

UTIMCO

MEETING OF COMPENSATION COMMITTEE

October 11, 1996

AGENDA

1. Approval of Director Compensation Policy (5 mins.)
2. Approval of Executive Compensation Policy (5 mins.)
3. Approval of FY1996-97 Base Salaries (15 mins.)
4. Review of Performance Compensation Plan (10 mins.)
5. Approval of Engagement of Compensation Consultant (15 mins.)
6. Review of "Revolving Door" Statute (5 mins.)