

**MINUTES OF MEETING OF
THE COMPENSATION COMMITTEE OF
THE UNIVERSITY OF TEXAS
INVESTMENT MANAGEMENT COMPANY**

The Compensation Committee (the "Committee") of the Board of Directors of The University of Texas Investment Management Company (the "Corporation") convened in open session on July 14, 2011, by means of conference telephone enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 2800, 401 Congress Avenue, Austin, Texas, said meeting having been called by the Committee Chair, J. Philip Ferguson, with notice provided to each member in accordance with the Corporation's Bylaws. The audio portion of the meeting was electronically recorded. Participating in the meeting were the following members of the Committee:

J. Philip Ferguson, Chairman
Kyle Bass
R. Steven Hicks
Ardon E. Moore

Paul Foster, Chairman of the Board, also attended the meeting, thus constituting a majority and quorum of the Committee and the Board. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Christy Wallace, Assistant Secretary; Cissie Gonzalez, internal General Counsel and Chief Compliance Officer; and other staff members. Also attending were Terry Hull, Roger Starkey, and Matt Flores of The University of Texas System (UT System) Administration. Other attendees were Bob Jewell of Andrews Kurth LLP; Keith Brown of the McCombs School of Business at UT Austin; and John Davis Rutkauskas, Student Regent of the UT System. Mr. Ferguson called the meeting to order at 8:30 a.m. Copies of the materials supporting the agenda were previously distributed to each Committee member.

Approval of Minutes

The first item to come before the Committee was consideration and approval of the minutes of the Compensation Committee meeting held on July 7, 2011. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meeting of the Compensation Committee of the Board of Directors held on July 7, 2011, be, and are hereby, approved.

Executive Session

Mr. Ferguson announced, at 8:31 a.m., that, "The Compensation Committee of the Board of Directors of The University of Texas Investment Management Company having been duly convened in Open Session and notice of this meeting having been duly given, I hereby announce the convening of a closed meeting as an Executive Session of the Committee, for the purpose of deliberating individual personnel compensation matters. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (Personnel Matters). The date is July 14, 2011, and the time is now 8:31 a.m." Ms. Gonzalez, Ms. Wallace, Mr. Hull, Mr. Starkey, Mr. Flores and other staff members left the meeting at this time. Mr. Zimmerman left the meeting during discussions regarding his compensation matters.

Open Session

The Committee reconvened in open session and Mr. Ferguson announced that "The Open Session of the Compensation Committee of the Board of Directors of The University of Texas Investment Management Company is now reconvened. The date is July 14, 2011, and the time is now 8:49 a.m. During the Executive Session, the Committee deliberated individual personnel compensation matters but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

Base Salaries for the Corporation's Officers and other UTIMCO Compensation Program (Plan) Participants for 2011-2012 Fiscal Year

Mr. Ferguson asked the Committee to approve the proposed base salaries for the Corporation's Officers and other UTIMCO Compensation Program (Plan) Participants for 2011-2012 fiscal year as recommended by Mr. Zimmerman and reviewed during the executive session. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the base salaries of the Corporation's Officers' and other UTIMCO Compensation Program Participants' (except that of the CEO) for the Fiscal Year 2011-2012 in the total amount of \$4,783,500 as presented by the CEO be, and are hereby, approved.

Corporation's CEO's Base Salary

Mr. Ferguson asked the Committee to approve the proposed base salary for the Corporation's CEO for the 2011-2012 fiscal year as discussed during the executive session. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Committee hereby recommends that the Board of Directors of UTIMCO approve the Base Salary of the Corporation's CEO for the Fiscal Year 2011-2012 in the amount of \$600,000.

CEO's Qualitative Performance Goals

Mr. Ferguson requested Committee approval of the Corporation's CEO's qualitative performance goals. He recommended that the Committee approve the Corporation's CEO's goals as written and reviewed by the Committee during the executive session. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, Section 5.4(a) of the UTIMCO Compensation Program (the "Plan") provides that the Compensation Committee (the "Committee") of the Board of Directors of UTIMCO (the "Board") will approve the Performance Goals for each Participant (other than for the CEO) each Performance Period; and

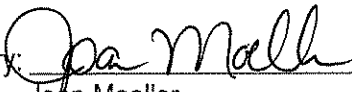
WHEREAS, Section 5.4(c) of the Plan provides that the Board will determine the Performance Goals of the CEO for each Performance Period; and

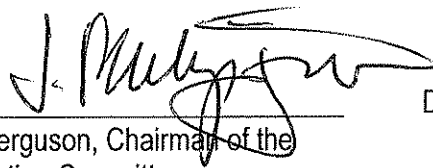
WHEREAS, the Committee has reviewed and approves the CEO's Qualitative Performance Goals for the Performance Period ended June 30, 2012, as prepared by the CEO and set forth in the document presented to the Committee.

NOW, THEREFORE, be it:

RESOLVED, that the Committee hereby recommends to the Board that the Board approve the Qualitative Performance Goals for the CEO for the Performance Period ended June 30, 2012, effective as of July 1, 2011, as set forth in the document presented to the Committee.

There being no further business to come before the Committee, the meeting was adjourned at approximately 8:51 a.m.

Secretary: 
Joan Moeller

Approved:  Date: 10-25-11
J. Philip Ferguson, Chairman of the
Compensation Committee
of The University of Texas
Investment Management Company