

BY THE BOARD OF DIRECTORS  
OF  
THE OVERSEAS PRIVATE INVESTMENT CORPORATION

BE IT RESOLVED, that the President's appointment of Mark Garfinkel as Vice President and General Counsel, at an Administratively Determined Senior Executive level, be and hereby is confirmed.

Approved by Notational Vote of the Board  
of Directors on September 18, 2001



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Connie M. Downs  
Corporate Secretary