

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

WHEREAS The Honorable J. Brian Atwood has served the Corporation as a Director since July 1993; and

WHEREAS his valuable 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. Atwood has left the Board effective July 1999;

THEREFORE BE IT RESOLVED that this Board notes with deep regret the departure of Mr. Atwood 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 September 21, 1999



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Connie M. Downs  
Corporate Secretary