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July 14, 2009

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,

Schneider Downs Wealth Management Advisors, LP (SDWMA) appreciates the opportunity to express its views in response to the Securities and Exchange Commission's (Commission) request for comments on the proposed amendments to Rule 206(4)-2. In particular, the annual surprise audits of advisory firms that are considered to have custody of client assets for the sole reason that they deduct investment advisory fees from client accounts.

All SDWMA client accounts are maintained by an independent qualified custodian. However, as a registered investment advisor with the SEC and under current Rule 206(4)-2, we are deemed to have custody solely because we have the authority to deduct advisory fees from our clients' accounts.

We strongly oppose the portion of the proposed Rule that requires advisers with this form of custody to undergo a surprise audit by an accounting firm and believe it is not warranted.

The independent qualified custodian that maintains our clients' accounts, as required by the current Rule 206(4)-2, delivers on a monthly basis account statements directly to our clients. The statements identify the amount of funds and securities at the end of the period as well as all activity in our clients' accounts. Clients are able to monitor the activity in their accounts and verify account balances. Our clients agree in writing that our advisory fees will be deducted directly from their advisory accounts and receive a copy of the invoice detailing how the fees are computed before the funds are deducted from their accounts.

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We acknowledge the public sentiment for regulatory authorities to take action after the highly publicized Madoff Ponzi Scheme and other abuses; however, these abuses did not relate to fees deducted by investment advisers. As far as we are aware, there have been no systematic problems in this area and the cost associated with an annual surprise audit would cause a financial strain to our company. This cost would most likely be passed on to our clients in the form of a higher advisory fee. If we are unable to absorb or pass on this additional expense, we would be forced to eliminate the direct debit of fees and instead require clients to pay our advisory fees directly. This would again require a complete revamping of our operations and would increase overhead costs. More importantly, the change in the billing practices could adversely affect our client relationships. At a time when clients desire cost-effective financial advice, while they try to recover some of the recent damage inflicted by the financial markets, implementing additional compliance costs associated with the proposed change is unnecessary.

We respectfully request that the Commission leave current Rule 206(4)-2 intact and unchanged with respect to advisers who have custody solely because they have the authority to deduct advisory fees from client accounts. We feel that the existing safeguards in place are adequate and the Commission must consider the adverse effects that a mandatory surprise audit would have on advisers, as well as clients.

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

Respectfully,

Don A. Linzer
Chief Executive Officer
Schneider Downs Wealth Management Advisors, LP