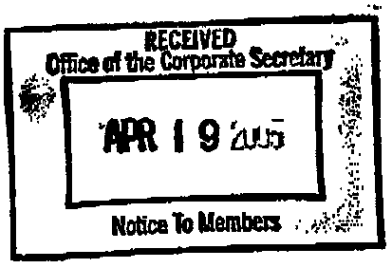

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April 14, 2005

Barbara Z. Sweeney
Office of the Corporate Secretary
NASD
1735 K Street, NW
Washington, DC 20006-1506

Dear Ms. Sweeney:

We are responding to NASD's request for comments regarding the proposed amendment to Rule 2211, which would make significant changes in the definition of 'correspondence' requiring pre-approval by a principal.

While we understand the motivation for this rule change, we believe that, as drafted, it would have significant unintended and extremely expensive consequences which would add nothing in the area of customer protection. The proposal would appear to require pre-approval of routine items sent to existing customers in connection with various back-office functions.

Specifically, the new definition, as proposed, would seem to include literally thousands of purely clerical and ministerial mailings which are unrelated to the solicitation of transactions or the provision of investment advice and opinion.

Such items, all of which would appear to meet the definition of 'correspondence' and thus require pre-approval under the amended Rule whenever more than 25 customers were to receive the same item, include routine back-office communications such as reorg notices, required regulatory notices, tender offers, class-action notices, bond call notices, and countless similar things. The proposed language could even be construed to apply to quarterly and annual reports, proxy statements, prospectuses, and official statements being sent only because a security is held in customer accounts but not being distributed by the firm to customers or the public generally.

Wulff, Hansen & Co. is a small self-clearing broker/dealer. This means that we are directly responsible for communicating with our customers regarding the technical details of their securities accounts. To require a principal to pre-approve

every clerical or ministerial communication sent to more than 25 customers would be an excessive burden on us and on other firms similarly situated.

Again, we understand the purpose of the rule change, and have no quarrel with the intent. It is consistent with our existing policies applying to our registered representatives. We also understand that when the last change was made in 2003, NASD declined to create definitions based on 'content' due to a fear of resulting interpretive issues. However, the broad-brush approach taken in the current proposal would be operationally overwhelming.

In order to limit the pre-approval requirement to its intended purpose, we suggest that it be applied only to material whose content requires that it be communicated to customers only by a properly registered person. NASD Rule 1060 has long recognized that many clerical and ministerial functions can be performed by non-registered persons, and we see no need for pre-approval of correspondence associated with such functions.

We urge, very respectfully but in the strongest terms, that purely clerical and ministerial communications be exempt from the new requirements. While understanding NASD's reluctance to define correspondence based on content, we believe that, since a functional distinction is already made in the registration requirements, the same distinction could be carried over into Rule 2211 by applying the pre-approval requirement only to the correspondence of registered representatives.

Respectfully submitted,

Christopher Charles
President