

Thomas H. Wickenden

*The following record appears in the minutes of a meeting
of the Board of Directors of*

Associates Corporation of North America

*Held on Friday, February thirteenth, nineteen hundred
and seventy-six.*

Whereas, Mr. Wickenden's tenure as a Director Emeritus of the Company will expire prior to the next annual meeting, and

Whereas, Mr. Thomas H. Wickenden has faithfully served as a member of the Board of Directors for over thirty-two years and successively as a Director Emeritus, and

Whereas, Mr. Wickenden's outstanding leadership, his high ideals, his dedication to business and civic responsibility and his advice and counsel have consistently reflected great credit on the Company and this Board;

Now, Therefore, Be It Resolved, that this Board hereby expresses its deep appreciation and formally recognizes his dedication and faithful service.

J. J. Lordin
Secretary

R. W. Howard
Chairman of the Board