

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

WHEREAS The Honorable John B. Taylor has served the Corporation as a Director since January 9, 2002; and

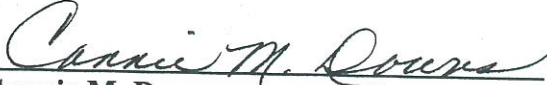
WHEREAS his valuable counsel and guidance to the Corporation and his dedication to the objectives of the Corporation have earned him the esteem and respect of his fellow Directors and of the Corporation's Management and staff; and

WHEREAS Dr. Taylor's service as a Director of the Corporation ended on March 31, 2004;

THEREFORE BE IT RESOLVED that this Board notes with deep regret the departure of Dr. Taylor from the Board of Directors, and expresses to him the appreciation and gratitude of his colleagues, and their high regard for him as a friend and associate.

**Approved by the Board of Directors
on April 29, 2004**




Connie M. Downs
Corporate Secretary