

April 25, 2003

Via Electronic Mail and Hand Delivery

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-2003-55 Amendment No. 2 - Proposed Amendments to Article VIII (District Committees and District Nominating Committees) of the By-Laws of NASD Regulation, Inc.

Dear Ms. England:

Pursuant to Rule 19b-4 under the Securities Exchange Act ("Act"), the National Association of Securities Dealers, Inc. ("NASD") hereby submits to the Securities and Exchange Commission ("SEC" or "Commission") Amendment No. 2 to SR-NASD-2003-55 (the "Rule Filing") relating to proposed amendments to Article VIII (District Committees and District Nominating Committees) of the By-Laws of NASD Regulation, Inc.

In response to comments from the Commission staff, NASD is correcting an error in marking certain text in Section 8.9 (a) (Composition of District Nominating Committees). Text in the third sentence of the Section was incorrectly marked and failed to show that certain language had been added from the original rule text and other language had been deleted from the original rule text. Specifically, the lead in to the third sentence should read "Each District Nominating Committee member [of a District Nominating Committee]." The revised text of Section 8.9(a), as set forth below, replaces in its entirety the text filed in Amendment No. 1 on April 17, 2003. Proposed new language from the existing rule text is underlined and proposed deletions from the existing rule text are in brackets.

Sec. 8.9 (a) Each district created under Section 8.1 shall elect a District Nominating Committee pursuant to this Article. A District Nominating Committee shall consist of five members, unless the Board by resolution increases a District Nominating Committee to a larger number. Each District Nominating Committee member [of a District Nominating Committee] shall: (1) be employed [in the office of] by an NASD member eligible to vote in the

district for District Committee elections, and (2) work primarily from such NASD member's principal office or a branch office that is located within the district where the member serves on a District Nominating Committee, but shall not be a member of the District Committee. A majority of the members of the District Nominating Committee shall include [a majority of] persons who previously have served on a District Committee or who are current or former Directors or current or former Governors of the NASD Board[, and shall include at least one current or former Director or Governor].

If you have any questions or comments, please contact Kosha K. Dalal, Office of General Counsel, NASD Regulatory Policy and Oversight, at (202) 728-6903; e-mail kosha.dalal@nasd.com. The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

Kosha K. Dalal
Assistant General Counsel

cc: Gordon Fuller
Ann Leddy