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April 21, 2003

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SR NASD 2002141-9

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, D.C. 20549-0609

Re: File No. SR-NASD-2002-141

Dear Mr. Katz:

I am the General Counsel of Cenex Harvest States Cooperatives ("CHS"), a cooperative that has a class of preferred stock listed on The Nasdaq Stock Market, Inc. ("Nasdaq"). I am writing on behalf of CHS to comment on the proposed changes to the Nasdaq listing rules contained in Release No. 34-47516. (I apologize for the untimely submission of this letter, but request that it nevertheless be considered.)

I am writing regarding proposed Rule 4350(c)(4), which would require that the nomination of directors be determined either by a majority of the independent directors or by a nominations committee comprised solely of independent directors, and the related discussion in proposed IM-4350-4. My particular concern regards clarifying that Rule 4350(c)(4) would not apply to a company which had charter documents under which the board did not have the power to nominate directors – I have some concern that the current discussion of when the Rule will not apply could be interpreted to apply only to contractual arrangements granting a third party nominating rights. (CHS's charter, like that of many other cooperatives, provides that it is CHS's members, and not its incumbent board, that nominates directors for election to the board.) A number of clarifications might be possible, including the simple addition of " , whether under the company's charter documents, by contract or otherwise" or similar language at the end of the third sentence of the paragraph.

Two related issues also struck me in reviewing Rule 4350(c)(4). The first was the question of why **the** exception to its application is found only **in the** commentary and **not** in the Rule itself – it seems it might be clearer to move this concept into Rule 4350(c)(4) itself (for example, to have the Rule begin "To the extent that the board directors nominates directors,"). The second was the use of the word "company" in the last sentence of the "Independent Director Oversight of Director Nominations" paragraph of IM-4350-4 – it seems it might be clearer to use "board of directors" rather than "company" (for example, if the **power** to nominate rests with the stockholders or, as in the case of CHS, to the members of a cooperative, it is clear that the power

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to nominate directors does not reside with the board of directors but less clear whether or not it resides with the “company”).

I appreciate the opportunity to comment on the proposed rule and would be pleased to answer my questions you might have regarding my comments. You may contact me at (651) 306-3712.

Very truly yours.

A handwritten signature in black ink, appearing to read "David A. Kastelic". The signature is fluid and cursive, with a long horizontal stroke at the end.

**David A. Kastelic, Esq.,
Senior Vice President and General Counsel,
Cenex Harvest States Cooperatives**