range, e.g., 0-200 percent earnout for +/- 20 percent performance around target. The goal itself can be confidential and non-disclosed.

The SEC and IRS allow nondisclosure of goals in proxy statements for competitive and market-signaling reasons. Some plans have hundreds of participants, and disclosure of goals to them would be tantamount to public disclosure. Disclosure to participants could even trigger Form 8-K disclosure of goals.

Thank you for your consideration.

Sincerely,

Frederic W. Cook

Thomas M. Haines