

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

WHEREAS The Honorable Randal K. Quarles has served the Corporation as a Director since April 1, 2004; and

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. Quarles left as a Director of the Corporation effective October 5, 2005;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Quarles 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 October 27, 2005

A handwritten signature in black ink that reads "Connie M. Downs".

Connie M. Downs
Corporate Secretary