

~~MINUTES OF A SPECIAL MEETING OF~~
**THE BOARD OF DIRECTORS OF
THE UNIVERSITY OF TEXAS
INVESTMENT MANAGEMENT COMPANY**

The Board of Directors of The University of Texas Investment Management Company (the "Corporation") convened in special meeting on the 6th day of August, 1997 by means of conference telephone enabling all persons participating in the meeting to hear each other, said meeting having been called by the Chairman with notice provided to each Director in accordance with the Bylaws. Participating in the meeting were the following members of the Board of Directors:

Thomas O. Hicks, Chairman
Robert H. Allen
Susan M. Byrne
William H. Cunningham
Richard W. Fisher
J. Luther King, Jr.
Tom Loeffler
A. W. Riter, Jr.
Homer Luther

thus constituting a majority and quorum of the Board of Directors. Also participating in the meeting were Thomas G. Ricks, President of the Corporation; Rob Dubbelde, Attorney for the Corporation; Craig Nickels and Charles Preston of the Corporation management. Mr. Hicks called the meeting to order at approximately 2:30 p.m.

Approval of Minutes

The first matter to come before the Board was approval of the minutes of the meetings of the Board of Directors held on June 3, 1997, June 25, 1997, and July 16, 1997, copies of which had previously been furnished to each Director. Upon motion duly-made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meetings of the Board of Directors held on June 3, 1997, June 25, 1997, and July 16, 1997, be, and are hereby, approved in the forms presented to the Board.

Approval of Direct Investment in the Insurance Brokerage Operation of Acordia, Inc.

The next matter to come before the Board was consideration of a direct investment in the insurance brokerage operations of Acordia, Inc. Mr. Ricks provided an overall presentation regarding the direct investment program and stated that an investment in Acordia would represent the second

direct investment of the program this year. Next, Mr. Nickels and Mr. Preston reviewed a Due Diligence Review and Recommendation describing the proposed investment, copies of which had previously been furnished to each Director. Mr. Riter recused himself from the ensuing discussion and abstained from voting on the matter because he was previously and is currently on the Board of the East Texas Medical Center Regional Healthcare System in Tyler, which purchased through a subsidiary the East Texas assets from Acordia, Inc. Following discussion, upon motion duly-made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board has reviewed a Due Diligence Review & Recommendation prepared by the Corporation's management recommending that the Corporation acquire securities of a newly formed company that will acquire the insurance brokerage operations of Acordia, Inc. (the "Investment") and invest Permanent University Fund ("PUF") and Long Term Fund ("LTF") assets in order to make such Investment in an amount equal to \$10 million; and

WHEREAS, the Board desires to invest PUF and LTF assets in the Investment in an amount equal to \$10 million; and

WHEREAS, the Corporation has determined that the Investment does not constitute an agreement or transaction entered into in violation of Subsection 66.08(i) of the Texas Education Code;

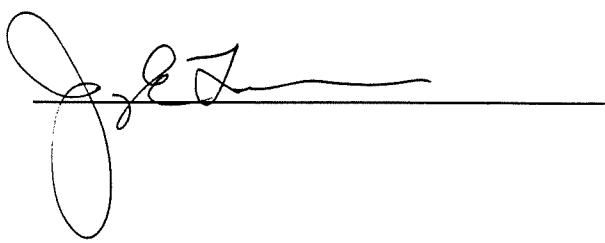
NOW, THEREFORE, BE IT RESOLVED, that the terms and provisions of the Investment, as described in the Acordia Brokers Due Diligence Review & Recommendation dated August 6, 1997, be approved; and be it further

RESOLVED, that the President, any Managing Director, and any Vice President of this Corporation be, and each of them hereby is, authorized to make such further revisions to the terms and provisions of the Investment as may be necessary or in the best interests of this Corporation, excluding an increase in the amount of the capital commitment to the Investment; and be it further

RESOLVED, that the President, any Managing Director, and any Vice President of this Corporation be, and each of them hereby is, authorized and empowered (any one of them acting alone) to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates (including, without limitation, all notices and certificates required or permitted to be given or made under terms of the Investment), in the name and on behalf of the Corporation, or otherwise, as such officer of this Corporation may deem necessary, advisable, or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions, and to perform the obligations of this Corporation under the Investment and the agreements and instruments relating to the Investment.

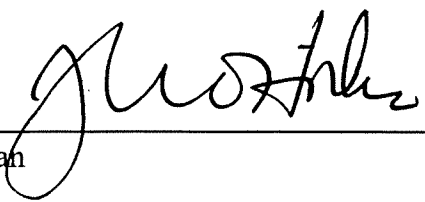
There being no further business to come before the Board of Directors, the meeting was adjourned at approximately 3:15 p.m.

Secretary



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APPROVED:



A handwritten signature in black ink, appearing to be 'J. [unclear]', written over a horizontal line.

Chairman