

Shirley H. Weiss
Associate General Counsel

Direct: (202) 728-8844
Fax: (202) 728-8264

August 16, 2004

VIA MESSENGER

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-2004-121 – Amendment No. 1 to Amendments to NASD’s
Minor Rule Violation Plan**

Dear Ms. England:

NASD hereby files Amendment No. 1 to SR-NASD-2004-121. The purpose of this amendment is to refile Exhibit No. 3, consisting of the comment letters to *Notice to Members 04-23*. The cover sheet and comment letters initially were not alphabetized. In Amendment No. 1, the cover sheet and comment letters are in alphabetical order.

If you have any questions, please contact me at (202) 728-8844; e-mail shirley.weiss@nasd.com. The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

Shirley H. Weiss

Enclosures

NOTICE TO MEMBERS 04-23**Closing Date:** April 19, 2004

Title: Minor Rule Violation and Inactive Disclosure Review Registration Status: NASD Seeks Comment on (1) Amending its Minor Rule Violation Plan (MRVP) to include Failure Timely to Submit Amendments to the Uniform Termination Notice for Securities Industry Registration (Form U5); and (2) Adopting a Rule to Create an Inactive Disclosure

Staff to Receive Copies of the Letters:

Victoria M. Pawelski, Shirley H. Weiss and Barbara Z. Sweeney

LOG OF COMMENT LETTERS

	Date Letter Received	Sender	Comments
1.	March 22, 2004	Cutter & Company (Debbie Castiglioni)	e-mail
2.	April 18, 2004	Terry Caylor	e-mail
3.	April 19, 2004	Financial Network (Jack R. Handy)	e-mail/mail (4/22/04)
4.	April 19, 2004	Empire Corporate FCU (Christiane Hyland)	e-mail
5.	April 19, 2004	Hochman & Baker, Inc. (Bill Kessel)	e-mail
6.	March 29, 2004	Cantella & Co., Inc. (Phillip C. McMorrow)	mail
7.	March 25, 2004	Scott D. Ruczko	e-mail