UTIMCO

MEETING OF COMPENSATION COMMITTEE

April 1, 1998

AGENDA

9:00 a.m. - 9:05 a.m. Approval of Minutes of February 24, 1998 Meeting (Tab1)

9:05 a.m. – 10:00 a.m. Approval of 1998 Performance Compensation Plan (Tab 2)

10:00 a.m. - 10:30 a.m. Review of 1997 Performance Compensation Awards (Tab 3)

10:30 a.m. Adjournment