



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

April 8, 2005

Stuart Meiklejohn, Esq.
Sullivan & Cromwell
125 Broad Street
New York, NY 10004-2498

Re: Cytec Industries Inc.
Docket No. C-4132

Dear Mr. Meiklejohn:

Pursuant to Paragraph II.D.2 of the Order to Hold Separate and Maintain Assets in this matter, the Commission has determined to approve the Hold Separate Trustee Agreement between Cytec Industries Inc. and Richard Klein.

By direction of the Commission.

A handwritten signature in cursive script that reads "Donald S. Clark".

Donald S. Clark
Secretary

cc: Richard Klein