

**From:** [Gordon Rhodes](#)  
**To:** [Comments](#)  
**Subject:** No. 034 Proposed Auditing Standards  
**Date:** Wednesday, December 11, 2013 12:01:45 PM

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Re: PCAOB Rulemaking Docket Matter No. 034 Proposed Auditing Standards The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion and

The Auditors' Responsibilities Regarding Other Information in Certain Documents Containing Audited Financial Statements and the Related Auditor's Report

To the members of the Board:

Thank you for the opportunity to comment on the rulemaking referenced above. My comments are written from the perspective of specific constituents of the PCAOB: small, independently owned, nonpublic, non-custodial broker-dealers.

These firms, numbering approximately 4000, are not public companies. They are privately owned and operated small businesses. Approximately 1800 of these firms generate less than \$1mm in annual revenues. The majority of these small firms have fewer than 50 employees. Rhodes Securities, Inc has approximately 5 full time employees and less than \$1mm in annual revenues. We also have about 15 1099 independent Financial Consultants.

For these small independent and privately owned businesses, the proposed rules will inflict significant additional costs, with little or no relevance to the mission of the PCAOB, which is to protect the interests of public investors and to promote investor protection. Public investors do not review the audits of these privately held companies. The investors in these small businesses are the owners themselves.

I believe it is appropriate and consistent with the PCAOB mission for the Board to exercise its authority under the Dodd Frank Act, and exempt the auditors of small, privately held, non-custodial broker-dealers from its oversight. It is important that regulation for small firms remain relevant to the business model and investing public; we encourage the Board to seriously consider the matter of small firm exemption.

Thank you for your consideration,

*"The dominant determinant of real-life, long-term investment outcomes is not investment performance; it's investor behavior." –Nick Murray*

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Sincerely,

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*Insurance and Investment advisory services offered through Rhodes Investment Advisors*

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