

**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 November 4, 2013, 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, Kyle Bass, 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:

Kyle Bass, Chairman
Jeffery D. Hildebrand
Ardon E. Moore
James P. Wilson

Morris Foster, Chairman of the Board, and Director Charles Tate 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; Joan Moeller, Secretary and Treasurer; Christy Wallace, Assistant Secretary and Cissie Gonzalez, internal General Counsel and Chief Compliance Officer. Other attendees were Jerry Turner and Bob Jewell of Andrews Kurth LLP; and Guillermo Garcia of The University of Texas System Administration. Mr. Bass called the meeting to order at 2:07 p.m. Copies of the materials supporting the agenda were previously distributed to each Committee member.

Base Salaries for the Corporation's Officers and other UTIMCO Compensation Program Participants for 2013-2014 Fiscal Year

Chairman Bass asked the Committee to approve recommendations for base salaries for all UTIMCO officers and UTIMCO Compensation Program Participants, except the CEO's, for the 2013-2014 fiscal year. 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 2013-2014 in the total amount of \$5,670,500 as presented by the CEO be, and are hereby, approved.

Corporation's CEO's Base Salary

Chairman Bass asked the Committee to recommend for approval by the Board the proposed base salary for the Corporation's CEO for the 2013-2014 fiscal year. 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 2013-2014 in the amount of \$655,000.

Compensation Program

Chairman Bass requested Committee approval for amendments to Appendices C and D of the UTIMCO Compensation Program. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, Section 7.2 of the UTIMCO Compensation Program (the "Plan") provides that UTIMCO, by action of its Board of Directors (the "Board"), has the right in its discretion to amend the Plan or any portion thereof from time to time; and

WHEREAS, Section 5.3.(a) of the Plan requires Table 1 to be revised, as necessary, for subsequent Performance Periods to set forth any changes or additions to the Eligible Positions, the weightings for the Eligible Positions, the Incentive Award Opportunities, and any Applicable Deferral Percentage for each Eligible Position, for that Performance Period as soon as administratively practicable after confirmation of such Eligible Positions by the Board for such Performance Period and to be attached as Appendix C to the Plan; and


WHEREAS, Section 5.8.(b)(1) of the Plan requires Table 2 to be revised, as necessary, for subsequent Performance Periods to reflect new benchmarks, as well as threshold, target, and maximum performance standards, in effect during the three-year rolling historical period, culminating with the subsequent Performance Period and to be attached as Appendix D to the Plan; and

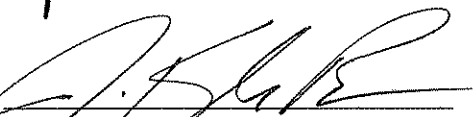
WHEREAS, the Committee has reviewed the revised Tables 1 and 2, and approves such amendments, and has determined to recommend them to the Board.

NOW, THEREFORE, be it:

RESOLVED, that the updated and amended Tables 1 and 2, copies of which are attached hereto, are hereby adopted and approved to replace the current Appendices C and D, respectively, effective as of September 1, 2013, subject to Board approval.

There being no further business to come before the Committee, the meeting was adjourned at approximately 2:10 p.m.

Secretary:  _____
Joan Moeller

Approved:  _____
Kyle Bass, Chairman of the
Compensation Committee
of The University of Texas
Investment Management Company

Date: 12/3/13

Appendix C, Table 1

**Eligible Positions, Weightings, Incentive Award Opportunities, and Percentage of Award Deferred for each Eligible Position
(for the Performance Periods Beginning After August 31, 2013)**

Eligible Position	Weighting							Percentage of Award Deferred	
	Entity	Asset Class/	Qualitative	Incentive Award Opportunity (% of Salary)					
		Investment Type	(Individual)	<Threshold	Threshold	Target	Maximum		
<i>Investment Professionals</i>									
CEO & Chief Investment Officer	60%	0%	40%	0%	0%	100%	125%	340%	50%
President & Deputy CIO	40%	40%	20%	0%	0%	95%	115%	300%	50%
Managing Director - Investments	30%	40%	30%	0%	0%	85%	100%	240%	40%
Managing Director - Private Investments	30%	30%	40%	0%	0%	85%	100%	240%	40%
Senior Director - Investments	25%	35%	40%	0%	0%	60%	70%	185%	35%
Senior Portfolio Manager	20%	40%	40%	0%	0%	60%	70%	185%	35%
Senior Director - Risk Management	30%	0%	70%	0%	0%	50%	55%	170%	35%
Portfolio Manager	20%	40%	40%	0%	0%	50%	60%	170%	30%
Director - Investments	20%	40%	40%	0%	0%	50%	60%	170%	30%
Director - Private Investments	20%	30%	50%	0%	0%	50%	60%	170%	30%
Director - Risk Management	30%	0%	70%	0%	0%	40%	50%	150%	30%
Senior Associate - Investments	15%	35%	50%	0%	0%	40%	50%	150%	20%
Senior Associate - Private Investments	15%	25%	60%	0%	0%	40%	50%	150%	20%
Senior Associate - Risk Management	30%	0%	70%	0%	0%	40%	45%	140%	20%
Associate - Investments	15%	30%	55%	0%	0%	35%		135%	15%
Associate - Private Investments	15%	20%	65%	0%	0%	35%		135%	15%
Associate - Risk Management	30%	0%	70%	0%	0%	35%		120%	15%
Senior Analyst - Investments	10%	20%	70%	0%	0%	30%		100%	0%
Analyst - Investments	10%	20%	70%	0%	0%	25%		75%	0%
Analyst - Risk Management	30%	0%	70%	0%	0%	25%		75%	0%
<i>Operations/Support Professionals</i>									
Senior Managing Director	20%	0%	80%	0%	0%	60%	65%	150%	40%
Chief Technology Officer	20%	0%	80%	0%	0%	50%	55%	100%	30%
General Counsel & Chief Compliance Officer	0%	0%	100%	0%	0%	50%		120%	30%
Senior Manager	20%	0%	80%	0%	0%	40%	50%	90%	25%
Manager	20%	0%	80%	0%	0%	40%	50%	80%	25%
Deal Attorney Investment Counsel	20%	0%	80%	0%	0%	40%		80%	25%
Senior Financial Analyst	20%	0%	80%	0%	0%	30%	40%	60%	20%
IT Investment Associate	20%	0%	80%	0%	0%	35%		100%	20%

Appendix D, Table 2
Benchmarks for Entities and Asset/Class Investment Type
Threshold, Target, and Maximum Performance Standards
(9/1/123 through 8/31/134)

Asset Class/Investment Type	Benchmark	Policy Portfolio Weights		Performance Standards		
		Total Endowment Assets	PIF	Threshold	Target	Maximum
		(% of Portfolio)	(% of Portfolio)			
Entity: Benchmark (Total Endowment Funds)	Policy Portfolio	n/a	n/a	+0 bps	+75 +100 bps	+225 +250 bps
Entity: Benchmark (Intermediate Term Fund)	Policy Portfolio	n/a	n/a	+0 bps	+50 bps	+150 bps
Investment Grade Fixed Income	Barclays Capital Global Aggregate Index	7.5%	35.0% 30.0%	+0 bps	+25 bps	+62.5 bps
Real Estate	FTSE EPRA/NAREIT Developed Index NET TRI USD	2.5%	5.0% 3.0%	+0 bps	+62.5 bps	+150 bps
Natural Resources	50% Dow Jones-UBS Commodity Total Return Index and 50% MSCI World Natural Resources Index	7.5%	7.5% 7.0%	+0 bps	+62.5 bps	+150 bps
Developed Country Equity	MSCI World Index with net dividends	15.0% 14.0%	10.0% 9.0%	+0 bps	+62.5 bps	+150 bps
Emerging Markets Equity	MSCI Emerging Markets with net dividends	12.0% 10.0%	7.5% 6.0%	+0 bps	+62.5 bps	+150 bps
Hedge Funds (Less Correlated & Constrained Investments)	Hedge Fund Research Indices Fund of Funds Composite Index	30.0%	35.0% 45.0%	+0 bps	+75 bps	+250 bps
Private Investments (excludes Real Estate)	Venture Economics Custom Index	21.5% 23.3%	0%	+0 bps	+100 +150 bps	+350 +450 bps
Private Investments Real Estate	NACREIF Custom Index	4.0% 5.2%	0%	+0 bps	+100 +150 bps	+325 +450 bps
Specific asset class benchmarks:						
Credit-Related Fixed Income	Barclays Capital Global High Yield Index			+0 bps	+37.5 bps	+100 bps
Internal Investment Grade Fixed Income	US Barclays Capital Aggregate			+0 bps	+25 bps	+50 bps