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[First Name] [Middle Name] [Last Name]

[Member Name]

VIA E-mail [E-mail address]

Dear FINRA Member Executive Representative,

This letter is being sent to the Small Firm FINRA voting members, using a computerized list provided by FINRA to candidates seeking to run for FINRA's Board of Governors. In the interest of time, I have not modified the appellations supplied to indicate how I would typically address the many people on the list I know personally. I believe that this message is more important than much of the similarly addressed missives that FINRA sends to you regularly, and hope that you spend a moment to read further.

I seek your assistance. I would like to be nominated as a candidate for the upcoming election for the one-year First Class Small Firm seat on FINRA's Board of Governors. After many years of benefiting personally from rendering service to the industry, I would like to continue to have the opportunity to return the favor. Currently, I serve as an elected member of FINRA's Small Firms Advisory Board (SFAB) to represent the New York region. If elected to the Board of Governors, I would continue to serve on the Small Firms Advisory Board, but would do so as ex-officio member.

It is vitally important that FINRA's Board of Governors has the benefit of hands-on, in-the-trenches professionals who know that responsible, reasonable regulation benefits all of us. The Board of Governors needs people who grapple with regulatory issues daily and can propose effective new rules or changes to existing rules, resulting in more responsible regulation. In addition, the Board needs people who understand that some of the practices involved in implementing and enforcing rules have often gone far beyond the good intentions of the people who promulgated the rules and that many of such practices need to be modified significantly. In that regard, through my participation on the SFAB, I have served as the voice of FINRA members who share my concerns.

Much of what I have accomplished over the past few years is not totally apparent since the deliberative process at SFAB is confidential to protect the open exchange of ideas. To those ends, my current membership on the SFAB has already proven its worth, since the Advisory Board has been able to influence many of the initiatives proposed by FINRA staff or others, and has been able to make suggestions for the betterment of the membership at large, particularly the Small Firms segment of the membership. Much of the recent work of the Board has involved changes related to the single (improved) rule book that is part of the consolidation of the legacy NASD and NYSE

regulatory functions. Some of these changes have been reflected in rule change proposals that have been filed with the SEC for approval. Many of the changes will result in better, easier and more focused regulation for the vast majority of FINRA members.

The 4,324 Small Firm FINRA members constitute approximately 90% of its membership but are represented by only three governors, the same number of governors that represent the Large Firm members, which constitute only a small fraction of the membership. Interestingly, over the years, many of the initiatives and practices of NASD, and now FINRA, have had much more severe effect on smaller members than on the larger members. This is true since, despite regulatory rhetoric to the contrary, too many rules are one-size-fits-all, and the cost and difficulty of compliance is often extremely disproportionate to any public or market integrity benefit derived from compliance with the offending rules. The smaller members are in a much more vulnerable and potentially ill-affected position than the larger ones, and it is vital that they be represented by people who understand their unique position. Even so, I am concerned with much that has transpired in recent years that has affected large and mid-size members too. And I am especially concerned with the diminution of confidence placed upon all broker-dealers by members of the investing public and by governmental officials, in particular ones who believe that they understand financial markets better than all of us do.

Who I Am

Over 25 years ago, I co-founded Integrated Management Solutions, an organization that has served as a resource primarily for broker-dealers that are small, as defined by FINRA. It services over 100 such firms on a regular basis by providing them with support in financial, operational, compliance, and accounting functions. Many of the professionals at IMS serve in a registered capacity, e.g. as Financial and Operations Principals, for our clientele. Currently, I myself serve in a registered capacity for about 30 small FINRA firms. Together with other members of IMS' staff, it also provides ancillary services, such as computer and network installation and support, infrastructure assistance (including personnel recruitment and training), and the establishment and maintenance of physical facilities. As such, we have extensive, diversified and daily experience with the issues confronting FINRA members generally, and the unique challenges confronting small FINRA members.

I am a member of the American Institute of Certified Public Accountants who, following several years in the public accounting profession, was the manager of the Capital and Operational Standards section of the New York Stock Exchange, before joining the real world as comptroller and Financial and Operations Partner at three small New York Stock Exchange member firms, and then founding IMS in 1985. I have testified as an expert in many proceedings; these include disciplinary proceedings, arbitrations, civil and criminal trials, and even a stint in a Congressional hearing.

I have served on the Board of Directors of the Financial Management Society of the Securities Industry and Financial Markets Association (SIFMA), and have been a long-standing, active, and vocal member of the Capital Committee of that same association. In both of those roles, I have long been regarded as the voice of small-sized broker-dealers, within a sea of industry representatives who are mostly from the giant firms of the industry.

My Goal

To remain an effective advocate of reasonable and appropriate regulation, I believe I would be more effective inside FINRA as a member of the Board of Governors. There, I believe I can have a positive influence on other Board members in explaining the implications of the Board's actions. This is not a

goal of weakening regulation; rather it is a goal of seeking to make regulation more practical, reasonable, effective and less onerous. We still must rid the industry of people who, through their actions, choose to discredit other industry participants who are honest and honorable. We just have to do it better, speedier and with less fanfare.

In order to participate as a Small Firm member of the Board of Governors, I need to be elected. But first, I need to be nominated to have my name placed on the ballot. To do so, I need to provide petitions executed by at least 130 of the Executive Representatives of the Small Firm members. All of my friends and associates with whom I have spoken support these efforts. Now is the time for you to support the process by signing the enclosed petition to add my name to the ballot for the First Class seat that has a one-year term. There are three positions vacant, for one-year, two-year or three-year terms, for which the FINRA Nominating Committee* hand-picked three candidates. By adding additional candidates who were not chosen by that Committee, the election process will be fairer and more representative of the desires and interests of many members. I believe that most of you would agree that a choice of who will represent you should be made by the electorate whenever feasible. Effectively, the choice made by the FINRA Nominating Committee is to ensure that at least one candidate would automatically be elected to serve for each of the available seats. In the instant case, apparently there are several individuals, other than the designated nominees I presume, who have an interest in serving and whose interests in serving, in all likelihood, were summarily ignored by the Nominating Committee.

I strongly believe that democracy should prevail in a free, transparent and accountable FINRA, the association of which your firm is a member. (You wouldn't prefer to see the United States presidential election determined exclusively by a single committee, would you?). In addition, change provides the opportunity for fresh ideas and viewpoints. Too many of the Board of Governors appointees or nominees are the same names and faces we always see.

I need your support. If you agree that my name should be added to the ballot for a First Class seat, please print out and execute the petition below, and fax or email it as indicated on the petition, or mail it to Suite 1601, 39 Broadway, New York, NY 10006 as soon as possible. Thank you, in advance, and I hope your firm continues to support me by voting for me once my name is added to the ballot.



Howard Spindel

* I have been informed that the FINRA Nominating Committee that made the nominations is comprised of four Public Governors, Harvey J. Goldschmid, William H. Heyman, Richard S. Pechter, John Schmidlin and one Small Firm Governor, G. Donald Steel. Small Firm members with whom I have spoken are not aware of any large scale solicitation of candidates performed before the nominations were made and we note that the one of the nominees for a Small Firm seat just happens to be the only industry member of the nominating committee. Strange but true!

The petition follows

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Marcia E. Asquith
Senior Vice President and Corporate Secretary

Financial Industry Regulatory Authority

I am the Executive Representative of [Member Name]

In accordance with the Election Notice dated May 4, 2010, I would like the name of Howard Spindel to be added to the ballot for the election of the one-year First Class Small Firm Governor to be held during the currently scheduled August 2, 2010 annual meeting of FINRA firms.

I have not executed a similar petition for any other candidate.

Signature

[fname] [mname] [lname]

Please fax to 212-796-1541, or scan and email to election2010@intman.com

Please do not sign a petition on behalf of a member firm for any other candidates as doing so nullifies all of the petitions you sign on behalf of that member firm.