

**HOUSEHOLD
INTERNATIONAL**

Glen O Fick
Vice President -
Investment Relations

February 23, 1984

Mr. Robert E. Swadosh
Georgeson & Co., Inc.
Wall Street Plaza
New York, NY 10005

Dear Robert:

As we discussed, I have enclosed copies of the following:

- Beneficial Holding Report, Kray & Co. (1/31/84)
- Beneficial Holding Report, Pacific & Co. (1/31/84)
- Security Position, Cede & Co. (2/11/84)
- Top 50 owners, 13(f) (9/30/84)
- 13(f) preferred Holders (9/30/83)
- Spectrum listing showing voting authority by institution (9/30/84)
- Proxy statement (1983)

Total Shares outstanding are as follows:

- common	49,137,433
- \$2.375 preferred	374,549
- \$2.50 preferred	1,320,698
- \$6.25 preferred	3,454,435

"Friendly" shares include:

Common

- HESOP	1,909,456
- TRASOP (individuals vote)	573,754
- TRIPP	17,900

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\$2.50 preferred

- various Hayden family accounts 317,814
- various Von der Ahe family accounts 462,604

\$6.25 preferred

- Dyson-Kissner-Moran Corporation 1,342,326
- Other DFM accounts 499,129

Any amendment would require a majority of those entitled to vote and is not done by class. The required vote would be 27,143,559. The approval percentage last year was 77%. The charter amendment we would be seeking would be a fair price amendment.

If there is anything else you need, please let me know. I appreciate your willingness to complete this project in five business days. It is most helpful.

Sincerely,

enj

Enclosures

CONFIDENTIAL

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