

John M. Ramsay
Vice President and Deputy General Counsel

April 15, 1999

Katherine A. England
Assistant Director
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D. C. 20549
Mail Stop 10-1

Re: **File No. SR-NASD-98-96, Amendment No. 3;
Amendments to Forms U-4 and U-5**

Dear Ms. England:

Please remove the phrase "following discussions with the NASAA," in the first sentence of the second full paragraph on page 5 of Amendment No. 2.

If you have any questions regarding this Amendment, please contact Mary Dunbar, Office of General Counsel, NASD Regulation, Inc., at (202) 728-8252; e-mail dunbarm@nasd.com. The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

John M. Ramsay
Vice President and Deputy General Counsel