

September 19, 2000

Joseph P. Morra, Esq.
Division of Market Regulation
U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: **File No. SR-NASD-00-39 Amendment to Schedule A of the NASD By-Laws
for the Timely Filing of Reports, and Amendments to IM-9216, Minor Rule
Violation Plan; Amendment No. 2**

Dear Mr. Morra:

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, NASD Regulation, Inc. proposes the following amendment to the above-numbered rule filing:

On page three, beginning on the sixth line from the top of the page the reference to "SEC Rule 19(d)-1(c)(2)" should be changed to "SEC Rule 19d-1(c)(2)". This same change should be made on page 22, on the first line of the page.

If you have any questions, please contact me at (202) 728-8159; e-mail gregory.dean@nasd.com. The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

Gregory J. Dean, Jr.
Assistant General Counsel