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1-10-04

Via Facsimile: (202) 942-9646 Hon. William H. Donaldson Chairman U.S. Securities and Exchange Commission 450 First Street, NW Washington, DC 20549

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RE: File #S7-10-04

May 10, 2004

Dear Chairman Donaldson:

As a self-employed attorney, I must rely upon my own investments to provide financial stability for my family and my retirement. Factors such as certainty of execution, speed of execution and the best price are important to me.

Therefore, I support the proposed opt-out exception for the trade through rule.

Sincerely

Garth A. Winn