

INFORMATIONAL

**NASD Board Of
Governors
Nominees**

Nominees For NASD
Board Of Governors

SUGGESTED ROUTING

The Suggested Routing function is meant to aid the reader of this document. Each NASD member firm should consider the appropriate distribution in the context of its own organizational structure.

- Legal & Compliance
- Senior Management

KEY TOPICS

- NASD Board Of Governors

**National Association of Securities Dealers, Inc.
Notice Of Nominees**

The Annual Meeting of members of the National Association of Securities Dealers, Inc. (NASD®) will be held on May 15, 2000. The formal notice of the meeting, including the precise date, time, and location of the Annual Meeting, will be mailed on or about April 15, 2000.

The individuals nominated by the NASD National Nominating Committee for election on the NASD Board of Governors are identified in this *Special Notice*. Pursuant to Section 10 of Article VII of the NASD By-Laws, a person who has not been so nominated for election to the Board of Governors may be included on the ballot for the election of Governors if (a) within 45 days of the date of this *Special Notice* such person presents to the Secretary of the NASD petitions in support of such nomination duly executed by at least three percent of the members of the NASD (as of the date of this *Special Notice* the NASD has 5,502 members, the applicable three percent threshold is therefore 165 members), and (b) the Secretary certifies that such petitions have been duly executed by the Executive Representatives of the requisite number of members of the NASD and the person being nominated satisfies the classification of the governorship to be filled based on the information provided by the person as is reasonably necessary for the Secretary to make the certification.

Questions regarding this *Special Notice* may be directed to:

Joan C. Conley
Senior Vice President and Corporate Secretary
National Association of Securities Dealers, Inc.
1735 K Street, N.W.
Washington, D.C. 20006-1500
(202) 728-8381

or

T. Grant Callery
Senior Vice President and General Counsel
National Association of Securities Dealers, Inc.
1735 K Street, N.W.
Washington, D.C. 20006-1500
(202) 728-8285

Special NASD Notice to Members 00-13

The following persons (see attached profiles) have been nominated by the National Nominating Committee¹ to serve on the Board of Governors of the NASD for a term noted or until their successors are duly elected or qualified. Terms of office run from May 2000 to January of the year noted.

INDUSTRY

Name	Term of Office
Kenneth D. Pasternak President and Chief Executive Officer Knight/Trimark Group, Inc.	2000-2001
Anthony Broy Chief Executive Officer Hill, Thompson, Magid & Co., Inc.	2000-2003
David S. Pottruck Co-Chief Executive Officer The Charles Schwab Corporation	2000-2003

NON-INDUSTRY

Name	Term of Office
Arvind Sodhani Vice President, Treasurer Intel Corporation	2000-2003

PUBLIC

Name	Term of Office
Brian T. Borders President Association of Publicly Traded Companies	2000-2003
Charles W. Colangelo Former Legislative Consultant	2000-2003
Robert R. Glauber Adjunct Lecturer Center of Business and Government Kennedy School Harvard University	2000-2003

Footnote

¹ NASD National Nominating Committee—Committee Chair: Daniel P. Tully, Merrill Lynch & Co. Members: Thomas Hale Boggs, Jr., Patton Boggs, L.L.P.; John S. Chalsty, Donaldson, Lufkin & Jenrette, Inc.; Robert H. Herbold, Microsoft Corporation; Alfred E. Osborne, Jr., UCLA; Stephen Perrone, Northeast Securities, Inc.

**National Association of Securities Dealers, Inc.
Profiles Of Board Nominees For Industry Governors**

Industry

Kenneth D. Pasternak
Term of Office: 2000-2001



Kenneth D. Pasternak is President and Chief Executive Officer of Knight/Trimark Group, Inc. Knight/Trimark Group is a market maker in U.S. equity securities. Prior to assuming this position, Mr. Pasternak served as Senior Vice President, Limited Partner, and Trading Room Manager at Spear Leeds & Kellogg/Troster Singer. Mr. Pasternak serves on the Board of Directors of Brass Utility, ILL, EASDAQ, and International Securities Exchange (ISE). He received a B.A. from the State University of New York at New Paltz.

Anthony Broy
Term of Office: 2000-2003



Anthony Broy is Chief Executive Officer of Hill, Thompson, Magid & Co., Inc. Hill, Thompson, Magid & Co., is an over-the-counter market maker. Prior to rejoining Hill Thompson, Mr. Broy was a Compliance Director at Hibbard Brown & Co., Inc. Prior to this, Mr. Broy was the court sanctioned Assistant Director of Compliance during the unwinding of First Jersey Securities. He also worked as a Branch Office Manager for Hill Thompson, an Account Executive with Merrill Lynch, and in various capacities in other member firms. He was also a Supervisor of Examiners for the NASD. He currently serves on the NASD's OTCBB Advisory Committee. He holds a BBA degree in Marketing from the University of Cincinnati.

David S. Pottruck
Term of Office: 2000-2003



David S. Pottruck is President & Co-Chief Executive Officer and a member of the Board of Directors of the Charles Schwab Corporation. Mr. Pottruck oversees all of the company's businesses and strategic development worldwide. Currently, Mr. Pottruck also serves on the Board of Directors of Intel Corporation, McKesson HBOC, Inc., Preview Travel, Inc., and others. Mr. Pottruck currently serves on the NASD, Inc. Board. He holds a B.A. degree from the University of Pennsylvania and an MBA from Wharton.

National Association of Securities Dealers, Inc.

Profiles Of Board Nominees For Non-Industry Governors

Non-Industry

Arvind Sodhani

Term of Office: 2000-2003



Arvind Sodhani is Vice President and Treasurer of Intel Corporation. In these roles, Mr. Sodhani is responsible for treasury, corporate credit, investor relations, mergers & acquisitions, post contracts management, and risk management. Prior to serving in this position, Mr. Sodhani served as the Assistant Treasurer of Intel Europe before being promoted to Assistant Treasurer of the Corporation. Mr. Sodhani currently serves on the NASD, Inc. Board, The Nasdaq Stock Market, Inc. Board, the Amex LLC Board, the Executive Committee, and the Finance Committee. He earned a B.S. and M.S. from the University of London, and an MBA from University of Michigan.

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National Association of Securities Dealers, Inc. Profiles Of Board Nominees For Public Governors

Public

Brian T. Borders

Term of Office: 2000-2003



Brian T. Borders serves as President of the Association of Publicly Traded Companies (APTC). He also practices law specializing in legislative and regulatory matters. Previously Mr. Borders served as Legislative Counsel to Senator Alfonse M. D'Amato. Before working on Capitol Hill, Mr. Borders practiced law in Washington and San Francisco, working primarily in the areas of federal legislation, as well as complex civil and criminal litigation. Mr. Borders holds a J.D. degree from the University of California, and a B.S. from the U.S. Military Academy at West Point.

Charles W. Colangelo

Term of Office: 2000-2003



Charles W. Colangelo headed his own legislative consulting firm from 1985 to 1997, representing several large towns, school districts, and mental health agencies. Prior to this time he was a Adjunct Professor at St. Johns University, an Assistant Superintendent of a large school system, and Director Marketing Research at Long Island Lighting Company. Dr. Colangelo has more than 30 years experience as a board member, having served as President of two school boards, the Town of Fort Ann, NY Planning Board, and the Nassau County Mental Health Association. He is currently Chairman of the Board of the New York State Mental Health Association, and he serves as an NASD arbitrator. Dr. Colangelo holds a degree from Stevens Institute of Technology and a Masters and Doctorate in Administration from St. Johns University.

Robert R. Glauber

Term of Office: 2000-2003



Robert R. Glauber is an Adjunct Lecturer at the Center for Business and Government, Kennedy School, Harvard University. Mr. Glauber joined the Kennedy School faculty in 1992, after serving as Under Secretary of the U.S. Treasury for Finance from 1989-1992. Previously, he was a professor at the Harvard Business School for 25 years. Mr. Glauber served as Executive Director of the task force (Brady Commission) appointed by President Reagan to study the 1987 stock market crash. Mr. Glauber is Chairman of The Measurisk Group, a risk advisory and software development firm. He serves as a Director of several of the Dreyfus Group of mutual funds, XL Capital, Ltd., Dun & Bradstreet Corp., the Federal Reserve Bank of Boston, and the Investment Company Institute. He currently serves on the NASD, Inc. Board, the NASD Regulation, Inc. Board, the Finance Committee (Chairman), and the Investment Companies Committee. Mr. Glauber holds a B.A. from Harvard College and a Doctorate from Harvard Business School.

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NASD Board Of Governors: Terms Of Office

Governors with Terms Expiring in 2000

Industry

Herbert M. Allison
Retired President and Chief
Operating Officer
Merrill Lynch & Co., Inc.

David S. Pottruck
Co-Chief Executive Officer
The Charles Schwab Corporation

Kenneth J. Wessels
Senior Executive Vice President
Dain Rauscher Incorporated

Non-Industry

Arvind Sodhani
Vice President and Treasurer
Intel Corporation

Public

Nancy Kassebaum Baker
Retired United States Senator

Gerald R. Ford
38th President of the United States

Robert R. Glauber
Adjunct Lecturer
John F. Kennedy School of
Government
Harvard University

Governors with Terms Expiring in 2001

Industry

Frank E. Baxter
Chairman and Chief Executive
Officer
Jefferies Group, Inc.

Donald B. Marron
Chairman and Chief Executive
PaineWebber Group, Inc.

Todd A. Robinson
Chairman and Chief Executive
Officer
LPL Financial Services

Non-Industry

Michael W. Brown
Retired Chief Financial Officer
Microsoft Corporation

Harry P. Kamen
Retired Chairman of the Board
and Chief Executive Officer
Metropolitan Life Insurance
Company

James S. Riepe
Vice Chairman
T. Rowe Price Associates, Inc.

Howard Schultz
Chairman and Chief Executive
Officer
Starbucks Coffee Company

Public

Paul H. O'Neill
Chairman
Alcoa, Inc.

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Governors with Terms Expiring in 2002

Industry

M. LaRae Bakerink
First Vice President and
Chief Compliance Officer
Pacific American Securities, LLC

Alan L. Davidson
President
Zeus Securities, Inc.

Richard C. Romano
President
Romano Brothers & Company

Non-Industry

H. Furlong Baldwin
Chairman
Mercantile Bankshares
Corporation

Eugene M. Isenberg
Chairman and Chief
Executive Officer
Nabors Industries, Inc.

Arthur Rock
Principal
Arthur Rock & Co.

James F. Rothenberg
President
Capital Research and
Management Company

Public

Elaine L. Chao
Distinguished Fellow
The Heritage Foundation

Kenneth M. Duberstein
Chairman and Chief
Executive Officer
The Duberstein Group

Donald J. Kirk
Executive-in-Residence
Columbia University

John D. Markese
President
American Association of Individual
Investors

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