

Special Notice to Members

SEPTEMBER 16, 2004

INFORMATIONAL

SUGGESTED ROUTING

Legal & Compliance
Operations
Registration
Senior Management

District Elections

Nominees for District Committee and District
Nominating Committee

KEY TOPICS

District Elections

Executive Summary

The purpose of this *Special Notice to Members* is to announce the nominees for the District Committees and the District Nominating Committees. The individuals identified in this *Special Notice* (see Attachment A) have been nominated for three-year terms¹ on the District Committees and for one-year terms on the District Nominating Committees starting in January 2005. These nominees will be considered duly elected on **October 1, 2004**, unless an election is contested in accordance with the procedures set forth in Article VIII of the By-Laws of NASD Regulation, as summarized below.

We appreciate the interest shown by many of you in participating in the District Committees and thank everyone for their continuing support of the self-regulatory process. We look forward to your participation in the matters of the Districts during the coming year, as well as hope that those who were not selected this year consider revisiting this process next year.

Contested Election Procedures

If an officer, director, or employee of an NASD member who meets the qualifications set forth in Article VIII of the By-Laws of NASD Regulation is interested in being considered as an additional candidate, he/she must indicate his/her interest in writing to the District Director by **September 30, 2004**. If an additional candidate or candidates come forward by that date, the Corporate Secretary

will provide each additional candidate with a list of members that are eligible to vote in the District, their mailing addresses, and their Executive Representatives. In order to be considered for nomination, within 30 calendar days after the date the Corporate Secretary mails the list of members eligible to vote, an additional candidate must submit a petition to the District Nominating Committee containing signatures from at least 10 percent of the Executive Representatives of members eligible to vote in the District.

If no additional candidates submit petitions by **November 1, 2004**, then the candidates nominated by the District Nominating Committee shall be considered elected as of **October 1, 2004**, and the Corporate Secretary will announce the election results to the Executive Representatives of NASD members.

Additional information pertaining to the District Election Procedures can be found in Article VIII of the By-Laws of NASD Regulation.

Questions/Further Information

Questions concerning this *Special Notice* may be directed to the District Director noted in Attachment A 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.

Endnote

- 1 Some nominees are filling existing vacancies and therefore may serve less than a three-year term, as indicated on Attachment A.

ATTACHMENT A

District Committee and District Nominating Committee Nominees

District 1

Elisabeth P. Owens, Regional Director, West Region

525 Market Street, Suite 300, San Francisco, CA 94105-2711

(415) 882-1200

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

2004 District Nominating Committee Chair

James D. Klein	UBS PaineWebber, Inc.	San Francisco, CA
----------------	-----------------------	-------------------

District 1 Nominees

Howard Bernstein	Pacific Growth Equities, LLC	San Francisco, CA
------------------	------------------------------	-------------------

Kevin T. Kitchin	Wachovia Securities, Inc.	San Francisco, CA
------------------	---------------------------	-------------------

Bruce Nollenberger	Nollenberger Capital Partners, Inc.	San Francisco, CA
--------------------	-------------------------------------	-------------------

District 1 Nominating Committee Nominees

Robert S. Basso	National Financial Services, LLC	San Francisco, CA
-----------------	----------------------------------	-------------------

L. Robert McKulla	Wachovia Securities, Inc.	Walnut Creek, CA
-------------------	---------------------------	------------------

Robert A. Muh	Sutter Securities, Inc.	San Francisco, CA
---------------	-------------------------	-------------------

G. Stuart Spence	UBS Financial Services, Inc.	San Francisco, CA
------------------	------------------------------	-------------------

Samuel Yates	RBC Dain Rauscher	San Francisco, CA
--------------	-------------------	-------------------

District Committee and District Nominating Committee Nominees

District 2

Lani M. Sen Woltmann, District Director

300 South Grand Avenue, Suite 1600, Los Angeles, CA 90071

(213) 229-2300

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

2004 District Nominating Committee Chair

Margaret M. Black	Morgan Stanley	Century City, CA
-------------------	----------------	------------------

District 2 Nominees

Kenneth R. Hyman	Partnervest Securities, Inc.	Santa Barbara, CA
Ismael Manzanares, Jr. ¹ (1-Year Term)	Foresters Equity Securities, Inc.	San Diego, CA
Bryan R. Plank	Merrill Lynch	San Diego, CA
Valorie Seyfert	CUSO Financial Services, L.P.	San Diego, CA

District 2 Nominating Committee Nominees

James E. Biddle	The Securities Center Incorporated	Chula Vista, CA
Terry L. Chase	Wachovia Securities, Inc.	Pasadena, CA
Richard B. Gunter	Wedbush Morgan Securities	Los Angeles, CA
Steven K. McGinnis		Irvine, CA
Joel H. Ravitz	Quincy Cass Associates	Los Angeles, CA

¹ Mr. Manzanares has been nominated to serve the remaining one-year term of James E. Biddle, who will resign from the District Committee in January 2005.

District Committee and District Nominating Committee Nominees

District 3

Joseph M. McCarthy, District Director

370 17th Street, Suite 2900

Denver, CO 80202-5629

(303) 446-3100

James G. Dawson, District Director

Two Union Square, 601 Union Street

Suite 1616, Seattle, WA 98101-2327

(206) 624-0790

*Arizona, Colorado, New Mexico,
Utah, and Wyoming*

*Alaska, Idaho, Montana, Oregon,
and Washington*

2004 District Nominating Committee Chair

Anthony B. Petrelli

Neidiger, Tucker, Bruner, Inc.

Denver, CO

District 3 Nominees

Kathryn M. Dominick

TCAdvisors Network, Inc.

Englewood, CO

Craig A. Jackson

Northwest Consulting, LLC

Roseburg, OR

Harry L. Striplin

Paulson Investment Company, Inc.

Portland, OR

District 3 Nominating Committee Nominees

Gregory R. Anderson

TIAA-CREF Individual & Institutional Services, LLC

Denver, CO

Elyssa S. Baltazar

Morgan Stanley Dean Witter, Inc.

Denver, CO

Thomas R. Hislop

Peacock, Hislop, Staley & Given, Inc.

Phoenix, AZ

Clarence Fredrick Roed

RBC Dain Rauscher

Bellevue, WA

Kathryn A. Supko

Northwestern Mutual Investment Services, LLC

Boise, ID

District Committee and District Nominating Committee Nominees

District 4

Thomas D. Clough, District Director

120 West 12th Street, Suite 900, Kansas City, MO 64105

(816) 421-5700

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

2004 District Nominating Committee Chair

L.C. (Jack) Petersen	Kirkpatrick, Pettis, Smith, Polian, Inc.	Omaha, NE
----------------------	--	-----------

District 4 Nominees

Allen J. Moore	SMITH HAYES Financial Services	Lincoln, NE
Stephen R. Oliver	Gold Capital Management, Inc.	Overland Park, KS
Minoo Spellerberg	Princor Financial Services Corporation	Des Moines, IA

District 4 Nominating Committee Nominees

Frank H. Kirk	Wachovia Securities LLC	Kansas City, MO
Timothy J. Lyle	Cambridge Investment Research	Fairfield, IA
Jeffrey A. Schuh	Residential Funding Securities Corp.	Minneapolis, MN
James H. Warner	The Warner Group	Sioux City, IA
Pamela R. Ziermann	Dougherty & Company LLC	Minneapolis, MN

District Committee and District Nominating Committee Nominees

District 5

Warren A. Butler, Jr., Regional Director, South Region

1100 Poydras Street, Energy Centre, Suite 850, New Orleans, LA 70163-0802

(504) 522-6527

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

2004 District Nominating Committee Chair

Duncan F. Williams	Duncan-Williams, Inc.	Memphis, TN
--------------------	-----------------------	-------------

District 5 Nominees

Philip J. Dorsey ²	Dorsey & Company, Inc.	New Orleans, LA
Fred G. Eason	Delta Trust Investments, Inc.	Little Rock, AR
Harold L. Gladney	Vining Sparks IBG, L.P.	Memphis, TN

District 5 Nominating Committee Nominees

John J. Dardis	Jack Dardis & Associates, Ltd.	Metairie, LA
David A. Knight	Stephens, Inc.	Little Rock, AR
LeRoy H. Paris, II	Invest Linc Securities, Inc.	Jackson, MS
Tom R. Steele	Equitable Advisors, Inc.	Nashville, TN
David W. Wiley, III	Wiley Bros., Aintree Capital, LLC	Nashville, TN

² Mr. Dorsey was appointed to serve the remaining one-year term of J. Timothy Rice, who resigned from the District Committee in November 2003. Mr. Dorsey's term expires in January 2005. Mr. Dorsey has been nominated to serve a three-year term on the District Committee commencing in January 2005.

District Committee and District Nominating Committee Nominees

District 6

Virginia F. M. Jans, District Director

12801 N. Central Expressway, Suite 1050, Dallas, TX 75243

(972) 701-8554

Texas

2004 District Nominating Committee Chair

Edward M. Milkie	Milkie/Ferguson Investments, Inc.	Dallas, TX
------------------	-----------------------------------	------------

District 6 Nominees

Bryan T. Emerson	Starlight Investments, LLC	Houston, TX
Michael A. Pagano	1st Global Capital Corporation	Dallas, TX
William H. Lowell	Lowell & Co., Inc.	Lubbock, TX

District 6 Nominating Committee Nominees

Christopher R. Allison	M.E. Allison & Company, Inc.	San Antonio, TX
Sennett Kirk, III	Kirk Securities Corporation	Denton, TX
William B. Madden	Madden Securities Corporation	Dallas, TX
V. Keith Roberts	Stanford Group Company	Houston, TX
David W. Turner	Wachovia Securities, Inc.	Fort Worth, TX

District Committee and District Nominating Committee Nominees

District 7

David Paulukaitis, Associate Director

One Securities Centre, Suite 500, 3490 Piedmont Road, NE, Atlanta, GA 30305

(404) 239-6100

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

2004 District Nominating Committee Chair

Michael D. Hearn, Esq.	Banc of America Investment Services, Inc.	Charlotte, NC
------------------------	---	---------------

District 7 Nominees

Erick R. Holt, Esq.	AMVESCAP	Atlanta, GA
William G. McMaster	Scott & Stringfellow, Inc.	Columbia, SC
Charles F. O'Kelley	Atlantic Coast Securities Corporation	Tampa, FL

District 7 Nominating Committee Nominees

Jeffrey P. Adams	Balentine & Company	Atlanta, GA
Richard G. Averitt, III	Raymond James Financial Services, Inc.	St. Petersburg, FL
Richard V. McGalliard	Wachovia Securities, Inc.	Atlanta, GA
Kenneth W. McGrath	Popular Securities, Inc.	Hato Rey, Puerto Rico
Roark A. Young	Young, Stovall & Company	Miami, FL

District Committee and District Nominating Committee Nominees

District 8

Carlotta A. Romano, District Director

55 West Monroe Street, Suite 2700, Chicago, IL 60603-5052

(312) 899-4400

Illinois, Indiana, Kentucky, Michigan, Ohio, and Wisconsin

2004 District Nominating Committee Chair

Mary D. Esser	Cressman Esser Securities, Inc.	Naperville, IL
---------------	---------------------------------	----------------

District 8 Nominees

Richard M. Arceci	ValMark Securities, Inc.	Akron, OH
Ronald J. Dieckman	J.J.B. Hilliard, W.L. Lyons, Inc.	Louisville, KY
Julie E. Vander Weele	Mesirow Financial, Inc.	Chicago, IL

District 8 Nominating Committee Nominees

Bernard A. Breton	Carillon Investments, Inc.	Cincinnati, OH
William K Curtis	M & I Brokerage Service, Inc.	Milwaukee, WI
Carol P. Foley	Podesta & Company	Chicago, IL
Gregory Goelzer	Goelzer Investment Management	Indianapolis, IN
Bruce J. Young	Mesirow Financial, Inc.	Chicago, IL

District Committee and District Nominating Committee Nominees

District 9

Gary K. Liebowitz, District Director
581 Main Street, 7th Floor
Woodbridge, NJ 07095
(732) 596-2000

John P. Nocella, District Director
Eleven Penn Center, 1835 Market Street
19th Floor, Philadelphia, PA 19103
(215) 665-1180

New Jersey and New York (except for the counties of Nassau and Suffolk, and the five boroughs of New York City)

Delaware, the District of Columbia, Maryland, Pennsylvania, Virginia, and West Virginia

2004 District Nominating Committee Chair

Lenda P. Washington	GRW Capital Corporation	Washington, DC
---------------------	-------------------------	----------------

District 9 Nominees

Scott L. Fagin	The Jeffrey Matthews Financial Group, L.L.C.	Millburn, NJ
Rebecca L. Kohler	American Express Financial Advisors, Inc.	Roanoke, VA
Jerome J. Murphy ³ (1-Year Term)	Janney Montgomery Scott LLC	Philadelphia, PA
Harold N. Peremel ⁴ (2-Year Term)	Peremel & Co., Inc.	Baltimore, MD
Dorothy G. Sanders	Fred Alger & Company, Incorporated	Jersey City, NJ

District 9 Nominating Committee Nominees

James E. Bickley	Cresap, Inc.	Horsham, PA
J. Lee Keiger, III	Davenport & Company, LLC	Richmond, VA
Michael S. Mortensen	PNC Investments	Pittsburgh, PA
Michael B. Row	Pershing, LLC	Jersey City, NJ
Howard B. Scherer	Janney Montgomery Scott LLC	Philadelphia, PA

³ Mr. Murphy has been nominated to serve the remaining one-year term of Robert M. Berson, who has resigned from the District Committee.

⁴ Mr. Peremel has been nominated to serve the remaining two-year term of John Bluher, who has resigned from the District Committee.

District Committee and District Nominating Committee Nominees

District 10

Hans Reich, Regional Director, New York Region

One Liberty Plaza, New York, NY 10006

(212) 858-4000

New York (the counties of Nassau and Suffolk, and the five boroughs of New York City)

2004 District Nominating Committee Chair

Judith R. MacDonald	Rothschild, Inc.	New York, NY
---------------------	------------------	--------------

District 10 Nominees

Margaret M. Caffrey ⁵ (1-Year Term)	Schonfeld & Company, LLC	New York, NY
Tracy E. Calder	UBS Financial Services, Inc.	Weehawken, NJ
Clifford H. Goldman	Marco Polo Securities, Inc.	New York, NY
Jeffrey T. Letzler	Instinet, LLC	New York, NY
Michael Santo	Banc of America Securities LLC	New York, NY

District 10 Nominating Committee Nominees

William Behrens	Northeast Securities, Inc.	New York, NY
Jennifer A. Connors	ITG, Inc.	New York, NY
Ruth S. Goodstein	UBS Financial Services, Inc.	New York, NY
Mark Ronda	Oppenheimer & Co., Inc.	New York, NY
Charles V. Senatore	Fidelity Brokerage Services, LLC	New York, NY

⁵ Ms. Caffrey has been nominated to serve the remaining one-year term of Vicki Holleman, who has resigned from the District Committee.

District Committee and District Nominating Committee Nominees

District 11

Frederick F. McDonald, District Director

99 High Street, Suite 900, Boston, MA 02110

(617) 532-3400

Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont

2004 District Nominating Committee Chair

John D. Lane	Lane Capital Markets, LLC	Fairfield, CT
--------------	---------------------------	---------------

District 11 Nominees

Frank L. Chandler	Boston Capital Services, Inc.	Boston, MA
Joseph Gritzer	USI Securities, Inc.	Glastonbury, CT
Moirá Lowe	Tower Square Securities, Inc.	Hartford, CT
Wilson G. Saville ⁶ (1-Year Term)	Barrett & Company	Providence, RI

District 11 Nominating Committee Nominees

Michael C. Braun	Moors & Cabot, Inc.	Boston, MA
Andrew F. Detwiler	Vandham Securities Corp.	Boston, MA
John I. Fitzgerald	Leerink Swann & Company	Boston, MA
Thomas J. Horack	John Hancock Life Insurance Company	Boston, MA
Gregory D. Teese	Equity Services, Inc.	Montpelier, VT

⁶ Mr. Saville has been nominated to serve the remaining one-year term of Gregg A. Kidd, who has resigned from the District Committee.