



SHERWIN-WILLIAMS.

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

Dear Sir/Madam:

The Public Company Accounting Oversight Board (PCAOB) is seeking comment on a concept release that outlines its thoughts on possible ways to enhance auditor independence, objectivity and professional skepticism with mandatory audit firm rotation. While we are supportive of the PCAOB's goals of continuously increasing audit quality and protecting investors, we believe that mandatory audit firm rotation would be ineffective in achieving these goals. We also believe there is the risk of potentially decreasing audit quality and increasing costs.

Mandatory audit firm rotation would remove the benefits derived from the cumulative knowledge an audit firm gains over time relating to the company and industry. In our opinion, this company and industry experience gained over time significantly enhances the quality of the audit. Due to the challenging learning curve that audit firms face when taking on a new engagement, mandatory firm rotation would reduce both the effectiveness and efficiency of the audit while increasing costs for both the company and the audit firms.

We believe that the cost to The Sherwin-Williams Company to mandatorily change auditors would exceed any possible benefit its shareholders would receive relating to audit quality or independence. Although we have not rotated our external audit firm recently, we have made changes in service providers used for statutory audit services. The internal time commitments required to acclimate the new service provider to the company's operations, business processes, and critical reporting areas were extensive. The time commitment Audit Committees and management teams involved in selection, evaluation and integration of the audit firm changes would be significant. These efforts would result in unnecessary diversions of time that should be devoted to matters we believe offer greater benefit to our investors and other stakeholders.

We believe the role of the audit committee and the current rigorous PCAOB inspection process help achieve high quality and independent audits. In addition, audit firms maintain an extensive internal quality review process, and partner rotations are mandatory, which reinforces auditor independence and objectivity. It is our view that the audit committee, with responsibility for oversight of the audit firm, remains the most qualified to appoint and retain the audit firm that they believe best meets shareholders' needs. The audit committee has the statutorily mandated responsibility to select the audit firm and is in the best position to monitor the objectiveness and independence of the auditor. A requirement for mandatory audit firm rotation would undermine the audit committee's oversight power to retain a high quality, independent audit firm. We do not believe mandatory audit firm rotation requirements will have a measurable positive impact on the PCAOB's goal of improving audit quality and may in fact decrease audit quality, which will make the unavoidable added costs of mandatory firm rotation impossible to justify to our shareholders. Rather than requiring mandatory firm rotation, other alternatives, such as further strengthening the role of the audit committee and having selective rotation based on inspection findings, should be considered.

Respectfully,

Richard K. Smucker
Lead Director – Board of Directors