Notice to Members

FEBRUARY 2003

SUGGESTED ROUTING

Legal & Compliance Operations

Registration

Senior Management

KEY TOPICS

District Elections

03-09

District Elections

NASD Announces Election Results for District Committees and District Nominating Committees

Executive Summary

Through this *Notice*, NASD announces the election results for the District Committees and the District Nominating Committees. The newly elected District Committee members will serve until 2006.

District 10 (New York) had an additional candidate come forward for consideration for that District Committee. Ballots were submitted and counted on January 10, 2003. The originally proposed slate of candidates for District 10 (New York) received the largest number of votes and is declared elected.

The members of the incoming District Committees and the District Nominating Committees are included in Attachment A.

Questions/Further Information

Questions concerning this *Notice* may be directed to the District Director noted or to Barbara Z. Sweeney, Senior Vice President and Corporate Secretary, NASD, at (202) 728-8062 or via e-mail at: *barbara.sweeney@nasd.com*.

ATTACHMENT A

District Committee and District Nominating Committee 2003 Incoming Members

District 1

Elisabeth P. Owens, District Director

525 Market Street, Suite 300, San Francisco, CA 94105 (415) 882-1201

Northern California (the counties of Monterey, San Benito, Fresno, and Inyo, and the remainder of the state north or west of such counties), northern Nevada (the counties of Esmeralda and Nye, and the remainder of the state north or west of such counties), and Hawaii

2003 District 1 Incoming Members

J.P. Morgan Securities (one-year term)	San Francisco, CA
GBS Financial Corporation (two-year term)	Santa Rosa, CA
Charles Schwab & Co., Inc.	San Francisco, CA
Wells Fargo Investments, LLC	San Francisco, CA
RBC Dain Rauscher, Inc.	San Francisco, CA
	GBS Financial Corporation (two-year term) Charles Schwab & Co., Inc. Wells Fargo Investments, LLC

2003 District 1 Nominating Committee Incoming Members

Sally G. Aelion	Emmett A. Larkin Company, Inc.	San Francisco, CA
John H. Chung	SVP Securities	Santa Clara, CA
Glenn M. Colacurci	Salomon Smith Barney	San Francisco, CA
James D. Klein	UBS PaineWebber, Inc.	San Francisco, CA
Jerry D. Phillips	RBC Dain Rauscher, Inc.	San Francisco, CA

District 2

Lani M. Sen Woltmann, District Director

300 South Grand Avenue, Suite 1600, Los Angeles, CA 90071 (213) 613-2601

Southern California (that part of the state south or east of the counties of Monterey, San Benito, Fresno, and Inyo), southern Nevada (that part of the state south or east of the counties of Esmeralda and Nye), and the former U.S. Trust Territories

2003 District 2 Incoming Members

A. William Cohen	Integrated Trading and Investments, Inc.	Las Vegas, NV
Don S. Dalis	USB PaineWebber Inc.	Newport Beach, CA
Donna Bartlett Lawson	First Allied Securities, Inc.	San Diego, CA
2003 District 2 Nominatir	ng Committee Incoming Members	
Margaret M. Black	Morgan Stanley Dean Witter	Los Angeles, CA
George H. Casey	Crowell Weedon & Co.	Los Angeles, CA
Miles Z. Gordon	Financial Network Investment Corporation	Torrance, CA
Dean A. Holmes	Valic Financial Advisors, Inc.	Glendale, CA
Robert L. Winston	American Funds Distributors, Inc.	Los Angeles, CA

District 3

Joseph M. McCarthy, District Director

Republic Plaza Building, 370 17th Street, Suite 2900, Denver, CO 80202-5629 (303) 446-3100

Arizona, Colorado, New Mexico, Utah, and Wyoming

James G. Dawson, District Director

Two Union Square, 601 Union Street, Suite 1616, Seattle, WA 98101-2327 (206) 624-0790

Alaska, Idaho, Montana, Oregon, and Washington

2003 District 3 Incoming Members

Gene G. Branson	Partners Investment Network, Inc.	Spokane, WA
Bridget M. Gaughan	SunAmerica Financial Network, Inc.	Phoenix, AZ
John W. Goodwin	Goodwin Browning & Luna Securities, Inc.	Albuquerque, NM

2003 District 3 Nominating Committee Incoming Members

L. Hoyt DeMers	Wells Fargo Investments, LLC	Seattle, WA
J. David Griswold	Frank Russell Securities, Inc.	Tacoma, WA
Martin O. Nelson, Jr.	Martin Nelson & Co., Inc.	Seattle, WA
William G. Papesh	WM Funds Distributor, Inc.	Seattle, WA
Anthony B. Petrelli	Neidiger, Tucker, Bruner, Inc.	Denver, CO

District 4

Thomas D. Clough, District Director

120 W. 12th Street, Suite 900, Kansas City, MO 64105 (816) 802-4708

Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, and South Dakota

2003 District 4 Incoming Members

Deborah M. Castiglioni	Cutter & Company, Inc.	Chesterfield, MO	
Terry L. Lister	Cambridge Investment Research, Inc.	Fairfield, IA	
Richard J. Miller	Walnut Street Securities, Inc.	St. Louis, MO	
2003 District 4 Nominating Committee Incoming Members			
Norman Frager	Flagstone Securities, LLC	St. Louis, MO	
E. John Moloney	Moloney Securities Co., Inc.	St. Louis, MO	
Rodger O. Riney	Scottrade, Inc.	St. Louis, MO	
Jeffrey A. Schuh	Wells Fargo Investment Services	Minneapolis, MN	
Gail Werner-Robertson	GWR Investments, Inc.	Omaha, NE	

District 5

Warren A. Butler, Jr., District Director

1100 Poydras Street, Energy Centre, Suite 850, New Orleans, LA 70163-0802 (504) 522-6527

Alabama, Arkansas, Kentucky, Louisiana, Mississippi, Oklahoma, and Tennessee

2003 District 5 Incoming Members

Victor E. Blaylock	BancorpSouth Investment Service, Inc.	Jackson, MS
Carolyn R. May	Benchmark Investments, Inc.	Arkadelphia, AR
F. Eugene Woodham	Sterne, Agee & Leach, Inc.	Birmingham, AL

2003 District 5 Nominating Committee Incoming Members

Carl W. Busch	Prudential Securities Incorporated	Edmond, OK
E. Douglas Johnson, Jr.	Johnson Rice & Company	New Orleans, LA
James M. Rogers	J.J.B. Hilliard, W.L. Lyons, Inc.	Louisville, KY
William L. Tedford, Jr.	Stephens Inc.	Little Rock, AR
Duncan F. Williams	Duncan-Williams, Inc.	Memphis, TN

District 6

Bernerd E. Young, District Director

12801 N. Central Expressway, Suite 1050, Dallas, TX 75243 (972) 701-8554

Texas

2003 District 6 Incoming Members

Brent T. Johnson	IFG Network Securities, Inc.	Houston, TX
John R. Muschalek	First Southwest Company	Dallas, TX
Robert L. Nash	SWS Securities, Inc.	Dallas, TX

2003 District 6 Nominating Committee Incoming Members

C. Ronald Baker	Williams Financial Group	Lubbock, TX
Robert A. Estrada	Estrada Hinojosa & Company, Inc.	Dallas, TX
Fredrick W. McGinnis	UBS PaineWebber, Inc.	Houston, TX
Edward M. Milkie	Milkie/Ferguson Investments, Inc.	Dallas, TX
Jim G. Rhodes	Rhodes Securities, Inc.	Fort Worth, TX

District 7

Alan M. Wolper, District Director

One Securities Centre, Suite 500, 3490 Piedmont Road, NE, Atlanta, GA 30305 (404) 239-6128

Florida, Georgia, North Carolina, South Carolina, Virginia, Puerto Rico, the Canal Zone, and the Virgin Islands

2003 District 7 Incoming Members

Joseph B. Gruber	FSC Securities Corporation	Atlanta, GA
Dennis S. Kaminski	Mutual Service Corporation	West Palm Beach, FL
James A. Klotz	First Miami Securities, Inc.	N. Miami Beach, FL

2003 District 7 Nominating Committee Incoming Members

Michael D. Hearn	Banc of America Investment Services, Inc.	Charlotte, NC
Edward R. Hipp, III	Legg Mason Wood Walker, Inc.	Williamsburg, VA
J. Lee Keiger, III	Davenport & Company LLC	Richmond, VA
John W. Waechter	William R. Hough & Co.	St. Petersburg, FL
Roark K. Young	Young, Stovall & Company	Miami, FL

District 8

Carlotta A. Romano, District Director

55 West Monroe Street, Suite 2700, Chicago, IL 60603 (312) 899-4324

Illinois, Indiana, Michigan, and Wisconsin

William H. Jackson, Jr., District Director

Renaissance on Playhouse Square, 1350 Euclid Avenue, Suite 650, Cleveland, OH 44115 (216) 592-2951

Ohio and part of upstate New York (the counties of Monroe, Livingston, and Steuben, and the remainder of the state west of such counties)

2003 District 8 Incoming Members

Thomas M. McDonald	McDonald Investments, Inc.	Cleveland, OH
James J. Roth	Pershing Division of Donaldson, Lufkin & Jenrette Securities Corporation	Oak Brook, IL
2003 District 8 Nominating Committee Incoming Members		
Wallen L. Crane	Salomon Smith Barney, Inc.	Toledo, OH
Mary D. Esser	Cressman Esser Securities, Inc.	Naperville, IL
Wayne F. Holly	Sage, Rutty & Co., Inc.	Rochester, NY
L. Gene Tanner	NatCity Investments, Inc.	Indianapolis, IN
Rodney Trautvetter	Harris Direct	Chicago, IL

03-09

District 9

John P. Nocella, District Director

Eleven Penn Center, 1835 Market Street, Suite 1900, Philadelphia, PA 19103 (215) 963-1992

Delaware, Pennsylvania, West Virginia, District of Columbia, Maryland, and the southern part of New Jersey in the immediate Philadelphia vicinity

Gary K. Liebowitz, District Director

581 Main Street, 7th Floor, Woodbridge, NJ 07905 (732) 596-2025

New Jersey (except southern New Jersey in the immediate Philadelphia vicinity)

2003 District 9 Incoming Members

Robert M. Berson	Ryan, Beck & Co., LLC	Livingston, NJ
Richard Grobman	Fahnestock & Co., Inc.	Philadelphia, PA
W. Dean Karrash	Rutherford, Brown & Catherwood, LLC	Philadelphia, PA
Michael S. Mortensen	PNC Investments, a division of J.J.B. Hilliard, W.L. Lyons, Inc. (two-year term)	Pittsburgh, PA

2003 District 9 Nominating Committee Incoming Members

A. Louis Denton	Philadelphia Corporation for Investment Services	Philadelphia, PA
James D. Lamke	Goldman, Sachs & Co.	Jersey City, NJ
Lance A. Reihl	1717 Capital Management Company	Berwyn, PA
Lenda P. Washington	GRW Capital Corporation	Washington, DC
Gregory R. Zappala	RRZ Public Markets, Inc.	Cranberry Township, PA

District 10

Cathleen F. Shine, District Director

One Liberty Plaza, 49th Floor, New York, NY 10006 (212) 858-4180

The five boroughs of New York City and Long Island

2003 District 10 Incoming Members

Raymond C. Holland, Sr.	Triad Securities Corp.	New York, NY
Vicki Z. Holleman	Loeb Partners Corporation	New York, NY
Andrew H. Madoff	Bernard L. Madoff Investment Securities LLC	New York, NY
Richard J. Paley	Fox-Pitt, Kelton Inc.	New York, NY

2003 District 10 Nominating Committee Incoming Members

Kevin J. Browne	Banc of America Securities	New York, NY
Judith R. MacDonald	Rothschild, Inc.	New York, NY
Eugene A. Schlanger	Nomura Holding America, Inc.	New York, NY
Stephen C. Strombelline	Barclays Capital Inc.	New York, NY
Tom M. Wirtshafter	American Portfolios Financial Services, Inc.	Holbrook, NY

District 11

Frederick F. McDonald, District Director

260 Franklin Street, Suite 1600, Boston, MA 02110 (617) 261-0805

Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, and New York (except for the counties of Monroe, Livingston, and Steuben; the five boroughs of New York City; and Long Island)

2003 District 11 Incoming Members

Mark R. Hansen	State Street Global Markets, LLC	Boston, MA
Gregg A. Kidd	Pinnacle Investments, Inc.	East Syracuse, NY
Lee G. Kuckro	Advest, Inc.	Hartford, CT
2003 District 11 Nominating Committee Incoming Members		
Stephen O. Buff	Fleet Securities, Inc.	Boston, MA
Richard J. DeAgazio	Boston Capital Services, Inc.	Boston, MA
John D. Lane	Lane Capital Markets LLC	Fairfield, CT
Dennis R. Surprenant	Cantella & Co., Inc.	Boston, MA
Peter T. Wheeler	Commonwealth Financial Network	Waltham, MA