

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

WHEREAS The Honorable Lael Brainard served as a Director of the Corporation from June 4, 2010;

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

WHEREAS Ms. Brainard's service as a Director of the Corporation ended on November 8, 2013;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Ms. Brainard from the Board of Directors, 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 December 12, 2013**



**Connie M. Downs
Corporate Secretary**