

August 8, 2002

Ms. Katherine A. England  
Assistant Director  
Division of Market Regulation  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-1001

**Re: File No. SR-NASD-2002-100 - Amendment No. 1 to Proposed Rule Change to  
Section 4 of Schedule A to the NASD By-Laws**

Dear Ms. England:

The National Association of Securities Dealers, Inc. ("NASD") hereby amends the above-referenced rule filing as described below. The basis for summary effectiveness of the proposed rule change was incorrectly stated as Section 19(b)(3)(A)(iii) of the Securities Exchange Act of 1934. The correct citation is: Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934.

If you have any questions, please contact Shirley H. Weiss, Office of General Counsel, NASD Regulatory Policy and Oversight, at (202) 728-8844; e-mail [Shirley.Weiss@nasd.com](mailto:Shirley.Weiss@nasd.com). The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

Barbara Z. Sweeney  
Senior Vice President  
and Corporate Secretary

cc: Beth Badawy