



THORNE ASSET MANAGEMENT, INC.

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JUL 21 2009
OFFICE OF THE SECRETARY

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

RE: Proposed Amendments to Rule 206(4)-2

Release No. IA-2876

File No. S7-09-09

Dear Ms. Murphy:

Thorne Asset Management, Inc. appreciates the opportunity to express its views in response to the Securities and Exchange Commission's (the "Commission") request for comments on the proposed amendments to Rule 206(4)-2.

As an investment adviser registered with the SEC, under proposed amendments to Rule 206(4)-2, I will be required to submit to an annual "surprise audit."

This requirement seems entirely unwarranted. We use an independent qualified custodian (Charles Schwab) and they are responsible for withdrawing the funds for our management fees from each client's account. The client agrees in writing to have our fees deducted, and they receive a bill showing the calculation and amount of the fee directly from my firm at the time that the fees are withdrawn. In addition, the client receives a monthly statement from Charles Schwab also showing the deduction of that fee.

A requirement for an audit will do nothing that I can see to further protect our clients, but it will cost me a substantial sum each year, which I am hard pressed to afford at this time.

I thank the Commission for the opportunity to comment on this matter.

Yours truly,

Douglas R. Thorne, CPA, CFP
President