

Written questions we sent to NASD at various times during the 30-day voting period.

1. You have referenced consultation with the IRS concerning the \$35,000.00 payment. Can you share any written communications to/from the IRS pertaining to this matter? It would be extremely helpful. ANSWER: no written response.
2. If the \$103 million payment to the NYSE Group for positive cash flows that are expected, why not pay the NYSE from those expected positive cash flows as they materialize and hang on to the \$103 million for now. ANSWER: no written response.
3. Why aren't we voting on a consolidation first and then, if approved, amend the bylaws? ANSWER: no written response.
4. Where is the opinion letter from your counsel regarding the fairness of the \$35,000.00? ANSWER; no written response.
5. Where are the calculations as to the "expected value of the incremental cash flows that will be produced"? ANSWER: no written response.
6. Where is a copy of the opinion letter to the IRS regarding our tax exempt status? ANSWER; no written response
7. It seems the NYSE is gaining more from this consolidation than we are; why aren't they paying us? ANSWER: no written response.
8. Why are we paying to lease office space for the NYSE? ANSWER: no written response.
9. What is the NYSE hourly fee +25%? ANSWER: no written response.
10. Inasmuch as there are only 200 firms affected by the double regulation why can't the NASD accept the audit done for the NYSE on those firms' books? ANSWER: no written response.
11. We have the beef (\$1.6 billion). Why not forget the consolidation and distribute the monies (we would not have a problem paying taxes on same)? ANSWER: no written response.
12. Where is the pressure coming from to consolidate? And, if any, why? ANSWER no written response.
13. What is wrong with the current regulatory structure? The NASD seems to be functioning smoothly. With all this funding going to the NYSE are they having problems? ANSWER: no written response.

14. Where are the calculations as to why we should pay the NYSE Group \$103 Million?
ANSWER: no written response.

15. Where are the calculations as to why we should pay the NYSE Regulation \$15.5 Million?
ANSWER: no written response.

16. Is it true that Mary Shapiro will appoint 11 public board members? If so why? If so under what authority?
ANSWER: no written response.

17. Is it true that Mary Shapiro will appoint 5 staff positions? If so why? If so under what authority?
ANSWER: no written response.

18. Is it true that NASD has 3 times more cash than SIPC? If so why can't these monies be distributed.
ANSWER: no written response.

19. Of what value is a non-binding "Term Sheet"?
ANSWER: no response written.

20. What member input was solicited prior to the consolidation announcement in November?
ANSWER: no written response.

21. What member input was solicited prior to the proposal to amend the bylaws?
ANSWER: no written response.

22. How can the consolidation be "neutral" to the NASD when we would be paying out millions?
ANSWER: no written response.

23. Where are the facts and figures as to the "arm's length" negotiations? Which members were involved in these negotiations?
ANSWER: no written response.

24. Pages 1-10, 13-22, 25-40 seem irrelevant to the vote since we are not voting on a consolidation; why are they in the proxy?
ANSWER: no written response.

25. Why the rush over the holidays?
ANSWER: no written response.

26. Is it true that Georgeson is being paid from NASD monies, their final remuneration being based on a "FOR" outcome, when they are in fact counting the votes?
ANSWER: no written response.

27. Why the Road show without Proxy packets and facts being presented to members?
ANSWER: no written response.

