

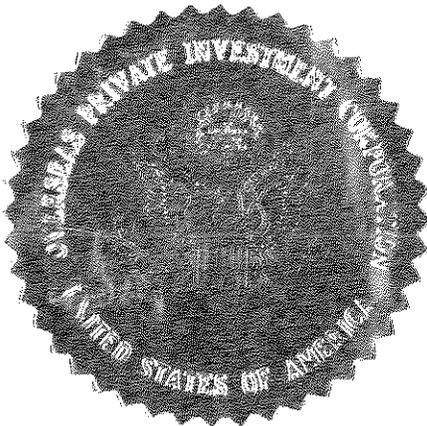
**BY THE BOARD OF DIRECTORS  
OF  
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

**WHEREAS** The Honorable Kevin G. Nealer served as a Director of the Corporation since January 20, 2011, and also served as a member of the Board Audit and Governance Committees;

**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. Nealer's service as a Director of the Corporation ended on January 7, 2013;

**THEREFORE BE IT RESOLVED** that this Board notes with regret the departure of Mr. Nealer 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 March 21, 2013

A handwritten signature in cursive script that reads "Connie M. Downs". The signature is written over a horizontal line.

Connie M. Downs  
Corporate Secretary