



December 11, 2013

Public Company Accounting Oversight Board  
Office of the Secretary  
1666 K Street, N.W.  
Washington DC 20006-2803

Re: PCAOB Rulemaking Docket Matter No. 034

Members of the Board:

Thank you for the opportunity to comment on *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion, The Auditor's Responsibilities Regarding Other Information in Certain Documents Containing Audited Financial Statements and the Related Auditor's Report, and Proposed Amendments to PCAOB Standards Related to the Proposed Auditor Reporting Standard* (collectively the "proposed standards").

We agree that certain of the proposed changes would be beneficial to users of the financial statements. The proposed changes that we support cover the proposal to include in the auditor's report a statement regarding auditor independence and inclusion of information on the auditor's tenure. In addition, we support the addition of language to the auditor's report clarifying that the audit includes the footnotes to the financial statements and support adding language to the Auditor's report stating that the conclusion that the financial statements are free of material misstatement covers both potential material errors and potential material instances of fraud.

In addition, we support including in the auditor's opinion a description of the auditor's responsibilities regarding "other information" in documents containing financial statements. However we do not believe there would be significant benefits in increasing the auditor's responsibility regarding this information, or to expand the definition of other information to include information incorporated by reference. We believe the current requirement for auditors to consider "other information" and discuss with Audit committees that they have read the "other information", as currently defined, is a sufficient process to identify any material discrepancies between the audited financial statements and the "other information". Our Audit Committee, and we believe all audit committees, expect a standard of care from the Auditors when they consider "other information". We believe the proposed requirement to "evaluate" such information is not significantly different enough to provide a corresponding significant benefit to users of the financial statements and would not justify what would likely lead to increases in time and expense to complete an audit.

Finally, regarding communication of critical audit matters, we are concerned that the potential exists that such communication could be perceived by the users of financial statements as questioning the quality of the financial statements taken as a whole, even if the proposed

auditor's report would state otherwise. We believe that the matters which would most likely be identified as critical audit matters are already discussed under Significant Accounting Estimates / Critical Accounting Policies and that any differences would be confusing to users of the financial statements. We are also concerned that a requirement for auditors to document why certain matters are not considered to be critical audit matters has the potential for significant increases in management's time and audit fees to complete the audit. Another issue to consider is the cautiousness and boilerplate disclosures by the auditors that cover every possibility which would bring inconsistencies and confusion for users of financial statements due in part to variability of such between accounting firms and partners.

We believe the supported changes noted above provide clearer insight into the Auditor's independence, role and process in regarding registrant's financial statements. We appreciate the Board's efforts to improve the quality of financial reporting, and would again like to thank you for the opportunity to comment on the proposed standards.

Sincerely,



David M. Drillock  
Chief Financial Officer  
Cytec Industries Inc.