



CERTIFIED PUBLIC ACCOUNTANTS

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SEATTLE, WASHINGTON 98101

April 30, 2012

Office of the Secretary, PCAOB  
1666 K Street NW  
Washington DC, 20006-2803

Re: Rulemaking Docket Matter No. 039

Regarding the proposed rule related to Tax Services for Persons in Financial Reporting Oversight Roles (Rule 3523) as applied to broker and dealers.

We are writing to request that this rule not apply to non-issuer brokers and dealers.

In support of this request we highlight the following facts related to non-issuer brokers and dealers:

- many are small, closely held businesses;
- often the owners have ownership in multiple business or rental activities;
- a significant number are fully disclosed and do not have access to customer assets;
- there are a significant number that solely trade for their own account and have no customers;
- many exist only to assist companies in locating investors or provide other investment related consulting – again these entities do not have access to any customer assets;
- generally the owner(s) are those charged with governance, and often, are those with the financial oversight role.

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We believe that there would be additional costs for these small business owners if they are required to move their personal income tax return preparation to another firm. We do not believe that performing tax services for such business owners would be perceived by the public as creating an appearance that the auditor is providing a preference to the owner's economic interest. Therefore, there is little or no benefit to offset the increased costs.

We thank the Board members for their consideration regarding this issue.

Best regards,

A handwritten signature in blue ink that reads "Matthew R. Matson CPA". The signature is written in a cursive style.

Matthew R. Matson, CPA  
Audit Partner

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