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October 13, 2004

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-2004-145 - Amendment No. 1 to Amendments to Section 4 of Schedule A to the NASD By-Laws (Fees for Qualification Examinations)

Dear Ms. England:

Pursuant to discussions with SEC staff, NASD hereby submits Amendment No. 1 to SR-NASD-2004-145, which was filed with the Securities and Exchange Commission ("SEC" or "Commission") on September 29, 2004. This Amendment No. 1 makes the following changes:

(1) On pages 5-6 of 27 and 19 of 27, NASD substitutes the following rule language for the applicable subparagraphs:

[(g) There shall be an examination fee of \$110.00 assessed as to each individual taking the General Securities-Sales Supervisor Examination. There shall be an examination fee of \$75.00 assessed as to each individual who is required to take any other examination for principals pursuant to the provisions of the Rule 1020 Series. Persons for whom an examination is waived pursuant to Rule 1070 shall pay a fee as set forth in paragraph (l) of this Section.]

[(h) There shall be a service charge fee of \$15.00 in addition to those fees specified in (b), (c), (d), (e) and (f) above for any examination taken in a foreign test center located outside the territorial limits of the United States.]

[(i) There shall be a service charge equal to the examination fee assessed as to each individual who, having made an appointment for a specific time and place for computer-based administration of an examination, fails to timely appear for such examination or timely cancel such appointment.]

(j) and (k) are renumbered (d) and (e).

[(l) Each individual who is granted a waiver(s) for any qualification examination specified in paragraphs (c), (e), or (g) of this section shall be assessed as an application fee the examination fee as set forth in paragraph (c), (e), (f), or (g) for each qualification examination so waived.]

(m) through (o) are renumbered (f) through (h).

(2) On pages 7 of 27 and 20 of 27, NASD adds the following footnote to the end of the first paragraph in the "Purpose" section:

Section 4 of Schedule A currently identifies NYSE examination development fees of \$90.00 for the Series 7 examination and \$45.00 per examination for the Series 86 and 87 examinations. Under the proposed rule change, these development fees will continue to be part of the total examination fee charged to candidates, but they will no longer be separately identified in Schedule A.

(3) On pages 10 of 27 and 23 of 27, NASD adds "MSRB" to the joint sponsors of the Series 10 examination as follows:

Series 10	General Securities Sales Supervisor - General Module (Sponsored jointly by AMEX, CBOE, MSRB, NASD, NYSE, PCX, and PHLX)	From \$60 to \$95
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(4) On page 15 of 27, the heading of Exhibit 1 should read:

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by National Association of Securities Dealers, Inc. Relating to Amendments to Section 4 of Schedule A to the NASD By-Laws (Fees for Qualification Examinations)

(5) On page 15 of 27, the first two sentences of Section I. should read:

NASD is proposing to amend Section 4 of Schedule A ("Schedule A") to the NASD By-Laws to establish examination fees that shall be assessed persons taking various qualification examinations as of January 1, 2005. The proposed rule change also lists the examination fees that NASD will publish in Schedule A regardless of whether the current examination fee will increase.

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If you have any questions, please contact me at (202) 728-8844; email shirley.weiss@nasd.com. The fax number of the Office of General Counsel, Regulatory Policy and Oversight, is (202) 728-8264.

Very truly yours,

Shirley H. Weiss

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