UTIMCO

BOARD OF DIRECTORS MEETING

January 27, 1997

AGENDA

1:30 p.m. Call to Order/Approval of Minutes of December 20, 1996 Meeting*

Approval of Commitment to Evercore Capital Partners, L.P.*

Consideration and Approval of UTIMCO Compensation Plan*

Break

Discussion of Organizational Changes

Approval of 1997 Meeting Dates*

5:00 p.m. Adjournment

* Action by Resolution Required

Next Scheduled Meeting: TBD