



MTL EQUITY PRODUCTS, INC.

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JEFFERY K. HOELZEL, JD
President

January 28, 2004

Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

Re: Proposed "Branch Office" Rule Revision

SR-NASD-
2003-104

To Whom It May Concern:

I am writing to you because the NASD's proposal to revise the definition of "branch office" in Rule 3010(g)(2) will have a significant impact on MTL Equity Products, Inc.

It is very possible that the financial expense and administrative burdens that will be caused by the change in status of our current office structures changing from non-branch locations to branch offices will result in it no longer being economically feasible to offer variable products and mutual funds to several of our representatives' clients. This can only have a harmful impact on consumers since their access to these products, which often constitute an important part of clients' overall financial planning, will likely be reduced or eliminated.

In addition, the NASD has not addressed the disproportionate impact that the proposal will have on limited purpose broker-dealers affiliated with life insurance companies. The proposal will have little if any impact on full-service broker-dealers, who typically conduct all of their activities from offices that meet the NASD's current definition of branch offices. This is appropriate since full-service broker-dealers conduct a full range of securities and financial activities at these offices. Broker-dealers affiliated with insurance companies, such as MTL Equity Products, Inc. however, perform a much narrower range of activities. These companies have structured their operations based on the current definition, and they would be presented with significant new economic and administrative costs in order to comply with the new definition.

For these reasons, I am urging the SEC to reject the proposal to revise the definition of "branch office" and to keep in place the current definition. In the alternative, the proposal should be amended to (i) waive the filing fee for any non-branch location which becomes a branch office as a result of the proposal, and (ii) substantially increase the number of permitted transactions in the exclusion found in Section 3010(g)(2)(E). Thank you for your consideration of my views on this matter.

Sincerely,

JEFFERY K. HOELZEL

JKH/GLW:th