

Tel: 212-902-8277

John C. Whitehead  
Senior Partner

AUG 23 1984

Goldman  
Sachs

August 23, 1984

Mr. Donald C. Clark  
Chairman of the Board  
Household International Inc.  
2700 Sanders Road  
Prospect Heights, Illinois 60070

Dear Don:

I am concerned that the publicity surrounding John Moran's litigation against Household's recently-adopted Preferred Share Purchase Rights Plan and the fact that I was omitted from the list of defendants may have indicated that I am sympathetic to that litigation. I am not. I have read his complaint and I believe it misstates what the Board sought to achieve and I completely disassociate myself from his litigation.

At the Board meeting on Tuesday, August 14, I did vote against the Plan. As I explained at the meeting, I was sympathetic to the objective of deterring two-tier bust-up takeovers and it seemed to me that the specific Plan itself, while new and untested, did indeed have merit. I was impressed that both Wachtel Lipton and Goldman Sachs recommended it. What I objected to was the prospect that Household would become only the second company in the country to adopt such a plan and would thereby draw attention to itself in a way that would indicate undue and unwarranted fear of a takeover. I feared that such publicity might even encourage the very result that we sought to avoid.

I hope this will clarify my position.

Sincerely,

*[Handwritten signature]*  
JCW:VWE

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DATE 8/23/84	WHT/PLR 10
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DEFENDANT'S EXHIBIT
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