

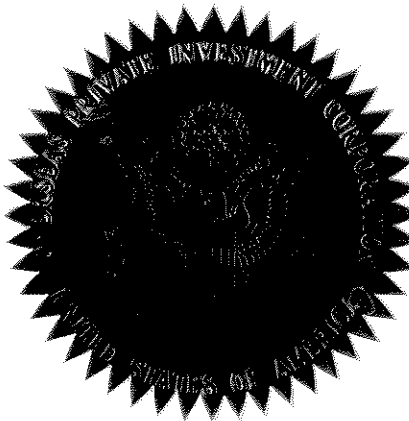
**BY THE BOARD OF DIRECTORS  
OF  
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

**WHEREAS** The Honorable Diane M. Ruebling served as a Director of the Corporation since December 13, 2002, and served as a member of the Board Audit Committee and subsequently Chair of the Committee; and

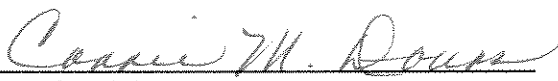
**WHEREAS** her valuable leadership, counsel and guidance to the Corporation and her dedication to the objectives of the Corporation have earned her the esteem and respect of her fellow Directors and of the Corporation's Management and staff; and

**WHEREAS** Ms. Ruebling's service as a Director of the Corporation ended on June 22, 2010;

**THEREFORE BE IT RESOLVED** that this Board notes with regret the departure of Ms. Ruebling 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 Notational Vote by the Board of Directors  
on August 20, 2010

  
Connie M. Downs  
Corporate Secretary