NUCOR

CORPORATE OFFICE

September 30, 2011

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

Re: PCAOB Rulemaking Docket Matter No. 34

Dear Office of the Secretary:

Nucor Corporation appreciates the opportunity to provide comments to the Public
Company Accounting Oversight Board (PCAOB) on the Concept Release on Possible
Revisions to PCAOB Standards Related to Reports on Audited Financial Statements.

Nucor is a manufacturer of steel and steel products, as well as a scrap processor, with
operating facilities and customers located principally in North America. We are the
largest recycler in North America, using scrap steel as the primary raw material in
producing steel and steel products.

We have the following comments on the four proposed alternatives for changing the
auditor's reporting model that are discussed in the concept release:

Auditor's Discussion and Analysis (AD&A)

We are strongly opposed to the inclusion of an AD&A. We believe that management,
with oversight provided by the audit committee, is best suited to provide additional
information about the company's financial statements. Since management, with the
oversight of the audit committee, is responsible for making all judgments and estimates
in a company's application of accounting policies and practices and resolving difficult
issues, it should be exclusively responsible for communicating information about these
matters to investors. Auditors should not be the original source of any disclosure about
a company. Regardless of how extensive audit procedures are now or will be in the
future, an auditor's knowledge about the company will never be as extensive as
management's. In addition, since the auditor's comments in the AD&A could be
different from management's comments in MD&A, investors could be confused or even,
in some instances, misled. Further, such inconsistencies could cast doubt on the
accuracy and reliability of the financial statements.

The current auditor report is based on the financial statements taken as a whole. If auditors are required to comment either on specific judgments and estimates made by management in applying accounting policies and practices or on contentious issues ("close calls"), which are both at a lower level than "financial statements taken as a whole," audit engagements will become more expensive and take additional time to complete.

Required and Expanded Use of Emphasis Paragraphs

This alternative would mandate the use of emphasis paragraphs in all audit reports and further expand the emphasis paragraph to highlight the most significant matters in the financial statements and identify where these matters are disclosed in the financial statements. The auditor could also be required to comment on key audit procedures performed pertaining to the identified matters.

Different disclosures may be important to different investors, and the expanded use of emphasis paragraphs could detract from other disclosures in the financial statements. This alternative would rely on the auditor, not management, to determine what information in the company's financial statements is most significant and should be emphasized in the report, which could potentially impair the auditor's independence.

Since many investors do not have an in-depth understanding of the auditing process, commenting on key audit procedures could result in confusion. Providing sufficient information on complex audit concepts would result in lengthy descriptions of the auditing process, which investors may be tempted to overlook. In addition, we believe their overuse could have the opposite effect and lessen the impact of emphasis paragraphs.

Under current standards, an unqualified opinion is an indication that all material matters related to an audit have been resolved. Additional discussion in the auditor's report in the form of multiple emphasis paragraphs is unnecessary and potentially misleading. The use of emphasis paragraphs would make it less obvious that a company was receiving an unqualified opinion and could be confusing to both sophisticated and unsophisticated investors alike.

Auditor Assurance on Other Information Outside the Financial Statements

We do not support requiring the auditor's assurance on information outside the financial statements (e.g., MD&A, non-GAAP information or earnings releases). Under current auditing standards, auditors are already required to read other information included in documents containing audited financial statements and ensure that such information is not materially inconsistent with the audited financial statements. Requiring that auditors provide any form of assurance on additional information would be costly while providing little, if any, incremental benefit to investors. In addition, requiring that this information

be audited would require substantial additional time in an already tight reporting schedule.
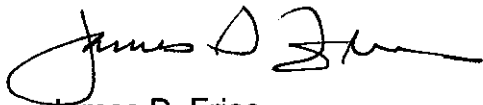
Clarification of the Standard Auditor's Report

We believe that the auditor's report should remain concise and continue to follow the current "pass/fail" model. The language of the auditor's report should continue to use standardized language that provides consistency, comparability and clarity of auditor reporting. However, we do believe that investors would benefit from the following "plain English" changes that are discussed in section D of the concept release:

- Describe "reasonable assurance" as being a "high level of assurance, but not absolute assurance."
- Describe the auditor's responsibility to detect fraud.
- Provide clarification regarding the auditor's responsibility for financial statement disclosures.
- Describe the auditor's responsibility with respect to other information in documents containing audited financial statements.

Thank you for your consideration of these comments.

Very truly yours,

James D. Frias
Chief Financial Officer, Treasurer
and Executive Vice President