

**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 January 26, 2012, 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
Kyle Bass
R. Steven Hicks
Ardon Moore

Also attending the meeting was Paul Foster, Chairman of the Board, 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; Cissie Gonzalez, internal General Counsel and Chief Compliance Officer; and other staff members. Also attending the meeting were Terry Hull, Roger Starkey and Jim Phillips of The University of Texas System Administration; and Jerry Turner of Andrews Kurth LLP. Mr. Ferguson called the meeting to order at 9:10 a.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 November 8, 2011. 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 November 8, 2011, be, and are hereby, approved.

Possible Changes to UTIMCO Compensation Program

Mr. Ferguson asked Mr. Zimmerman to discuss the possible changes to the UTIMCO Compensation Program (the "Plan"). Mr. Zimmerman began by stating that no action was necessary at this meeting, and explained that the proposed changes, if approved by the Committee at a later date, would also need to have Board and Board of Regents approval. He summarized the modifications, which included changing the Performance Period to coincide with the fiscal year, a retirement provision to include retirement vesting, and possibly eliminating Peer Group language from the Plan or changing the process. Mr. Zimmerman and Ms. Gonzalez answered the Committee Members' questions during the discussion.

Executive Session

Mr. Ferguson asked Ms. Gonzalez to announce, at 9:43 a.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, to consider Individual Personnel Compensation Matters related to CEO and Chief Investment Officer Offer of Employment. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (Personnel Matters). The date is January 26, 2012, and the time is now 9:43 a.m." With the exception of Ms. Gonzalez and Mr. Turner, all others left the meeting at this time.

Open Session

The Committee reconvened in open session and Ms. Gonzalez announced that "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 January 26, 2012, and the time is now 9:57 a.m. During the Executive Session, the Committee considered Individual Personnel Compensation Matters related to CEO and Chief Investment Officer Offer of Employment 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 9:58 a.m.

Secretary: Joan Moeller
Joan Moeller

Approved: R. Steven Hicks Date: June 1, 2012
R. Steven Hicks, Chair
The Compensation Committee of the Board of Directors
of The University of Texas
Investment Management Company