

MAX INTERNATIONAL BROKER DEALER CORP.

April 16, 2007

Dear Sir or Madam:

Thank you for the opportunity to comment on the proposed changes. While the combination of the two regulatory agencies would benefit the industry, the manor of the proposed is worrying. Members are told the SEC favors this combination and if not supported by the NASD member firms, the SEC would take steps to this end. I believe clarity should be made pertaining to the SEC's endorsement or the merger.

Given the Fact that roughly 80% of the NASD membership is small business, the offer to members of \$35,000 in the event the proposal passed may have removed the objectivity of the member firms and influenced votes. These two very influential items give room to question the NASD's motives.

The special knowledge of the NASD member firms revenues gives the proprietors of this merger undo influence on firms to sway their vote in favor of the proposal. The percent of the cash inducement against the revenues of the smaller brokerage firms, possibly 35%, must make all involved in the financial industry take pause.

Considering there are 5000 member firms: The new rule proposal will have a direct effect on 200 firms or less than 4% of the membership, 94% will be affected because of the 4%. It is hard to conclude that the majority of the member firms will have fair representation, Instead of the majority seeking what is beneficial for the industry; influence will be on the side of the monetarily strong. Some fear this may be a tantamount to a monopoly.

With the appointment of the majority of proposed Board, if all of the members voted alike they would not be able to effect change in the board or with the agency. The United States of America is built on one person one vote, no matter what their financial standing; an industry void of this standard is subject to unchecked tyranny.

An additional concern of amongst industry peers is the compensation packages proposed by this merger. The NASD's heighten supervisory requirements are very clear about the conflicts member firms producing managers face in their supervisory responsibilities, as such, special measures must be taken by member firms to insure that these conflicts do not compromise the integrity of client safety. The current merger may leave industry Regulators beholding to the wealthy few and may compromise the integrity of our industry.

Sincerely,

David Isolano

CEO