


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

WHEREAS Mildred O. Callear has served the Corporation with distinction since June 7, 1982 in various capacities including Attorney-Advisor from June 7, 1982 through July 10, 1988 (including serving as Special Assistant to the President in 1985 and as Board Counsel); Deputy Treasurer from July 11, 1988 through September 30, 1988; Vice President and Treasurer from October 1, 1988 through September 8, 2001; and from April 3, 1997 through August 6, 1997 as Acting President and CEO of OPIC, during which time she received numerous awards and recognition for outstanding performance and significant contributions to the Corporation; and

WHEREAS Ms. Callear has resigned from the Corporation, effective November 30, 2001, to undertake new responsibilities in the private sector;

NOW THEREFORE BE IT RESOLVED, that this board acknowledges with regret the resignation of Ms. Callear and expresses to her its gratitude for her extraordinary efforts and dedication in furthering the goals and mission of the Corporation, which have earned her the affection and esteem of the Board of Directors, management, staff, and her associates, and their recognition of her valuable accomplishments.

Approved by the Board of Directors
on December 7, 2001


Connie M. Downs
Corporate Secretary