November 6, 2001

CIRCULAR LETTER TO ALL MEMBER COMPANIES

Re: Special Meeting of Member Companies

A special meeting of member companies of the North Carolina Rate Bureau, called pursuant to Article XI of the Constitution, will be held at 2:00 P.M. (Eastern Standard Time) on Monday, December 3, 2001, at the offices of the Bureau, 5401 Six Forks Road, Raleigh, North Carolina.

The purpose of the meeting is to consider adoption of an amendment to Article VI (a) of the Rate Bureau’s Constitution detailing annual membership fees. A copy of the Constitution containing the proposed amendments to Article VI (a) is included as Attachment 1.

The Automobile Committee, the Property Committee and the Workers Compensation Committee have recommended the proposed change for their respective line of responsibility. The Governing Committee has voted unanimously to recommend to the Rate Bureau’s member companies the adoption of this amendment to Article VI (a). The members will be called upon to take appropriate action on the Governing Committee’s recommendation.

We hope that a representative of your company can attend this meeting. For those companies that cannot be represented in person, voting by proxy will be permitted. It is suggested that you consider naming one of the Governing Committee members as your proxy. The current members of the Governing Committee are:

<table>
<thead>
<tr>
<th>Stock</th>
<th>Non-Stock</th>
</tr>
</thead>
<tbody>
<tr>
<td>Allstate Insurance Company</td>
<td>Auto-Owners Mutual Insurance Company</td>
</tr>
<tr>
<td>Great American Insurance Company</td>
<td>Harleysville Mutual Insurance Company</td>
</tr>
<tr>
<td>Integon General Insurance Corporation</td>
<td>Liberty Mutual Insurance Company</td>
</tr>
<tr>
<td>Royal Insurance Company Of America</td>
<td>Nationwide Mutual Insurance Company</td>
</tr>
<tr>
<td>St. Paul Fire &amp; Marine Insurance Company</td>
<td>State Auto Mutual Insurance Company</td>
</tr>
<tr>
<td>Travelers Indemnity Company</td>
<td>State Farm Mutual Automobile Insurance Company</td>
</tr>
</tbody>
</table>

A proxy form is enclosed which we request you complete and return, via mail or FAX, as soon as possible but no later than November 26, 2001. A proxy form should be completed whether or not your company expects to be represented in person. Proxies will help assure that a quorum will be present for the conduct of business. If a representative of your company is present at the meeting, the proxy will not be used.

If you have any questions, give me a call at 919-783-9790, or e-mail me at rfe@ncrb.org.

Sincerely,

Raymond F. Evans, Jr., CPCU
General Manager

RFE:Im
G-01-5
(Please complete and return this form, even if your company plans to attend.)

KNOW ALL MEN BY THESE PRESENTS THAT I, ________________________________,

__________________________________________________________
(please print name)

__________________________________________________________
(please print title)

of the ________________________________________________,

__________________________________________________________
(please print name of Company)

do hereby constitute and appoint

__________________________________________________________
(please print name of Proxy)

as my attorney and agent for the said Company, in my name, place and stead to vote as proxy at the Special Meeting of the NORTH CAROLINA RATE BUREAU to be held on the Third (3rd) day of December, 2001 and/or such other date or dates to which such meeting may be adjourned, hereby giving to such attorney and agent power and authority to act conclusively for said Company on all questions which may duly come before such meeting as fully as I could act if I were personally present.

IN WITNESS WHEREOF I have hereunto subscribed my name, this ______ day of ______________, 2001.

__________________________________________________________
(signature)

I, or another Company representative plan to attend the Special Member’s Meeting December 3. (This information is for planning purposes only.) □Yes  □No

Return to the attention of Lois Murphey in the enclosed envelope at:

P.O. Box 176010
Raleigh, NC 27619-6010

Or, FAX to:

919-783-9542