February 25, 2003

Andrew J. Shipe
Special Counsel
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-1001

Re: **File No. SR-NASD-2002-185 – Proposed Amendments to the NASD Registration Rules**

Dear Mr. Shipe:

Please be advised that the National Association of Securities Dealers, Inc. ("NASD") hereby withdraws the above-captioned rule filing. NASD is refiling the proposed rule change as a "non-controversial" rule change pursuant to Section 19b(3)(A) of the Securities Exchange Act of 1934[1] and Rule 19b-4(f)(6) thereunder.[2] See SR-NASD-2003-24. Please feel free to contact me at (202) 728-8902 if you wish to discuss this matter.

Very truly yours,

Afshin Atabaki
Attorney

cc: Katherine A. England
Assistant Director
Division of Market Regulation

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1 15 U.S.C. 78s(b)(3)(A).

2 17 CFR 240.19b-4(f)(6).