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REGULATION

NASD Regulation, Inc.
Corporate Financing Department
1801 K Street, NW
Washington, DC 20006
(202) 974-2700

March 20, 2000

Katherine A. England, Esq.
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-00-04, Amendment No. 2**
Amendments to the Corporate Financing Rule

Dear Ms. England:

Pursuant to Rule 19b-4, NASD Regulation, Inc. is filing Amendment No. 2 to the above-numbered rule filing to replace the rule language of proposed Rule 2710(c)(4)(D)(i)b. on page 9 of Amendment No. 1 as follows:

- b. have filed a Schedule 13D or 13G with the SEC that identifies the entities as members of a group who have agreed to act together for the purpose of acquiring, holding, voting or disposing of equity securities of an issuer for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934;

In addition, we consent to a 90-day extension of the time period for Commission action specified in Section 19(b)(2) of the Act.

The attention of the Divisions of Market Regulation and Corporation Finance to this rule filing is appreciated.

Very truly yours,

Suzanne E. Rothwell
Chief Counsel, Corporate Financing