

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

The Compensation Committee (the "Committee") of the Board of Directors of The University of Texas Investment Management Company (the "Corporation") convened in open session on November 4, 2010, by means of conference telephone enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 2800, 401 Congress Avenue, Austin, Texas, said meeting having been called by the Committee Chair, J. Philip Ferguson, 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:

J. Philip Ferguson, Chairman  
Janiece Longoria  
Ardon E. Moore

Paul Foster, Chairman of the Board, and Erle Nye, Director, attended the meeting, thus constituting a majority and quorum of the Committee and the Board. Employees of the Corporation attending the meeting were Bruce Zimmerman, CEO and Chief Investment Officer; Joan Moeller, Secretary and Treasurer; Christy Wallace, Assistant Secretary; and Cissie Gonzalez, internal General Counsel and Chief Compliance Officer. Other attendees were Jerry Turner and Bob Jewell of Andrews Kurth LLP. Mr. Ferguson called the meeting to order at 1:36 p.m. Copies of the materials supporting the agenda were previously distributed to each Committee member.

**Approval of Minutes**

The first item to come before the Committee was consideration and approval of the minutes of the Compensation Committee meeting held on September 21, 2010. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meeting of the Compensation Committee of the Board of Directors held on September 21, 2010, be, and are hereby, approved.

**Peer Group**

Mr. Ferguson asked Mr. Zimmerman to discuss the proposed amendments to Appendix B of the UTIMCO Compensation Program related to the UTIMCO Peer Group. Mr. Zimmerman stated that Cambridge Associates updates the Peer Group annually and Appendix B to the UTIMCO Compensation Program is amended accordingly. He reminded the Committee that the Peer Group is no longer used in the calculation of entity performance; however, performance relative to the Peer Group may be included as a Qualitative Performance Goal for Mr. Zimmerman and Ms. Iberg. He noted that the Cambridge Associates suggested that Northwestern be removed from the Peer Group since that had only 8 professional staff members in 2010. The Peer Group is a peer group of endowment funds maintained by the Board's external investment advisor, Cambridge Associates, and is composed of all endowment funds with more than 10 full-time employee positions, allocations to alternative assets in excess of 40%, and with assets

greater than \$2.5 billion, determined as of the last day of each of the three immediately preceding Performance Periods, excluding the Total Endowment Assets (PUF and GEF). After discussion and questions by the Committee Members regarding the specific criteria of the Peer Group, a decision was made to table the action item until more detailed information could be provided to the Committee members.

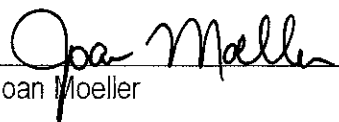
**Executive Session**


Mr. Ferguson announced, at 1:45 p.m., that, "The Compensation Committee of the Board of Directors of The University of Texas Investment Management Company having been duly convened in Open Session and notice of this meeting having been duly given, I hereby announce the convening of a closed meeting as an Executive Session of the Committee, for the purpose of deliberating individual personnel compensation matters related to Performance Incentive Awards for UTIMCO Compensation Program Participants. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (*Personnel Matters*). The date is November 4, 2010, and the time is now 1:45 p.m." With the exception of Chairman Foster, Mr. Zimmerman, Mr. Turner, and Mr. Jewell, all other meeting participants left the meeting at this time. Mr. Zimmerman did not participate in discussion regarding his compensation matters.

**Open Session**

The Committee reconvened in open session and Mr. Ferguson announced that on November 4, 2010, at 3:20 p.m., "The Open Session of the Compensation Committee of the Board of Directors of The University of Texas Investment Management Company is now reconvened. The date is November 4, 2010, and the time is now 3:20 p.m. During the Executive Session, the Committee deliberated individual personnel compensation matters but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

There being no further business to come before the Committee, the meeting was adjourned at approximately 3:21 p.m.

Secretary:   
Joan Woeller

Approved:  Date: 11.9.10  
J. Philip Ferguson, Chairman of the  
Compensation Committee  
of The University of Texas  
Investment Management Company