

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

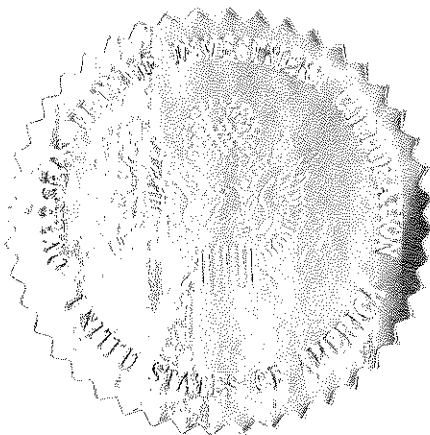
**WHEREAS Connie M. Downs joined the Corporation on  
January 23, 1994;**

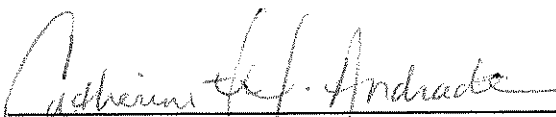
**WHEREAS her valuable counsel and guidance to the Corporation  
and her dedication to the objectives of the Corporation have earned her the esteem and  
respect of the Corporation's Board of Directors, Management, and staff; and**

**WHEREAS Ms. Downs' service as Corporate Secretary will  
conclude when she retires on March 31, 2015;**

**THEREFORE BE IT RESOLVED that the Board of Directors note  
with regret the departure of Ms. Downs from the Corporation, and expresses to her the  
appreciation and gratitude of her colleagues and their high regard for her as a friend and  
associate.**

**Approved by the Board of Directors  
on March 19, 2015**



  
**Catherine F. I. Andrade**  
**Corporate Secretary**