

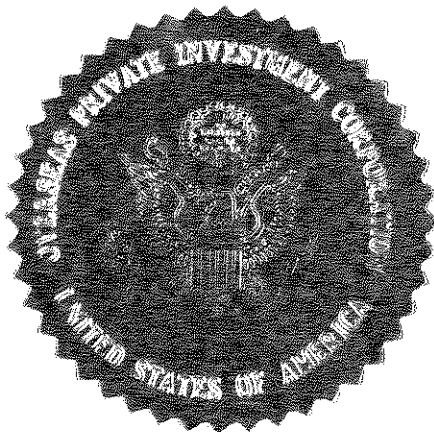
**BY THE BOARD OF DIRECTORS
OF
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

WHEREAS The Honorable Patrick J. Durkin served as a Director of the Corporation since September 17, 2008; and

WHEREAS his valuable leadership, 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 Mr. Durkin's service as a Director of the Corporation ended on November 2, 2011;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Durkin 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 December 8, 2011**



**Connie M. Downs
Corporate Secretary**