

July 20, 2005

Mrs. Barbara Z. Sweeney
Senior Vice President and Corporate Secretary
NASD
1735 K Street NW
Washington, DC 20006-1500

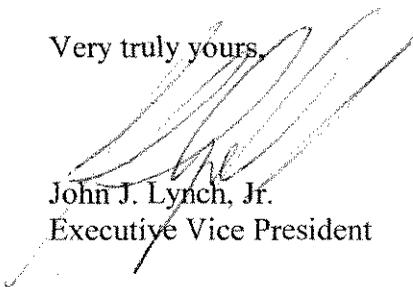
Dear Ms. Sweeney:

In response to the NASD's request for comment on the propose amendment to NASD Rule 3011, we agree with the proposed changes to Rule 3011(c) and its interpretation. This amendment allows members who do not execute transactions for customers or otherwise hold customer accounts or act as an introducing broker with respect to customer accounts change the requirements of "*independent testing*" to every two years (on a calendar-year basis") instead of every year.

We are a member who does not execute transactions for customers or otherwise hold customer accounts. This change will save us both time and money.

We applaud the NASD for its proactive action and practical exemption to the rule on behalf of the industry.

Very truly yours,


John J. Lynch, Jr.
Executive Vice President

JJL:lr