THE ANNUAL MEETING OF THE USA ALLIANCE WAS HELD ON OCTOBER 12,2001 IN THE REGENCY ROOM AT THE WILLIAMSBURG INN. THOSE MEMBERS PRESENT WERE DICK THOMAS, MERYN LAWSEN, LANCE ERICKSON, RONNIE MOORE, RON ARNDT, MIKE JOHNSON, KERRY DILLARD, BOB DISTEL, BOB KATZ, BILL JACKSON, SANDY JACKSON, JACK MILLER, RON GABOR, GREG MURREY, PETER SCOBIE AND JOHN GRIFFIN.

PRESIDENT RON GABOR CALLED-OUR MEETING TO ORDER AT 8 AM. OUR MEETING FOR THE DAY WAS THE PRESIDENT'S PANEL WITH ANDY FRAZIER OF WESTERN WORLD, JOHN LATHEM OF COLONY AND TOM KUZMA OF NAUTILUS.

THIS WAS AN OPEN FORUM MEETING WITH SANDY JACKSON AS THE MODERATOR. QUESTIONS INCLUDED:

- --WHAT EFFECTS WILL DUAL OR FEDERAL REGULATION HAVE ON WHOLESALERS
- --ARE REINSURORS REQUIRING A TERRORISM EXCLUSION ENDT
- --CAPACITY
- -- COMPANY CONSOLIDATION
- --DISASTER RECOVERY
- --HOW DO THE EVENTS OF 9/11/01 AFFECT US GOING FORWARD

THIS WAS A VERY GOOD MEETING WITH LIVELY DISCUSSION ON THESE VARIOUS TOPICS.

THE MEETING WAS ADJOURNED AT 11:10AM.

ON OCTOBER 13, 2001, OUR BUSINESS MEETING WAS CALLED TO ORDER BY RON GABOR AT 8 AM. ALL MEMBERS PRESENT YESTERDAY WERE IN ATTENDANCE.

GREG MURREY READ THE MINUTES FROM OUR LAST MEETING. JOHN GRIFFIN MOVED THAT THEY BE APPROVED AND THIS WAS SECONDED BY LANCE ERICKSON.

RON ARNOT REPORTED THAT NO ONE RESPONDED TO HIM AT ALL REGARDING THE SUPPLEMENTAL APPS/SLOT RATED PROGRAMS. A PACKET WAS SENT TO EVERY MEMBER. RON GABOR NOTED THIS SUBJECT WOULD BE DISCUSSED LATER DURING THE MEETING ALSO.

LOUIS WILLIAMS WAS NOT PRESENT TO READ THE TREASURER'S REPORT. HE DID SEND A COPY OF THE CURRENT FINANCIAL STATEMENT. WE HAVE \$51,815 AT PRESENT. COSTS FOR THIS MEETING WILL BE \$ 30-35,000.

MOTION WAS MADE BY LANCE ERICKSON AND SECONDED BY BOB KATZ THAT THE TREASURER'S REPORT BE APPROVED.

RON GABOR HAS TALKED WITH LOUIS WILLIAMS AND LOUIS HAS ASKED THAT THE BATON OF THE OFFICE OF TREASURER BE PASSED DUE TO HIS CURRENT HEALTH PROBLEMS. GREG MURREY AGREED TO HANDLE THE TREAUSRER'S OFFICE ALONG WITH THE SECRETARY'S OFFICE. ALL VOTED IN FAVOR.

NEXT WAS DISCUSSION FOR REPLACING THE TWO MEMBERS COMING OFF THE EXECUTIVE COMMITTEE (PRESTON GOUGH AND BERNIE CONCANNON). BOB KATZ AND MIKE JOHNSON WERE NOMINATED AND APPROVED AS THE TWO NEW MEMBERS.

BOB LIBBY HAS SOLD HIS FIRM TO BURNS & WILCOX. LOUIS ASKED BOB TO SURRENDER HIS STOCK CERTIFICATE WHICH HE DID. LOUIS HAS PREPARED THE CHECK FOR THE VALUE OF THE STOCK WHICH GREG MURREY WILL MAIL TO BOB. GREG WILL-SEND THE ORIGINAL STOCK CERTIFICATE TO OUR ATTORNEY FOR COMPLETION OF THE SURRENDER OF THE STOCK.

REGARDING CURRENT MEMBERS WHO HAVE NOT BEEN TO A MEETING IN RECENT YEARS, RON GABOR TALK TO THOSE MEMBERS TO FIND OUT THEIR INTENTIONS OF REMAINING A MEMBER. AFTERWARDS, RON WILL SEND A LETTER TO ALL MEMBERS OUTLINING WHAT STATES ARE OPEN AND THEN MEMBERS CAN SUGGEST ANY NEW MEMBERS THAT MAY HAVE AN INTEREST.

NEXT TOPIC WAS WHERE TO HAVE NEXT YEARS MEETING. BOB KATZ AGREED TO HOST OUR MEETING IN SEPTEMBER AT THE HYATT IN LAKE TAHOE. DATES TO BE ADVISED. WE DISCUSSED HAVING A MID YEAR MEETING AGAIN IN DALLAS. IT WAS AGREED AT THIS TIME NOT TO HAVE ONE, BUT IF WE NEEDED TO LATER, WE COULD EASILY ARRANGE TO DO SO.

THERE WAS DISCUSSION AS TO WHAT ELSE DO WE WANT TO DO AS AN ASSOCIATION. THERE ARE SEVERAL PEOPLE INTERESTED IN PURSUING COMPUTER RATING, SELF-RATERS, DOWNLOADING OF APPS, ETC. ANY MEMBER INTERESTED IN THIS SHOULD SEND INFO TO RON ARNOT NO LATER THAN 11/1/01. (PLEASE SEND THIS INFO TO RON NO LATER THAN 11/15/01) RON AGREED TO TRY THIS ONE MORE TIME IN HOPES OF GETTING REPLIES FROM MEMBERS.

RON GABOR WOULD LIKE TO SURVEY ALL OF US WITH DETAILS AND INTERESTS THAT WE CAN HELP EACH OTHER IN. (THIS HAS NOW BEEN SENT BY RON SO PLEASE ANSWER THE SURVEY).

FINALLY WE DISCUSSED WHICH COMPANY PRESIDENTS DO WE WANT TO INVITE FOR NEXT YEAR'S MEETING. IT WAS AGREED TO INVITE:

STEVE VACARRO—ESSEX TOM NIERNEY—USLI JOHN HAYDEN—AMERICAN MODERN HOME RICH BARBERI---FIRST FINANCIAL DICK NENABER—FULCRUM

THERE BEING NO FURTHER BUSINESS, THE MEETING WAS ADJOURED AT 11:55AM.

RESPECFULLY SUBMITTTED,

GREG MURREY

THE EXECUTIVE COMMITTEE MET IMMEDIATELY AFTER OUR REGULAR MEETING.

THOSE PRESENT WERE RON GABOR, GREG MURREY, LANCE ERICKSON, KERRY DILLARD, BOB KATZ AND MIKE JOHNSON.

WITH THE BUDGET BEING THE ONLY THING TO BE DISCUSSED AND APPROVED, THIS IS THE BUDGET:

INCOME	ASSESSMENTS INTEREST	\$ 48000 - 400
TOTAL INCOME		\$ 48400
EXPENSES	MISC INSURANCE LEGAL MEETINGS PRES OFFICE TRES OFFICE SEC OFFICE TAXES	\$1000 1750 -3500 -35000 -3600 -1000 -240 100
TOTAL EXPENSES		\$45190

THERE BEING NO FURTHER BUSINESS, THE MEETING WAS ADJOURED AT 12:20PM.