



May 22, 2009

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

Re: Interagency Proposal for Model Privacy Form Under Gramm-Leach- Bliley Act, Rel No. IA-2598, File No. S7-09-07

Dear Ms. Morris:

WTAS LLC appreciates the opportunity to comment on the Interagency Proposal for Model Privacy Form (the "Proposed Model Privacy Form"). WTAS LLC is an investment adviser registered with the Securities and Exchange Commission ("SEC"), and also specializes in full service individual and business entity tax compliance and consulting. As such, we provide privacy notices to our investment advisory clients pursuant to SEC rules, and to our tax clients pursuant to Federal Trade Commission ("FTC") rules.

We support the interagency effort to develop a clear and concise customer privacy notice that can be used by all financial institutions as a safe harbor in describing their respective privacy practices under the Gramm-Leach-Bliley Act. We believe, however, it will be difficult if not impossible to use the Proposed Model Privacy Form as currently framed because it does not provide enough flexibility to accurately describe our information-sharing practices. For our firm, and we suspect other financial institutions engaged the business of preparing tax returns, this shortcoming is especially the case with regard to tax return information. From our perspective, the standardized, generally unalterable wording found in the Proposed Model Privacy Form appears to conflict with certain prohibitions and requirements imposed by the Internal Revenue Code ("IRC") regarding the use or disclosure of tax return information by tax return preparers.

IRC Section 7216 imposes criminal penalties on tax return preparers who knowingly or recklessly make unauthorized disclosures or uses of information furnished to them in connection with the preparation of an income tax return. In addition, tax return preparers are subject to civil penalties under IRC Section 6713 for disclosure or use of such information unless an exception under the rules of IRC Section 7216(b) applies to the disclosure or use. Recent amendments to regulations under IRC Sec.7216, which became effective on January 1, 2009, strengthen taxpayers' ability to control the disclosure or use of their tax return information by imposing specific requirements on tax return preparers that better allow taxpayers to make knowing, informed and voluntary decisions over the disclosure or use of their tax information by their tax return preparer.

For example, Reg. § 301.7216-3 requires that the disclosure or use of tax return information, other than for purposes specifically permitted in Reg. § 301.7216-2, must be preceded by the taxpayer's written consent. Reg. § 310.7216-3 prohibits disclosure or use without specific, prior written

consent; it does not permit tax return preparers to provide notice and opportunity to opt out. The Internal Revenue Service's ("IRS") Revenue Procedure 2008-35 prescribes the specific format and content to be used when requesting consent to disclose or use tax return information.

The perceived conflict between the IRC and the Proposed Model Privacy Form stems from the fact that the lay person is not likely to recognize and differentiate the specific types of personal information protected by the Gramm-Leach-Bliley Act from the tax return information protected by Sec. 7216. Put differently, our tax clients rightly consider their tax return information to be personal information and would therefore assume that such information is part of the "personal information" referred to in the Proposed Model Privacy Form. Cast in this light, the rigid wording provided in the Proposed Model Privacy Form is inaccurate and misleading when compared to prohibitions and requirements of Sec. 7216.

For example, the "Why" box of the Proposed Model Privacy Form would say "*Financial companies choose how they share your personal information,*" when in fact, tax return preparers are *not* permitted to choose how to share tax return information. Further, the IRS has made clear its position that tax return information belongs to the taxpayer and *only* the taxpayer may choose whether and how it can be shared. As another example, the "*Reasons we can share your personal information*" box would say we can share personal information for marketing purposes, although in fact the IRC restricts our ability to "use" tax return information for marketing purposes absent written consent. As a third example, the "*Why can't I limit all sharing?*" box would say that "Federal law gives you the right to limit sharing only for...", and lists three situations, yet federal tax law gives taxpayers much broader rights over tax return information and is more restrictive than the Proposed Model Privacy Form states.

In addition to the potential for a perceived conflict with the IRC regarding tax return information, we believe the inability to tailor this language to add appropriate wording or delete inapplicable wording in the Proposed Model Privacy Form may result in our clients having a decreased, rather than increased, comprehension of our actual information-sharing practices. For example, since we generally do not obtain credit scores, collect credit or debit card information, or provide information to credit bureaus, the mere mention of these items creates unnecessary confusion.

In some cases, financial institutions' adoption and use of the Proposed Model Privacy Form would be further impeded by the fact that some federal functional regulators have proposed a slightly different version of the Proposed Model Privacy Form. For example, The SEC and FTC version have two differing bullet points in the "*Types of personal information we collect and share...*" box, and one differing bullet point in the "*We collect your personal information, for example, when you...*" box. Without the ability to customize the appropriate wording from each version into a single form, financial institutions which provide services spanning across two or more regulatory jurisdictions would need to send multiple versions of the Model Proposed Privacy Form to certain clients in order

