

UTIMCO
BOARD OF DIRECTORS MEETING

March 13, 1997

AGENDA

9:00 a.m. Call to Order/Approval of Minutes of January 27, 1997 Meeting*
(Tab 1)

Approval of Commitment to 3i European Fund II* (Tab 2)

Approval of Commitment to RSTW Partners III, L.P.* (Tab 3)

Other Matters

- Amendment of Corporate By-Laws*
- Selection of Director*

Proposed Resolutions (Tab 4)

* Action by Resolution Required

Next Scheduled Meeting: Monday, April 14, 1997