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BY PERSONAL DELIVERY

November 10, 2001

Mr. Richard Keeler
Mr. Mo Siegel
Mr. Georges Michelson-DuPont
Mr. Gard Jameson
c/o Mr. Quin R. Frazer
Gardner, Carton & Douglas
321 North Clark Street
Chicago, Illinois 60610

Re: Urantia Foundation

Gentlemen:

I am writing this letter to you on behalf of my client, Dr. Kwan Choi, one of the trustees of the Urantia Foundation.

I previously wrote to your attorney, Mr. Frazer, expressing Dr. Choi's concerns and expressing his requests and suggestions for moving forward in a constructive manner. I received a letter from Mr. Frazer in response. Regrettably, the response did not satisfy any of Dr. Choi's requests.

Since then I have had several conversations with Mr. Frazer in an attempt to arrange a meeting among all five board members, Mr. Frazer, and myself. The purpose of such a meeting would be to engage in a dialog and hopefully resolve the differences which have lead to your commencement of removal proceedings against Dr. Choi. Unfortunately, you declined that request as well.

Dr. Choi remains desirous of having such a meeting, preferably in person. He is committed to resolving his differences with you and moving forward with the mission of the foundation.

It is Dr. Choi's understanding that you propose to hold a quarterly meeting today. You intend to state your reasons for voting to remove him as a trustee. You intend to offer him an opportunity to respond, but he will not have had the opportunity to know in advance the reasons for your actions, prepare a response, or consult with his attorney. Moreover, it is my impression given your refusal to meet informally to discuss the situation, that the result of your next vote is a foregone conclusion.

Section 3.1 of your By-Laws as amended provides that your regular quarterly meetings shall be held on the Third Saturday of January, April, July, and October; the next succeeding Saturday in the case of a holiday, at 10 AM at your regular of

FRIENDS
EXHIBIT
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MICHAEL D. POULOS, P.C.

Letter to Messrs. Keeler, Siegel,
Michelson-DuPont, and Jameson
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The time and place of a regular meeting may only be changed by agreement of all the trustees.

Your meeting today is intended as a quarterly meeting, but it is not being held on the designated day, and not all of the trustees have agreed to hold the meeting this day, and no notice of a special meeting has been given.

Therefore, this cannot be a quarterly meeting, and your intended vote on removal cannot proceed. In addition, this cannot be a special meeting, absent a waiver by all of the trustees, as no notice of a special meeting setting forth the purpose of the meeting was given.

Therefore, Dr. Choi by this letter objects to the transaction of any business as the meeting has not been properly called or convened, and his appearance here today is limited to this purpose. It is Dr. Choi's position that should you proceed with the meeting any business you transact will be null and void.

However, because it is Dr. Choi's desire to achieve a reconciliation and facilitate the other business of the foundation, he is willing to waive notice and consent to a special meeting provided you agree to rescind your prior removal vote and permit Dr. Choi for now to participate fully as a trustee, not take any vote at this meeting to remove any trustee, inform Dr. Choi and myself at this time of the reasons you wish to remove Dr. Choi, and agree to attempt in good faith reconciliation through discussions and mediation involving all the trustees, Mr. Frazer, and myself. This process will not preclude a later removal of Dr. Choi or any other trustee, but it will provide an opportunity to settle your differences and enhance your ability to work together as a board.

Enclosed with this letter are the following:

1. Dissent from the actions of the trustees on September 7, 2001.
2. Objection to the quarterly meeting called for November 10, 2001.
3. Waiver of notice and consent to special meeting on November 10, 2001.

Thank you for your consideration:

Sincerely,



Michael D. Poulos

cc: Dr. Kwan Choi

Dissent

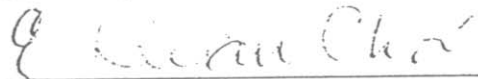
To the Trustees of the Urantia Foundation
c/o Mr. Quin R. Frazer:

Please be advised that I dissent from the actions taken by Richard Keeler, Mo Siegel, Georges Michelson-DuPont, and Gard Jameson, trustees of the Urantia Foundation, at the meeting of September 7, 2001 and ask that all actions taken at that meeting be declared null and void.

My reasons for dissenting include, but are not limited to the following:

1. I did not receive proper notice of that meeting.
2. The other trustees appear to have met in advance of that meeting for the purpose of excluding me from the decision making process.

Dated and personally delivered on November 10, 2001.



Dr. Kwan Choi

Objection

To the Trustees of the Urantia Foundation
c/o Mr. Quin R. Frazer:


Please be advised that I object to the meeting of trustees of the Urantia Foundation on November 10, 2001.

My reasons for dissenting include, but are not limited to the following:

1. Section 3.1 of the By-Laws of the Urantia Foundation as amended provides that regular quarterly meetings shall be held on the Third Saturday of January, April, July, and October, or on the next succeeding Saturday in the case of a holiday, at 10 AM at your regular office. The time and place of a regular meeting may only be changed by agreement of all the trustees.
2. The meeting of the trustees of the Urantia Foundation of November 10, 2001 at 8:50 AM is intended as a quarterly meeting, but it is not being held on the designated day or at the designated time, and not all of the trustees have agreed to hold the meeting this day and time.
3. Therefore, this cannot be a quarterly meeting, and any votes taken are null and void.
4. No notice of a special meeting setting forth the purpose of the meeting has been given, no waiver of notice has been agreed to by all trustees.
5. Therefore, this cannot be a special meeting, and any votes taken are null and void.

My appearance at the office of the Urantia Foundation today is solely for the purpose of filing my dissent from the prior meeting and objecting to this meeting. Any discussion or prayer in which I participate incident to the giving of this objection shall not be deemed to be participation on a meeting of the trustees.

Dated and personally delivered on November 10, 2001.



Dr. Kwan Choi

Waiver and Consent

The trustees of the Urantia Foundation waive notice of a special meeting of the trustees and consent to the following action:

1. The vote to remove Dr. Kwan Choi as a trustee of the Urantia Foundation taken September 7, 2001 is rescinded.
2. Dr. Kwan Choi may fully participate as a trustee of the Urantia Foundation.
3. The quarterly meeting noticed for November 10, 2001 is cancelled.
4. A special meeting of the trustees of the Urantia Foundation shall take place November 10, 2001 at 8:50 am in the office of the foundation to discuss the business originally on the agenda for the quarterly meeting noticed for November 10, 2001, except that there shall be no business conducted pertaining to the removal of Dr. Kwan Choi.
5. All the trustees shall meet in person together with counsel for the foundation and counsel for Kwan Choi at a time reasonably agreeable and convenient for all to discuss the reasons why certain trustees feel Dr. Kwan Choi should be removed as a trustee and to engage in a dialog with Dr. Kwan Choi and his counsel in a good faith attempt to resolve the differences which have arisen among the trustees.
6. In the event this discussion should not resolve the issue, the trustees agree to participate in good faith in mediation with a mutually agreeable mediator and the presence of counsel for the foundation and counsel for Dr. Choi at a time reasonably agreeable and convenient for all.
7. No attempt to remove a trustee shall be made until this process has been completed. Nothing herein shall prevent any proceedings to remove Dr. Kwan Choi as a trustee after the above process has been completed.

Dated November 10, 2001.

Richard Keeler

Mo Siegel

Georges Michelson-DuPont

Gard Jameson

Kwan Choi