

P220

HOUSEHOLD INTERNATIONAL

D. C. Clark
Chairman of the Board and
Chief Executive Officer

August 17, 1984

To Members of the Board of Directors:

John Moran informed me today that Dyson-Kissner-Moran Corporation filed suit against Household, requesting that the preferred share purchase rights plan adopted by the Board on August 14, 1984 be declared illegal. Various legal theories were advanced including allegation of breach of fiduciary duty by the Board. The complaint is being studied by the Corporation's special counsel, Wachtell, Lipton, Rosen & Katz. As soon as additional details are available to us, I will be in touch with you.

Sincerely,



Donald C. Clark

DCC/vbh

H000787

AUG 20 1984

BOB DAMMEYER

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