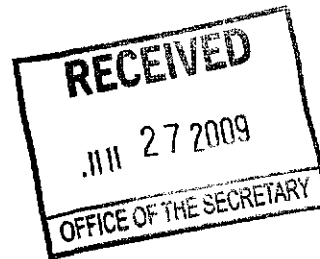


July 21, 2009



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

Ref: Proposed Amendments to Rule 206(4)-2
Release No. 1A-2876
File No. S7-09-09

Dear Ms. Murphy:

Rodgers & Associates welcomes the opportunity to remark on the above referenced amendments currently undergoing comment.

Our company is a Registered Investment Adviser (RIA) who custodies assets at TD Ameritrade and Fidelity. We are a fee only advisor and debit client fees from their respective independent custodians. Because TD Ameritrade and Fidelity are separate entities to Rodgers & Associates, a check and balance is already in place to monitor transfers of money. Statements are sent to our clients monthly and their signature is required for any monies that are removed from their accounts.

Instituting a surprise audit and adding this cost to thousands of Registered Investment Advisers will ultimately serve to reduce the access of consumers to reputable advisers. We believe an exception should be created for RIAs whose sole form of custody stems from deducting fees from client accounts. Instead of a surprise audit, your commission may want to require that Custodians are independent to their Registered Investment Adviser clients.

We thank the commission for the opportunity to voice our comments.

Respectfully Submitted,

Rick Rodgers CRP®, CRPC®
Certified Retirement Counselor®
President