

**United States Masters Swimming, Inc.  
Minutes of the Meeting of the Investment Committee  
June 16, 2011**

A meeting of the Investment Committee (the “Committee”) of United States Masters Swimming, Inc. was held via conference call on June 16, 2011 at 7:00 p.m. eastern time. Attendees included Dave Burgio (chair), Elyce Dilworth, Bill Sherman, Stan Benson, Ralph Davis and Susan Kuhlman.

Mr. Burgio called the meeting to order and reviewed the stated agenda for the conference call. He also reviewed the meeting schedule for Convention in September.

Committee members discussed a schedule for future quarterly conference calls with Northern Trust (“Northern”) as well as the format of reports to be provided by Northern to the Committee and the Board of Directors. A discussion ensued regarding the current asset allocation, including a specific discussion of assets allocated to cash and short term investments.

The Committee then discussed the timeframe for developing a spending policy. It was decided that a policy would be developed in the future after the portfolio had more performance history.

The Committee reviewed budget needs for 2011 and agreed on an amount to be submitted to the Controller. Lastly, the Committee discussed the concept of expected returns and how they should be evaluated.

Bill Sherman left the call.

Bill Breda of Northern joined the call and reviewed investment activity to date. He noted Northern had been managing the portfolio for approximately three months. He discussed the portfolio’s asset allocation percentages and indicated the equity allocation was at its target percentage. Mr. Breda then discussed the portfolio’s fixed income investments and recommendations for future investments.

Mr. Breda also discussed the possibility of adding a gold fund to the portfolio in the form of an exchange traded fund (“ETF”). The Committee requested Northern provide additional information on the proposed ETF for the Committee’s future consideration. Mr. Breda then directed the Committee to the asset allocation pie chart he had distributed prior to the call. He reviewed the fixed income and equity holdings in the portfolio as well as their performance against relevant benchmarks.

The Committee asked Mr. Breda about Northern’s economic outlook. Mr. Breda indicated Northern expected interest rates to increase in the future, and as such, would like to add a short term bond fund to the portfolio. He also noted the recent downside in the market was not

entirely unexpected as the market had had a good run in the past 18 months. He indicated Northern did not expect a double dip recession and was not anticipating a major impact from the ending of QE2.

At the Committee's request, Mr. Breda discussed short term bond investment options and agreed to provide the Committee with additional information on such investments. He also responded to the Committee's questions regarding fees associated with ETF investments.

The Committee asked Mr. Breda about expectations for returns in 2012. He indicated Northern's expectation for a balanced portfolio was a 5.5% return in 2012.

The Committee discussed a timetable for future calls and meetings with Mr. Breda and thanked him for his report. Mr. Breda left the call.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Elyce Dilworth  
Vice Chair