

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

The Liquidity Committee (the "Committee") of The University of Texas Investment Management Company (the "Corporation") convened in open session on **December 17, 2004**, by means of conference telephone enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, 221 W. 6th Street, Suite 1700, Austin, Texas 78701, said meeting having been called by the Committee Chair, 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:

I. Craig Hester, Chair
Rita C. Clements
Woody L. Hunt

thus, constituting a majority and quorum of the Committee. Also attending the meeting were Bob Boldt, President of the Corporation; Joan Moeller, Secretary and Treasurer of the Corporation; Christy Wallace, Assistant Secretary of the Corporation; Bill Edwards, Managing Director – Information Technology; Larry Goldsmith, Managing Director - Public Markets Investments; Sara McMahon and Trey Thompson, Co-Managing Directors – Non-Marketable Alternative Investments; Andrea Reed, Risk Manager of the Corporation; Jerry Turner, legal counsel for the Corporation; and Philip Aldridge, Charles Chaffin and Jerry Modjeski of UT System. Chairman Hester called the meeting to order at 9:02 a.m. Copies of materials supporting the Committee meeting agenda were previously furnished to each Director.

Minutes

The first matter to come before the Committee was approval of the minutes of the meeting of the Liquidity Committee held on November 15, 2004. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the meeting of the Liquidity Committee held on **November 15, 2004**, be, and are hereby, approved.

Liquidity Profiles

The next item on the agenda was the report on Liquidity Profiles as of the end of October 2004. The PUF and GEF profile reports included certification signatures by the Risk Manager, Chief Compliance Officer, and President of the Corporation. All Managing Directors' signatures were provided certifying the October 31, 2004 reports and supporting documentation. There was discussion of liquidity profiles, actual liquidity classifications, illiquid investments report and distributions received and their impact on liquidity. Mr. Boldt, Ms. McMahon and Mr. Thompson answered the Directors' questions. Upon motion duly made and

seconded, the following resolution was unanimously adopted:

RESOLVED, that the Liquidity Profiles for October 2004, are hereby approved in the forms submitted to the Committee.


Liquidity Threshold

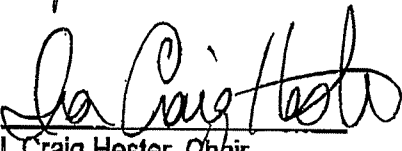
The next matter to come before the Committee was a recommendation to approve the pro-forma illiquid allocation of approximately 23.0% of the combined PUF and GEF illiquid portfolio value, which includes \$210,000,000 of proposed Non-Marketable Investments, \$50,000,000 of proposed Public Markets Investments, and \$80,000,000 of previously approved, but not yet invested Marketable Alternative commitments. All are subject to final due diligence and approval by the Board or may be made by the Corporation's Staff as provided in the Delegation of Authority guidelines. There was discussion of the recommendation and Mr. Boldt and Mr. Thompson answered the Directors' questions. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Liquidity Committee has reviewed proposed investments in Austin Ventures IX, L.P., Barclays Private Equity European Fund II, L.P., Carlyle Partners IV, L.P., Escalate Capital I, L.P., Pomona Capital VI, L.P., Prism Venture Partners V, L.P., Doughty Hanson & Co. IV, L.P., and the JMBO Fund to determine their impact on the liquidity of the combined PUF and GEF illiquid portfolio value.

These investments would increase the pro forma illiquid allocation to approximately 23.0%, and the Liquidity Committee has no objection to the increase.

There being no further business to come before the Liquidity Committee, the meeting was adjourned at approximately 9:22 a.m.

Secretary: 
Joan Moeller

Approved: 
I. Craig Hester, Chair
Liquidity Committee
of the Board of Directors of
The University of Texas Investment
Management Company

Date: 02/07/05