

DuPont Finance
Wilmington, DE 19898

Vice President

April 8, 2009

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Subject: File Number S7-27-08, Roadmap for the Potential Use of Financial Statements Prepared in Accordance with International Financial Reporting Standards by U.S. Issuers

Dear Ms. Murphy:

E. I. du Pont de Nemours and Company ("DuPont") appreciates the opportunity to comment on the Securities and Exchange Commission's proposed rule on the "Roadmap for the Potential Use of Financial Statements Prepared in Accordance with International Financial Reporting Standards by U.S. Issuers" ("Roadmap"). Our comments below do not attempt to provide responses to all the questions posed by the Commission, but focus on those matters of specific importance to our company.

DuPont is a world leader in science and technology in a range of disciplines, including biotechnology, electronics, materials science, safety and security and synthetic fibers. The company operates globally and offers a wide range of innovative products and services for markets including agriculture and food, building and construction, electronics and communications, general industrial, and transportation. The company has operations in approximately 90 countries worldwide.

Overall, we agree that U.S. investors, U.S. issuers and U.S. markets would benefit from the development and use of a single set of globally accepted accounting standards and that IFRS, as issued by the IASB, have the potential to be that set. The milestones establish reasonable goals for the IASB and US market participants to work toward in advance of a mandatory adoption date. However, achieving the milestones should not be a prerequisite to establishing a mandatory date. The choice of 2014 as a mandatory date is a reasonable date for adoption, but needs to be made a date certain now so that large, multi-national companies like DuPont can plan and complete the significant conversion effort necessary. More specifically, we have the following comments on the Roadmap, many of which we believe will help reduce the cost of converting to IFRS for U.S. issuers.

Mandatory Adoption

The Roadmap considers the mandatory use of IFRS by U.S. issuers. To this end, the Roadmap proposes that the Commission will determine in 2011 whether to require issuers to use IFRS beginning in 2014 if it is in the public interest and for the protection of investors to do so. The Commission believes that a decision in 2011 provides sufficient notice of the transition to IFRS such that issuers can begin accounting using IFRS in 2012, the earliest fiscal year of the mandatory adoption period. Additionally, the Commission is proposing to continue to require the provision of three years of audited annual IFRS financial statements in the first year of IFRS reporting.

We appreciate the careful approach of the Commission in moving toward the adoption of a single set of high-quality global accounting standards. However, we believe the proposed mandatory adoption date of 2014 is a reasonable date by which the Commission's concerns can be addressed and recommend that 2014 be established as a date certain. We see the need for a decision to be made quickly, so that this date provides a period of time sufficient for the proper preparation and adoption of the standards by the largest accelerated filer companies, whereby company resources and monies expended are most effectively utilized in the effort. Our position is based on the following considerations:

- Implementation of IFRS by large, multi-national companies like DuPont will require a multi-year effort encompassing significant education and systems and procedural changes.
- There is uncertainty created by the delay until 2011 for a date certain for mandatory adoption. Economic times notwithstanding, it is not in the best interests of our shareholders to expend significant company time and resources toward an event which is uncertain to occur. In the alternative, delaying implementation work until a final rule is issued, presumably in 2011, creates a significant risk of non-compliance with a 2014 mandatory adoption date.
- The proposed period of time between final decision (sometime in 2011) and mandatory adoption (2014) is insufficient for companies to prepare. This timeline leaves little time to prepare for the parallel systems needed to meet the comparative period requirements. Running parallel systems will require significant upfront work including changing accounting policies, educating and training the workforce, changing accounting processes and changing systems. This will be an intense integration effort for large, multi-national companies like DuPont with complex IT infrastructures and multiple constituencies.
- The comparative period requirements (three years income statement, cash flow, and statement of changes in equity) are more stringent than what was required for foreign public issuers (two years). This furthers the need for sufficient preparation time.

Milestones

The Roadmap seeks to provide investors with financial information which is based on high-quality, globally accepted accounting standards that are consistently applied across companies, industries and countries. Further, the Commission hopes to begin to engage all participants more definitively in the dialogue surrounding adoption of global accounting standards. To this end, the Roadmap sets forth seven milestones which, if achieved, could lead to the use of IFRS by U.S. issuers. These milestones relate to: improvement in accounting standards; the accountability and funding of the IASC Foundation; the improvement in the ability to use interactive data (XBRL) for IFRS reporting; education and training relating to IFRS; limited early use of IFRS where this would enhance comparability for U.S. investors; the anticipated timing of future rulemaking by the Commission; and the implementation of the mandatory use of IFRS by U.S. issuers.

The Commission is considering whether IFRS are accounting standards that are of high quality and sufficiently comprehensive. Further, consideration is being given to whether such standards are established under a robust, independent process which allows for input, alternative approaches and due process. We agree with the Commission's considerations and believe the best and most efficient and cost effective way to achieve such improvement is for the FASB to focus their efforts on the improvement of IFRS. We believe the FASB should not focus on modifying US GAAP except as part of convergence efforts. Further, to improve cost efficiency for companies, delaying effective dates for new US GAAP converged standards to the mandatory IFRS adoption date (or later) would avoid situations where a company needs to adopt a new converged standard under US GAAP and then convert to IFRS at a later date. We believe these actions would allow for the accounting standards improvements needed by a 2014 mandatory adoption date.

Another milestone for consideration by the Commission is the accountability and funding of the IASC Foundation, the foundation which oversees the IASB. Currently, the foundation is funded by voluntary contributions from a variety of market participants. The goal of the IASC Foundation is to secure a stable funding mechanism that supports the independent functioning of the IASB and avoids any perception of a connection between funding and the outcome of its standard setting. Also, the IASC Foundation is establishing a connection with a Monitoring Board which is composed of public authorities representing securities commissions around the world, including the SEC. We agree with the efforts toward more stable funding and with the IASC Foundation's decision to establish the Monitoring Board. Again, we believe these milestones can be achieved by a 2014 mandatory adoption date.

The Commission is considering the education and training relating to IFRS for the various constituents preparing or using financial statements. With the issuance of the Roadmap, this education and training has begun to intensify. Professional groups and industry groups are already integrating IFRS into their training materials. Corporations are beginning to train their workforces and universities are seeking ways to incorporate

IFRS into their curricula. We believe these efforts will intensify if a 2014 mandatory adoption date were to be established now. We also believe that such education and training can occur from now until 2014 in an adequate form necessary for users and preparers to be in a position to understand IFRS financial statements by such date.

The state of development of an IFRS list of tags for interactive data reporting is another milestone of the Commission's in considering whether to mandate IFRS. We appreciate the usefulness and comparability that XBRL brings to financial statements and the user community. However, while using XBRL is an important goal, in our opinion it should not be a required milestone evaluated in 2011 which precludes the move to IFRS, but should be a goal to be established concurrent with such move.

The remaining three milestones are inconsistent with a date certain mandatory adoption (these milestones are: limited early use of IFRS where this would enhance comparability for U.S. investors; the anticipated timing of future rulemaking by the Commission; and the implementation of the mandatory use of IFRS by U.S. issuers.)

Early Adoption

The Roadmap would allow certain U.S. issuers that meet specific criteria to file financial statements in accordance with IFRS with the Commission as early as 2009. Two proposals are set forth with respect to the disclosure of U.S. GAAP information by U.S. issuers that elect to use IFRS. Proposal A calls for the provision of reconciling information from U.S. GAAP to IFRS consistent with IFRS 1 in a footnote to audited financial statements. Proposal B requires the same reconciling information as Proposal A, but would also require the reconciliation from IFRS to U.S. GAAP as a disclosure on an annual basis of certain unaudited supplemental U.S. GAAP financial information covering a three-year period.

We agree that U.S. issuers should have the option to early adopt IFRS prior to 2014 and such option should not be restricted to certain issuers. Allowing for early adoption will continue the dialogue around IFRS, contribute to the training and education needed as outlined in the milestones and spread the demand for IFRS-related services over the open adoption period. We support Proposal A for the reconciliation requirement for early adopters. As stated previously, we believe a date certain for adoption is necessary and proposals applicable to early or mandatory adoption should not be based on the uncertainty of adoption as is proposed under Proposal B, but rather based on the foundation of the new standards which are being adopted. Proposal A, which follows the reconciliation requirement of IFRS 1, does this by using the standard set out for first-time adoption under IFRS. Under Proposal B, voluntary adopters will be required to provide reconciliations from published IFRS financial statements to U.S. GAAP results for every reporting period up to and including the mandatory adoption date. This effectively requires parallel reporting during this voluntary time period and is a disincentive to a voluntary adoption due to the time-consuming and costly effort necessary to develop and provide such information. In addition, many respondents to the Commission's proposing release to eliminate the reconciliation requirement for Foreign Private Issuers (FPIs)

indicated the reconciliation from IFRS was not helpful in that such information was "highly technical and not widely understood".

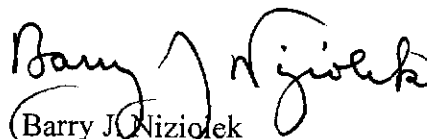
Transition

Under the Roadmap, issuers filing their first IFRS financial statements with the Commission would be required first to do so in an annual report and would be required to provide the reconciliation and disclosure information required by IFRS 1 "First-Time Adoption of IFRS". The first time filing would be limited to annual reports. Additionally, the Commission would continue the current requirement of providing three years of audited financial statements.

We agree that the information required by IFRS 1 is appropriate for the first time filing of IFRS statements and we agree that this filing should be limited to annual reports. We recommend, however, that a one-time accommodation be made to change the requirement for audited financial statements to two years from the three years being proposed. This would be consistent with the accommodation granted by the Commission in 2005 to Foreign Private Issuers for their first time filings of IFRS financial statements and would reduce the burden of preparation during the period leading up to adoption and further contribute to a successful conversion effort and timely filing.

We appreciate the opportunity to comment on the proposed Roadmap. Please contact me at 302-774-0120 if you have any questions.

Sincerely,



Barry J. Niziolek
Vice President & Controller