

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

WHEREAS The Honorable Collister Johnson, Jr. has served the Corporation as a Director since December 6, 2002; and

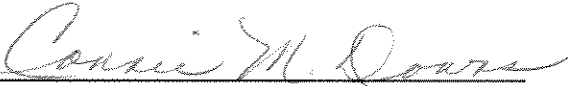
WHEREAS his valuable leadership, counsel and guidance to the Corporation and his dedication to the objectives of the Corporation have earned him the esteem and respect of his fellow Directors and of the Corporation's Management and staff; and

WHEREAS Mr. Johnson left as a Director of the Corporation effective October 5, 2006 to assume the position of the Administrator of the Saint Lawrence Seaway Development Corporation;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Johnson 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 January 18, 2007**


**Connie M. Downs
Corporate Secretary**