



NASAA

NORTH AMERICAN SECURITIES ADMINISTRATORS ASSOCIATION, INC.

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Jonathan G. Katz, Secretary
U.S. Securities and Exchange Commission
450 Fifth Street NW
Washington DC 20549-0609

**Re: Release No. 34-47214, File No. SR-NASD-2002-124 and
Release No. 34-47215, File No. SR-NYSE-2002-50
Allowing State-Registered Investment Advisers to Receive and
Vote Proxies**

Dear Mr. Katz:

The North American Securities Administrators Association, Inc. (NASAA)¹ appreciates the opportunity to comment on Release No. 34-47214, File No. SR-NASD-2002-124, and Release No. 34-47215, File No. SR-NYSE-2002-50.

The two releases would amend NASD and NYSE rules, respectively, to expressly allow state-registered investment advisers to receive and vote proxies on behalf of their clients. This would treat state-registered advisers in the same manner as SEC-registered advisers.

NASAA fully supports these proposals. While SEC and state-registered advisers are distinguished based on their levels of assets under management, the advisers generally perform the same functions on behalf of clients. While not all clients will want their adviser to vote on their behalf, it is an option that should be available to every investor.

This is an excellent example of investors and advisers benefiting from cooperative rulemaking that takes into consideration federal and state concerns. NASAA commends the NASD and NYSE for recognizing that equal treatment of all advisers is warranted.

Sincerely,

NASAA President and
Maine Securities Administrator

¹ The oldest international organization devoted to investor protection, the North American Securities Administrators, Inc. was organized in 1919. Its membership consists of the securities administrators in the 50 states, the District of Columbia, Canada, Mexico and Puerto Rico. NASAA is the voice of securities agencies responsible for grass-roots investor protection and efficient capital formation.