

January 28, 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-2002-05, Amendment No. 2**
Proposed Rule Change to Revise Uniform Application for Securities Industry
Registration or Transfer (Form U-4) and Uniform Termination Notice for
Securities Industry Registration (Form U-5)

Dear Ms. England:

NASD Regulation, Inc. ("NASD Regulation") hereby resubmits Exhibits 2 and 3 of the above-referenced rule filing.

In Amendment No. 1, NASD Regulation submitted revised versions of Exhibit 2 (Proposed Form U-4) and Exhibit 3 (Proposed Form U-5). In this Amendment No. 2, NASD Regulation is resubmitting these Exhibits with page numbers.

If you have any questions concerning this Amendment No. 2, please contact Gary L. Goldsholle, Associate General Counsel, NASD Regulation, at (202) 728-8104.

Sincerely,

Gary L. Goldsholle
Associate General Counsel

Enclosure