

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

CVE 420-000  
703 3277-0:45

P288

Schedule 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_)

Household International, Inc.

(Name of issuer) \$6.25 Cumulative Convertible  
Common Stock, \$1.00 par value Voting Preferred Stock,  
no par value  
(Title of Class of Securities)

441815 8 10 7 (Common) 441815 8 40 4 (Preferred)  
(CUSIP Number)

Ernest H. Lorch Morris J. Kramer, Esq.  
The Dyson-Kissner-Moran Corporation. Skadden, Arps, Slate, Meagher & Flom  
230 Park Avenue, Suite 659 919 Third Avenue  
New York, New York 10169 New York, New York 10022

(212) 661-4600 (Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications) (212) 371-6000

August 17, 1984

(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box ☒.

Check the following box if a fee is being paid with the statement ☒. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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MAUP EXHIBIT 30  
9/13/84

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1	NAME OF REPORTING PERSON U.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  The Dyson-Kissner-Moran Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  WC, 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  3,081,293
	8	SHARED VOTING POWER  ---
	9	SOLE DISPOSITIVE POWER  3,081,293
	10	SHARED DISPOSITIVE POWER  ---
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,081,293	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.3%	
14	TYPE OF REPORTING PERSON*  CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Charles H. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  223,376
	8	SHARED VOTING POWER  ---
	9	SOLE DISPOSITIVE POWER  223,376
	10	SHARED DISPOSITIVE POWER  ---
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  223,376	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.48	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Margaret M. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 177,181
	8	SHARED VOTING POWER ---
	9	SOLE DISPOSITIVE POWER 177,181
	10	SHARED DISPOSITIVE POWER ---
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 177,181	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.38	
14	TYPE OF REPORTING PERSON* IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.S. OR I.N.A. IDENTIFICATION NO. OF ABOVE PERSON  John S. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) & 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  239,704
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER 239,704
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  239,704	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.48	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Robert R. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Kathe B. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 7,403
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 7,403
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,403	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 0.1%	
14	TYPE OF REPORTING PERSON* IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON U.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Anne E. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  44,054
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  44,054
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  44,054	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.18	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1	NAME OF REPORTING PERSON S.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON JSD Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 115,380
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 115,380
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 115,380	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2%	
14	TYPE OF REPORTING PERSON* CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.E. OR I.R.R. IDENTIFICATION NO. OF ABOVE PERSON  Patterson Planning & Services Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY. 	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(4) OF 2(8) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0	
14	TYPE OF REPORTING PERSON*  CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.E. OR I.A.E. IDENTIFICATION NO. OF ABOVE PERSON  Patterson Planning & Services Inc. Employee's Pension Plan	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) & 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  N/A	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  3,459
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  3,459
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,459	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 0.1%	
14	TYPE OF REPORTING PERSON*  EP	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.G. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Franklin H. Kissner	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  274,405
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  274,405
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  274,405	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.48	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  John A. Moran	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEE INSTRUCTIONS ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,640
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  2,640
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,640	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 0.1%	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.G. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Mill Properties Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEE USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) & 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,357
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 10,357
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,357	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 0.1%	
14	TYPE OF REPORTING PERSON* CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON U.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  The Dyson Foundation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. 136 ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) or 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  5,657
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  5,657
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,657	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 0.1%	
14	TYPE OF REPORTING PERSON*  00	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.D. IDENTIFICATION NO. OF ABOVE PERSON  Elizabeth L. Darney	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1	NAME OF REPORTING PERSON OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Robert L. Wallace	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEE USE ONLY	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0	
14	TYPE OF REPORTING PERSON*  IN	

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1	NAME OF REPORTING PERSON E.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  The Dyson-Kissner-Moran Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  WC, 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,324,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,324,326
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,324,326	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  38.9%	
14	TYPE OF REPORTING PERSON*  CO	

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1	NAME OF REPORTING PERSON S.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Charles H. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  116,160
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  116,160
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  116,160	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.4%	
14	TYPE OF REPORTING PERSON*  IN	

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Margaret M. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) & 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  92,138
	8	SHARED VOTING POWER  ---
	9	SOLE DISPOSITIVE POWER  92,138
	10	SHARED DISPOSITIVE POWER  ---
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  92,138	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.7%	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  John S. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) or 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  124,651
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  124,651
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  124,651	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.68	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON E.E. OR I.E.E. IDENTIFICATION NO. OF ABOVE PERSON  Robert R. Dyson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY.	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/>  See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.D. IDENTIFICATION NO. OF ABOVE PERSON		
	Kathe B. Dyson		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		a) <input type="checkbox"/> b) <input checked="" type="checkbox"/>
3	SECURE MAIL		
4	SOURCE OF FUNDS*		
	00		
5	CHECK THE BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED, PURSUANT TO ITEMS 2(6) OF		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		3,850	
	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		3,850	
	10	SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,850		
12	CHECK THE BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.18		
14	TYPE OF REPORTING PERSON*		
	IN		

\* SEE INSTRUCTIONS BEFORE FILING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON	
Anne E. Dyson		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 22,909
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 22,909
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,909	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/> See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%	
14	TYPE OF REPORTING PERSON* IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1	NAME OF REPORTING PERSON U.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  JSD Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 60,000
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 60,000
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 60,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.78	
14	TYPE OF REPORTING PERSON* CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Patterson Planning & Services Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEE INSTRUCTIONS	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0	
14	TYPE OF REPORTING PERSON* CO	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Patterson Planning & Services Inc. Employee's Pension Plan	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC. USE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  N/A	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  1,799
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  1,799
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,799	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.18	
14	TYPE OF REPORTING PERSON*  EP	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Franklin H. Kissner	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SECURE ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 128,656
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 128,656
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 128,656	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/> See Item 5	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.7%	
14	TYPE OF REPORTING PERSON* IN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON E.E. OR I.A.A. IDENTIFICATION NO. OF ABOVE PERSON  John A. Moran	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEEKING ONLY  [REDACTED]	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,373
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,373
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,373	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 0.1%	
14	TYPE OF REPORTING PERSON* IN	

\* SEE INSTRUCTIONS BEFORE FILING OUT!

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1	NAME OF REPORTING PERSON U.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Mill Properties Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEE USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,386
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 5,386
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,386	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.28	
14	TYPE OF REPORTING PERSON* CO	

\*SEE INSTRUCTIONS BEFORE FILING OUT

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1	NAME OF REPORTING PERSON U.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  The Dyson Foundation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SECURED ONLY	
4	SOURCE OF FUNDS*  00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,942
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER 2,942
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,942	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.18	
14	TYPE OF REPORTING PERSON*  00	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Elizabeth L. Darney	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SECURE ONLY	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0	
14	TYPE OF REPORTING PERSON*  IN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1	NAME OF REPORTING PERSON E.E. OR I.R.A. IDENTIFICATION NO. OF ABOVE PERSON  Robert L. Wallace	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SECURE ONLY	
4	SOURCE OF FUNDS*  N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(a) OR 2(b) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  0
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*  See Item 5 <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0	
14	TYPE OF REPORTING PERSON*  IN	

\*SEE INSTRUCTIONS BEFORE FILING OUT

Item 1. Security and Issuer.

This Statement relates to the Common Stock, par value \$1.00 ("Common Stock") and the \$6.25 Cumulative Convertible Voting Preferred Stock, without par value ("\$6.25 Preferred Stock") of Household International, Inc., a Delaware corporation ("Household"). The principal executive offices of Household are located at 2700 Sanders Road, Prospect Heights, Illinois 60070.

Item 2. Identity and Background.

(a)-(c), (f) Pursuant to Rule 13d-1(f) of Regulation 13D of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this Schedule 13D Statement on behalf of The Dyson-Kissner-Moran Corporation, a Delaware corporation ("DKM"), Charles H. Dyson, Margaret M. Dyson, John S. Dyson, Robert R. Dyson, Kathie B. Dyson, individually and as custodian for Leigh Dyson and Eliza Dyson, Anne E. Dyson, JSD Corporation, a Delaware corporation ("JSD"), Patterson Planning & Services Inc., a Delaware corporation ("Patterson Planning"), Patterson Planning & Services Inc. Employee's Pension Plan ("Patterson Pension"), Franklin H. Kissner, John A. Moran, Mill Properties Inc., a Delaware corporation ("Mill"), The Dyson Foundation, a charitable foundation

incorporated under the laws of Delaware ("The Dyson Foundation"), Elizabeth L. Darney and Robert L. Wallace, such persons and entities being sometimes hereinafter collectively referred to as the "Reporting Persons". The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists. Certain family relationships among the Reporting Persons are set forth on Appendix A hereto.

DKM, headquartered at 230 Park Avenue, New York, New York 10169, is a private investment company. DKM is also engaged, through its subsidiaries and divisions, in the manufacture of various industrial, electronic and defense products. JSD and Mill are each private investment companies headquartered at 230 Park Avenue, New York, New York 10169. Patterson Pension is a benefit plan for employees of Patterson Planning. Patterson Planning is a private investment management company, headquartered at 230 Park Avenue, New York, New York 10169. The Dyson Foundation is a charitable foundation headquartered at 230 Park Avenue, New York, New York

10169. The ownership of voting securities of DKM, JSD, Mill and Patterson Planning is set forth on Appendix A hereto.

The name, business or residence address, present principal occupation or employment of each of the Reporting Persons who are natural persons, the directors, executive officers and trustees of DKM, JSD, Mill, Patterson Planning, Patterson Pension and The Dyson Foundation and each person controlling DKM, JSD, Mill, Patterson Planning, Patterson Pension or The Dyson Foundation, are set forth on Appendix B hereto. Except as specifically stated herein, all of such persons are United States citizens.

(d)-(e) None of the entities or persons identified in this Item 2, nor any person controlling any of such entities, nor any of their respective directors, executive officers or trustees identified in Appendix B, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

None of the entities or persons identified in this Item 2, nor any person controlling any of such entities, nor any of their respective directors, executive officers or trustees identified in Appendix B, has, dur-

ing the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The \$6.25 Preferred Stock held by the Reporting Persons (other than JSD) was acquired by them in connection with the merger in 1981 of Wallace Murray Corporation into Household. JSD received the \$6.25 Preferred Stock held by it as a capital contribution in October 1981. The Common Stock held by DKM was acquired by it in April and May 1984 for an aggregate of \$12,934,600, which funds were obtained from such corporation's working capital.

Item 4. Purpose of Transaction.

The Reporting Persons (other than JSD) each received the shares of \$6.25 Preferred Stock held by them in connection with the merger in 1981 of Wallace Murray Corporation into Household. JSD received the \$6.25 Preferred Stock held by it as a capital contribution in

October 1981. DKM purchased the Common Stock held by it in April and May 1984 in open market transactions.

On August 14, 1984, the Board of Directors of Household, over the objection of John A. Moran, one of the Reporting Persons who is also a director of Household, declared a dividend of one preferred stock purchase right (the "Poison Pill Rights") for each share of Common Stock outstanding. Each Poison Pill Right entitles each holder of one share of Common Stock until August 31, 1994 to buy 1/100th of a share of Series A Junior Participating Preferred Stock of Household for \$100. The Poison Pill Rights are not exercisable until 10 days after someone acquires 20% of the Common Stock or makes an offer for 30% of the Common Stock.

On August 19, 1984, Mr. Moran and DKM filed suit (the "Delaware Action") in the Court of Chancery of the State of Delaware, New Castle County, against Household and Household's directors (other than Mr. Moran, Raymond C. Tower and John C. Whitehead) (the "Delaware Defendants") seeking an order declaring the proposed issuance of the Poison Pill Rights invalid and unlawful, permanently enjoining the Delaware Defendants and all persons in concert with them from taking any action to issue or distribute the Poison Pill Rights, and, if the

Poison Pill Rights are issued, voiding the Poison Pill Rights. A copy of the Complaint in the Delaware Action is attached as Exhibit 1 hereto.

Subsequent to the bringing of the Delaware Action, Household has publicly indicated that it intends to contest the Delaware Action and proceed with the issuance of the Poison Pill Rights. Mr. Moran intends to remain a director of Household, continue to participate in its corporate deliberations and oppose any measures not submitted to shareholders for their approval which are designed or have the effect of discouraging offers for Household or its equity securities. Mr. Moran believes that Household's Board of Directors should promptly (i) rescind the issuance of the Poison Pill Rights, (ii) agree that, without the approval of shareholders, it would adopt no defensive by-laws or other anti-takeover measures, and (iii) adopt a by-law providing that any offer to acquire Household be evaluated by a committee composed exclusively of independent directors.

At present, the Reporting Persons\* have not determined their further course of action with respect to Household and their investment in Household and have not decided whether to seek control of Household. However, the Reporting Persons intend to communicate with other shareholders of Household (including Household shareholders who have contacted Mr. Moran to express their support for his actions) to exchange views with respect to Household, Household's prospects and management and the Poison Pill Rights. In connection with those communications, the Reporting Persons expect to discuss proposals that involve, among other things, extraordinary corporate transactions such as a merger or sale of all or some of the businesses of Household.

Although no decision has been made, the Reporting Persons reserve the right to decide in the future to seek additional board representation or board control by

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\* In this paragraph and the two subsequent paragraphs, references to the purposes, plans, proposals, intentions, etc. (collectively, the "Purposes") of the Reporting Persons reflect the Purposes of Messrs. John S. Dyson, Robert R. Dyson and John A. Moran, who are the natural persons who have in the past and, unless otherwise indicated in an amendment to this Statement, will in the future determine the Purposes of the Reporting Persons with respect to the equity securities of Household held by the Reporting Persons.



proxy contest or otherwise or the adoption of a shareholder proposal with respect to corporate action through a proxy contest, or to influence management through a significant increase in stock ownership through tender offer or otherwise. Such actions may be taken by the Reporting Persons alone or with others. .

The Reporting Persons may in the future take such actions in respect of their holdings as they deem appropriate in the light of the circumstances then existing, including the purchase of additional shares of Common Stock or other voting securities of Household through open market purchases or privately negotiated transactions, or the sale of all or a portion of the Reporting Persons' holdings in the open market or in privately negotiated transactions to one or more purchasers.

Except as set forth in this Item 4, none of the Reporting Persons has any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)-(b) As of the date hereof, the aggregate number of shares of \$6.25 Preferred Stock deemed to be beneficially owned by the Reporting Persons is 1,842,190 shares, constituting approximately 53.3% of the outstanding shares of \$6.25 Preferred Stock.\* Each share of \$6.25 Preferred Stock is convertible into 1.923 shares of Common Stock. As of the date hereof, the aggregate number of shares of Common Stock directly owned by the Reporting Persons is 500,000, constituting approximately 1.0% of the currently outstanding shares of Common Stock.\* Pursuant to Rule 13d-3(d)(1) under the Act, the Reporting Persons are deemed to be the beneficial owners of an additional 3,542,531 shares of Common Stock issuable upon the conversion of \$6.25 Preferred Stock. As of the date hereof, the \$6.25 Preferred Stock and Common Stock held by the Reporting Persons represents approximately 6.9% of the outstanding voting securities of Household.\*

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\* Based on the number of shares of Common Stock (49,234,930 (58,648,823 assuming conversion of all outstanding preferred stock)), \$6.25 Preferred Stock (3,454,435), \$2.375 Cumulative Convertible Voting Preferred Stock (367,134) and \$2.50 Cumulative Convertible Voting Preferred Stock (1,296,887), as reported in (or derived from) Household's Proxy Statement for its 1984 Annual Meeting of Shareholders, dated March 23, 1984.

The following table lists, as of the date hereof, all shares of \$6.25 Preferred Stock directly owned by each Reporting Person and the percentage of the outstanding shares of \$6.25 Preferred Stock held by each Reporting Person:

<u>Reporting Person</u>	<u>Number of Shares of \$6.25 Preferred Stock Directly Owned</u>	<u>Approximate Percentage of Class</u>
DKM	1,342,326	38.9%
Charles H. Dyson	116,160	3.4
Margaret M. Dyson	92,138	2.7
John S. Dyson	64,651	1.9
Robert R. Dyson	0	0
Kathe B. Dyson	3,410	0.1
Kathe B. Dyson, as custodian for Leigh Dyson	220	*
Kathe B. Dyson, as custodian for Eliza Dyson	220	*
Anne E. Dyson	22,909	0.7
JSD	60,000	1.7
Patterson Planning	0	0
Patterson Pension	1,799	0.1
Franklin H. Kissner	128,656	3.7
John A. Moran	1,373	*
Mill	5,386	0.2
The Dyson Foundation	2,942	0.1
Elizabeth L. Darney	0	0
Robert L. Wallace	0	0

\* Less than 0.1%

As of the date hereof, DKM directly owned 500,000 shares of Common Stock, constituting approximately 1.0% of the currently outstanding Common Stock.

Pursuant to Rule 13d-3(d)(1) under the Act, the following table sets forth, as of the date hereof, the aggregate of all Shares of Common Stock directly owned by each Reporting Person and all shares of Common Stock issuable upon conversion of all shares of \$6.25 Preferred Stock directly owned by the Reporting Persons, and the percentage of all Common Stock (assuming conversion of all outstanding preferred stock of Household) held by each Reporting Person:

<u>Reporting Person</u>	<u>Number of Shares of Common Stock Directly Owned or Issuable Upon Conversion of \$6.25 Preferred Stock Directly Owned</u>	<u>Approximate Percentage</u>
DKM	3,081,293	5.3%
Charles H. Dyson	223,376	0.4
Margaret M. Dyson	177,181	0.3
John S. Dyson	124,324	0.2
Robert R. Dyson	0	0
Kathe B. Dyson	6,557	*
Kathe B. Dyson, as custodian for Leigh Dyson	423	*
Kathe B. Dyson, as custodian for Eliza Dyson	423	*
Anne E. Dyson	44,054	0.1
JSD	115,380	0.2
Patterson Planning	0	0
Patterson Pension	3,459	*
Franklin H. Kissner	274,405	0.4
John A. Moran	2,640	*
Mill	10,357	*

The Dyson Foundation  
Elizabeth L. Darney  
Robert L. Wallace

5,657  
0  
0

\*  
0  
0

---

\* Less than 0.1%

Each of the Reporting Persons has sole voting and dispositive power over the shares of \$6.25 Preferred Stock or Common Stock held by such Reporting Person.

By reason of the fact that he owns 100% of the capital stock of JSD, John S. Dyson may be deemed to be the beneficial owner of, and to possess, indirectly, sole power to vote and dispose of, the 60,000 shares (1.7%) of \$6.25 Preferred Stock held by JSD and the 115,380 shares (0.2%) of Common Stock issuable upon conversion thereof.

By reason of the fact that all common stock of DKM is held by each shareholder of DKM (other than one trust) subject to a voting trust, the trustees of which are John S. Dyson, Robert R. Dyson and John A. Moran (collectively, the "DKM Trustees"), each of the DKM Trustees may be deemed to be the beneficial owner of, and to possess, indirectly, shared power to vote and dispose of, the 1,342,326 shares (38.9%) of \$6.25 Preferred Stock and the 500,000 shares (1.0%) of Common Stock held by DKM, as well as the 2,581,293 shares (4.4%) of Common

Stock issuable upon the conversion of the \$6.25 Preferred Stock held by DKM.

By reason of the fact that each of Anne E. Dyson, Charles H. Dyson, Margaret M. Dyson, John S. Dyson, Peter L. Dyson, John A. Moran, Elizabeth L. Darney, Robert R. Dyson and Robert L. Wallace is a director and member of The Dyson Foundation, each of such persons may be deemed to be the beneficial owner of, and to possess, indirectly, shared power to vote and dispose of, the 2,942 shares (0.1%) of \$6.25 Preferred Stock held by The Dyson Foundation and the 5,657 shares of Common Stock issuable upon conversion thereof.

By reason of the fact that each of Franklin H. Kissner, John A. Moran and Robert L. Wallace is a trustee of Patterson Pension, each of such persons may be deemed to be the beneficial owner of, and to possess, indirectly, shared power to vote and dispose of, the 1,799 shares (0.1%) of \$6.25 Preferred Stock held by Patterson Pension and the 3,459 shares of Common Stock issuable upon conversion thereof.

By reason of the fact that Patterson Planning provides investment management services to the Reporting Persons, Patterson Planning may be deemed to possess, indirectly, sole and/or shared power to vote and dispose

of the shares of \$6.25 Preferred Stock and Common Stock owned by the Reporting Persons.

Pursuant to Rule 13d-4 promulgated under the Act, the filing of this Statement shall not be deemed as an admission that any Reporting Person or any of the persons listed on Appendix B hereto beneficially owns, for purposes of Section 13(d) or 13(g) of the Act, any of the shares of Common Stock or \$6.25 Preferred Stock owned by any other Reporting Person.

(c) No transaction with respect to the \$6.25 Preferred Stock or the Common Stock has been effected by any of the Reporting Persons during the past 60 days.

(d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of \$6.25 Preferred Stock or Common Stock owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None of the Reporting Persons, nor any person controlling any of such entities nor any of their respective directors, executive officers or trustees identified in Appendix B, has entered into any contracts, arrange-

ments, understandings or relationships (legal or otherwise) with any person with respect to any securities of Household.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Complaint filed on August 19, 1984 by John A. Moran and DKM against Household, Donald C. Clark, Thomas D. Flynn, Mary Johnston Head, William D. Hendry, Joseph W. James, Mitchell P. Kartalia, Gordon P. Osler, Arthur E. Rasmussen, George W. Rauch, James M. Tait, Miller Upton, Bernard F. Brennan and Gary G. Dillon, in the Court of Chancery of the State of Delaware, New Castle County.

Exhibit 2 - Press release issued on August 19, 1984 by DKM and John A. Moran.

Exhibit 3 - Agreements pursuant to Rule 13d-1(f)(1)(iii).

Exhibit 4 - Powers of attorney in favor of John H. FitzSimons, Ernst H. Lorch and Robert L. Wallace.



## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct. Each person whose signature appears below hereby authorizes John H. FitzSimons, as attorney-in-fact, to sign and file in his behalf, individually and in each capacity stated below, all amendments to this Schedule 13D.

Dated: August 27, 1984

THE DYSON-KISSNER-MORAN  
CORPORATION

By John H. FitzSimons  
Secretary

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Charles H. Dyson

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Margaret M. Dyson

Dated: August 27, 1984

\*  
\_\_\_\_\_  
John S. Dyson

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Robert R. Dyson

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Kathe B. Dyson, individually and as  
custodian for  
Leigh Dyson and Eliza Dyson

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Anne E. Dyson

Dated: August 27, 1984

JSD CORPORATION

\*  
By: \_\_\_\_\_  
John S. Dyson, President

Dated: August 27, 1984

PATTERSON PLANNING &  
SERVICES INC.

\*  
By: \_\_\_\_\_  
Charles H. Dyson, President

Dated: August 27, 1984

PATTERSON PLANNING &  
SERVICES INC. EMPLOYEES  
PENSION PLAN

\*  
By: \_\_\_\_\_  
Jan A. King, Trustee

Dated: August 27, 1984

\*  
\_\_\_\_\_  
Franklin H. Kissner

Dated: August 27, 1984

\*  
\_\_\_\_\_  
John A. Moran

Dated: August 27, 1984

MILL PROPERTIES, INC.

\*  
By: \_\_\_\_\_  
Robert L. Wallace, President

Dated: August 27, 1984

THE DYSON FOUNDATION

By: Elizabeth L. Darney  
Elizabeth L. Darney, Secretary  
Elizabeth L. Darney  
Elizabeth L. Darney

Dated: August 27, 1984

Dated: August 27, 1984

Robert L. Wallace

\*By:

John H. FitzSimons  
John H. FitzSimons  
Attorney-in-fact

APPENDIX A

Charles H. Dyson is the husband of Margaret M. Dyson. John S., Anne E., Peter L. and Robert R. Dyson are their children. Kathe B. Dyson is the wife of John S. Dyson. Leigh and Eliza Dyson are the children of John S. and Kathe B. Dyson.

The ownership of voting securities of DKM, JSD, Patterson Planning and Mill is as follows:

DKM

<u>Name</u>	<u>Approximate Percentage of Voting Securities held</u>
Charles H. Dyson	27.3% (1)
Margaret M. Dyson	27.3 (1)
John S. Dyson	11.4 (1)
Robert R. Dyson	11.4 (1)
Anne E. Dyson	11.4 (1)
Peter L. Dyson	5.6 (1)
Margaret M. Dyson and Franklin H. Kissner, Trustees of Charles H. Dyson Trust U/A dated 7/9/54 (2)	5.6

- 
- (1) Held pursuant to a Voting Trust Agreement, dated August 1, 1979. John S. Dyson, Robert R. Dyson and John A. Moran are the trustees under such Voting Trust Agreement.
- (2) Peter L. Dyson is the sole remaining beneficiary of this trust.

JSD

<u>Name</u>	<u>Percentage of Voting Securities held</u>
John S. Dyson	100.0%

Patterson Planning

<u>Name</u>	<u>Approximate Percentage of Voting Securities held</u>
Charles H. Dyson	17.8%
Margaret M. Dyson	27.4
John S. Dyson	13.7
Robert R. Dyson	13.7
Anne E. Dyson	13.7
Peter L. Dyson	6.8
Margaret M. Dyson and Franklin H. Kissner, Trustees of Charles H. Dyson Trust U/A dated 7/9/54 (1)	6.8

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(1) Peter L. Dyson is the sole remaining beneficiary of this trust.

Mill

<u>Name(1)</u>	<u>Percentage of Voting Securities held</u>
Laura D. Bucciarelli	30.0%
Laurence A. Smith	6.0
Blance M. Imhof	10.0
Adrian F. Smith and Laura D. Bucciarelli, Trustees U/A dated 5/29/59	13.5
Dianne Smith Fowler	10.5
Martha Ann Hoeger	30.0

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(1) All shareholders of Mill (other than Blance M. Imhof) are relatives of Charles H. Dyson.

APPENDIX B

<u>Name</u>	<u>Business or Home Address</u>	<u>Present Principal Occupation or Employment</u>
Charles H. Dyson	The Dyson-Kissner-Moran Corporation 230 Park Avenue Suite 659 New York, NY 10169	Chairman Emeritus, The Dyson-Kissner-Moran Corporation (investment company)
Margaret M. Dyson	Spring Hill Farm RD#2 Box 209 Millbrook, NY 12545	Homemaker
John S. Dyson	Power Authority of the State of New York 10 Columbus Circle New York, NY 10019	Chairman, Power Authority of the State of New York (state power authority) Vice Chairman, The Dyson-Kissner-Moran Corporation (investment company)
Robert R. Dyson	The Dyson-Kissner-Moran Corporation 230 Park Avenue Suite 659 New York, NY 10169	Vice Chairman, The Dyson-Kissner-Moran Corporation (investment company); President, Chrismol, Inc. (AM-FM radio operator, electronic parts distributor)
Kathe B. Dyson	Maple Tor Farm, Shunpike Millbrook, NY 12545	Homemaker
Anne E. Dyson, M.D.	The Dyson-Kissner-Moran Corporation 230 Park Avenue Suite 659 New York, NY 10169	Director, The Dyson-Kissner-Moran Corporation (investment company), Assistant Professor of Pediatrics, Community Health Center (medical institution)

APPENDIX B

Franklin H. Kissner

The Dyson-Kissner-  
Moran Corporation  
230 Park Avenue  
Suite 659  
New York, NY 10169

Director, The Dyson-  
Kissner-Moran Corporation  
(investment company)

John A. Moran

The Dyson-Kissner-  
Moran Corporation  
230 Park Avenue  
Suite 659  
New York, NY 10169

Chairman of the  
Board, The Dyson-  
Kissner-Moran Corporation  
(investment company)



**DIRECTORS AND EXECUTIVE OFFICERS  
THE DYSON-KISSNER-MORAN CORPORATION**

<b>Directors:</b>	<u>Name</u>	<u>Title and Present Principal Occupation or Employment</u>
	Charles H. Dyson	*
	Anne E. Dyson, M.D.	*
	John S. Dyson	*
	Peter L. Dyson	*
	Robert R. Dyson	*
	Franklin H. Kissner	*
	John A. Moran	*
	Joseph V. Mariner, Jr.	Rancher; Director The Dyson-Kissner- Moran Corporation (investment company)
	Ernest H. Lorch	*

\* See infra.

<b>Officers:</b>	Charles H. Dyson	Chairman Emeritus, DKM
	John A. Moran	Chairman of the Board, DKM
	John S. Dyson	Vice Chairman, DKM
	Robert R. Dyson	Vice Chairman, DKM
	Ernest H. Lorch	President, DKM
	Bushrod W. Burns, Jr.	Senior Vice President- Operations, DKM
	Alexander M. Milley	Senior Vice President- Acquisitions, DKM
	Robert L. Wallace	Vice President - Finance, DKM
	Steven D. Hollopeter	Vice President, DKM
	Greg A. Rosenbaum	Vice President, DKM
	Brian E. Kinsman	Vice President, DKM
	John H. FitzSimons	General Counsel and Assistant Secretary, DKM
	Victor E. Ameye, Jr.	Treasurer, DKM
	Arthur J. Steiger	Controller, DKM
	Wynne Ahlgren	Secretary, DKM

The business address of each of such directors and executive officers, other than Joseph V. Mariner, Jr., is 230 Park Avenue, New York, New York 10169. Mr. Mariner's address is Mariner Ranch, Route 1, Box 156, Gordon, Texas 76453. Mr. Kinsman is a Canadian citizen.

DIRECTORS AND EXECUTIVE OFFICERS  
THE DYSON FOUNDATION

	<u>Name</u>	<u>Title</u>	<u>Present Principal Occupation or Employment</u>
Directors and Members:	Anne E. Dyson, M.D.		*
	Charles H. Dyson		*
	Margaret M. Dyson		*
	John S. Dyson		*
	Peter L. Dyson		*
	John A. Moran		*
	Elizabeth L. Darney		*
	Robert R. Dyson		*
	Robert L. Wallace		*
Officers:	Anne E. Dyson, M.D.	President	*
	Charles H. Dyson	Vice President	*
	Margaret M. Dyson	Vice President	*
	Robert R. Dyson	Vice President	*
	Peter L. Dyson	Vice President	*
	John A. Moran	Vice President	*
	John S. Dyson	Vice President	*
	Robert L. Wallace		*
	Elizabeth L. Darney	Secretary	Secretary, The Dyson Foundation (charitable founda- tion)

\* See infra.

The business address of Ms. Darney is 230 Park Ave-  
nue, New York, New York 10169.

**DIRECTORS AND EXECUTIVE OFFICERS**  
**JSD CORPORATION**

	<u>Name</u>	<u>Title</u>	<u>Present Principal Occupation or Employment</u>
Director:	Robert L. Wallace		*
Officers:	John S. Dyson	President	*
	Charles H. Dyson	Vice President	*
	Alexander M. Milley	Vice President	*
	Robert L. Wallace	Vice President	*
	Wynne Ahlgren	Secretary	*

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\* See infra.

DIRECTORS AND EXECUTIVE OFFICERS  
MILL PROPERTIES, INC.

	<u>Name</u>	<u>Title</u>	<u>Present Principal Occupation or Employment</u>
Directors:	Robert L. Wallace		*
	Robert C. Hubbard		Partner, Satterlee & Stevens (law firm)
	Wynne Ahlgren		*
Officers:	Robert L. Wallace	President and Treasurer	*
	Wynne Ahlgren	Vice President	*
	Robert C. Hubbard	Secretary	*

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\* See infra.

Mr. Hubbard's business address is 277 Park Avenue,  
New York, New York 10172.

APPENDIX B

DIRECTORS AND EXECUTIVE OFFICERS  
PATTERSON PLANNING & SERVICES INC.

	<u>Name</u>	<u>Title</u>	<u>Present Principal Occupation or Employment</u>
Directors:	Charles H. Dyson		*
	Margaret M. Dyson		*
	Kenneth R. LaVoy, Jr.		Partner, Dewey, Ballantine, Bushy, Palmer & Wood (law firm)
Officers:	Charles H. Dyson	President and Treasurer	*
	Wynne Ahlgren	Vice President	*
	Margaret M. Dyson	Vice President	*
	Kenneth R. LaVoy, Jr.	Vice President and Secretary	*

\* See infra.

Mr. LaVoy's business address is 140 Broadway, New York, New York 10005.

APPENDIX B

TRUSTEES

PATTERSON PLANNING & SERVICES INC.  
EMPLOYEE'S PENSION PLAN

<u>Name</u>	<u>Present Principal Occupation or Employment</u>
Franklin H. Kissner	*
John A. Moran	*
Robert L. Wallace	*

\* See infra.

EXHIBIT INDEX

PAGE

Exhibit 1 - Complaint filed on August 19, 1984 by John A. Moran and DKM against Household, Donald C. Clark, Thomas D. Flynn, Mary Johnston Head, William D. Hendry, Joseph W. James, Mitchell P. Kartalia, Gordon P. Osler, Arthur E. Rasmussen, George W. Rauch, James M. Tait, Miller Upton, Bernard F. Brennan and Gary G. Dillon, in the Court of Chancery of the State of Delaware, New Castle County.

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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN AND FOR NEW CASTLE COUNTY

JOHN A. MORAN and THE  
DYSON-KISSNER-MORAN  
CORPORATION,

Plaintiffs,

v.

HOUSEHOLD INTERNATIONAL, INC.,  
a Delaware corporation,  
DONALD C. CLARK, THOMAS D.  
FLYNN, MARY JOHNSTON HEAD,  
WILLIAM D. HENDRY, JOSEPH W.  
JAMES, MITCHELL P. KARTALIA,  
GORDON P. OSLER, ARTHUR E.  
RASMUSSEN, GEORGE W. RAUCH,  
JAMES M. TAIT, MILLER UPTON,  
BERNARD F. BRENNAN and  
GARY G. DILLON,

Defendants.

Civil Action No. 7130

COMPLAINT

Plaintiffs John A. Moran and The Dyson-Kissner-Moran Corporation by their undersigned attorneys, bring this action indiydually and for their own benefit and for their complaint allege upon knowledge and belief as follows:

Nature of the Action

1. At a meeting held on August 14, 1984, the Board of Directors of defendant Household International, Inc.



("Household"), over the objection of plaintiff Moran and one of his fellow directors, approved an illegal and inequitable "Preferred Share Purchase Rights Plan" (the "Poison Pill Rights" or the "Rights") to take effect on or about August 28, 1984 without a vote of the stockholders. The purpose and intended effect of this proposal is to take away from the stockholders and to vest solely in the Board the stockholders' fundamental right to receive and consider proposals for control of the company; thus entrenching management and the directors in office and safeguarding the substantial financial and other benefits enjoyed by them as a result of their employment by or affiliation with Household.

2. This action seeks declaratory and permanent injunctive relief (a) declaring the proposed issuance of the Poison Pill Rights to be invalid and unlawful; (b) permanently enjoining the defendants and all persons in concert with them from taking any action to issue or distribute the proposed Rights; and (c) if the Rights are issued before the entry of judgment herein, voiding the Rights.

#### The Parties

3. Plaintiff Moran is a member of the Board of Directors of defendant Household and has served in such capacity since 1981. Mr. Moran owns shares of the \$6.25 Cumulative Convertible Voting Preferred Stock of Household. He is also the Chairman of plaintiff The Dyson-Kissner-Moran

Corporation ("D-K-M"), a private investment company having its offices in New York City. D-K-M owns 1,342,326 Preferred shares, or 38.9%, of such class, as well as approximately 500,000 shares of Household common stock. On a fully converted basis, D-K-M is Household's largest stockholder.

4. Defendant Household is a corporation organized and existing under the laws of the State of Delaware, with its principal executive offices in Prospect Heights, Illinois. Household is engaged in the financial services, merchandising, manufacturing and transportation industries. Household has approximately 48.4 million shares of common stock outstanding which are traded on the New York Stock Exchange and other securities exchanges. In addition, 10.5 million shares of common stock are reserved for issuance upon the conversion of shares of preferred stock or the exercise of outstanding stock options.

5. Defendant Donald C. Clark is the Chairman of the Board, President and Chief Executive Officer of Household and received \$871,056 in cash compensation from Household in 1983. Defendant Joseph W. James, the Executive Vice President and a director of Household, received \$490,803 in cash compensation from Household in 1983. Defendant James M. Tait, the Chairman of the Household Merchandising, Inc. subsidiary of Household and a Household director, received \$486,000 in cash compensation from Household in 1983. Defendant William D. Hendry, the

President of the Household Finance Corporation subsidiary of Household and a Household director, received \$480,721 in cash compensation from Household in 1983. Defendant Gary G. Dillon, the President of the Household Manufacturing, Inc. subsidiary of Household and a Household director, received \$325,000 in cash compensation from Household in 1983. Defendant Bernard F. Brennan, the President of the Household Merchandising, Inc. subsidiary of Household and a Household director, also received substantial cash compensation from Household in 1983. Defendants Dillon and Brennan were elected directors of Household by action of the Board of Directors at a meeting held on August 14, 1984.

6. Defendants Thomas D. Flynn, Mary Johnston Head, Mitchell P. Kartalia, Gordon P. Osler, Arthur E. Rasmussen, George W. Rauch and Miller Upton are also directors of Household (together with the individuals named in paragraph 5, the "Individual Defendants"). As directors, the Individual Defendants owe fiduciary duties to the stockholders of Household.

The August 14, 1984 Meeting of Household's Board

7. On August 14, 1984, the Board of Directors of Household met at a regularly scheduled meeting. Plaintiff Moran and all of the Individual Defendants attended. Also in attendance was the remaining member of the Board, Mr. John C. Whitehead. Mr. Whitehead is the co-chairman of Household's investment banker.

8. At the request of Household's management, representatives of its investment banker (not including Mr. Whitehead) and of Household's special outside counsel presented to the Board their "anti-raid" program to prevent unwanted takeover attempts. In the course of these presentations, the Board was advised of the vulnerability of Household to such "raids" and was asked to consider, and after brief discussion unanimously approved, the following measures:

(a) a resolution declaring that it was in the stockholders' best interest that Household remain an independent corporation;

(b) amendments to the corporation's bylaws to establish (i) a substantial notification period for non-management nominations to the Board or other non-management proposals for consideration at stockholder meetings and (ii) a substantial minimum time period for the solicitation of written consents to take corporate action under 8 Del. C. § 228; and

(c) amendments to Household's employee benefit plans to provide that shares of Household stock held in such plans cannot

be tendered to a person making a tender offer for such shares without the express authorization of the individual plan participant for whose benefit they are held.

#### The Poison Pill Rights

9. At the request of Household's management, the Company's special outside counsel and investment banker then presented a plan for the issuance of Poison Pill Rights having substantial and complex anti-takeover characteristics. The sole purpose of such Rights is to thwart all attempts to acquire the corporation without the consent of the Board and, thereby, to place the destiny of the corporation firmly in the hands of its directors. The very complexity of the device furthered the aim of the plan by making it "difficult for a potential raider to evaluate" the cost and chance of success in acquiring Household.

10. Under the proposed plan for the issuance of the Poison Pill Rights, all common stockholders will receive, as a dividend, one non-currently exercisable Right for each common share held by them. When the Rights become exercisable, each Right will entitle the holder to purchase 1/100th of a share of Series A Junior Preferred Stock of Household at a price of \$100. Each share of Series A Junior Preferred Stock would have a face value of \$10,000. The dividend on the preferred would be the greater of \$100 per share or 100 times the dividend paid on

Household common stock. At the current common dividend rate of \$1.70 per share, the dividend would equal \$170 a share, or a rate of 1.70%. These economic terms of the Series A Junior Preferred Stock are intended to make it extremely unlikely that any stockholder will ever elect to exercise the right to acquire such shares. Rather, the only reason for the issuance of this new series of preferred is to provide a basis for the anti-takeover characteristics of the Poison Pill Rights.

11. When issued, the Rights will be stapled to the common stock and will not be traded independently of it. The Rights will become exercisable and detachable from the common stock only at such time as more than 20% of the common stock of Household is acquired by any entity or individual or a tender offer is made for more than 30% of the common stock. If, after one of these triggering events, the corporation is acquired in a merger or other business combination, each Right will entitle its holder to purchase for \$100 the number of shares of the surviving corporation which at the time of such transaction has a market value of \$200. If Household survives in the merger or combination, this same effect is accomplished by providing that each right would become exercisable for that number of shares of Household's participating preferred stock having a market value of two times the exercise price of the Right (collectively, the "Flip-Over Provision"). The proposed Rights are to have a life of ten years and will be redeemable at

the option of the Board at a price of \$.50 per Right at any time prior to an acquiror accumulating 20% of the common stock. Thus, the Board alone and at a cost of not less than \$24 million will have the power to remove the Rights as an obstacle to an acquisition proposal.

12. At the August 14 meeting, the directors were told by counsel that the Poison Pill Rights are a method of making it virtually impossible for a potential acquiror to gain control of Household without prior Board approval because: (i) the Rights would add \$6 billion to the cost of acquiring the company (which has a present market value on a fully diluted basis of approximately \$1.75 billion), and (ii) that while a substantial number of U.S. corporations now have the financial capability to acquire Household, if the Rights were issued it would take a company the size of I.B.M. to make a "raid" on Household. Thus, counsel informed the Board, the Rights "would allow the Board of Directors to control the destiny of the company."

13. During the Board's discussion of the Rights, Mr. Moran informed his fellow directors that he questioned the legality of such devices and opposed their issuance by the Board without stockholder approval.

14. Mr. Moran and one other director, John C. Whitehead, voted against the proposal.

15. Despite the knowledge of the Individual Defendants that the Poison Pill Rights were designed to transfer to the Board from the Household stockholders the right to consider and act on proposals to acquire their shares without prior Board approval and, thereby to entrench management and the Board in office, the Individual Defendants, in breach of their fiduciary duties, all voted to approve the issuance of the Poison Pill Rights.

16. The Board considered and voted on the proposed Poison Pill Rights at the August 14 meeting without the benefit of any resolution describing the Rights. Moreover, even as distributed after the vote on the proposal, the draft resolutions fail to contain any adequate description of the Rights.

#### FIRST CAUSE OF ACTION

17. Plaintiff repeats and realleges each of the preceding paragraphs as if fully set forth herein.

18. The Individual Defendants' sole purpose for approval of the Poison Pill Rights was to assure that the Individual Defendants, alone, will determine who controls Household. The Poison Pill Rights will effectuate the Individual Defendants' purpose because the Rights will increase the cost of a potential acquisition of Household by two hundred percent, and radically reduce if not eliminate the number of persons capable of acquiring Household in a transaction not blessed by the Board.



19. The issuance of the Poison Pill Rights constitutes a misappropriation of fundamental stockholder rights, violates basic notions of corporate democracy and is an inequitable and unlawful attempt by Household's directors to manipulate the internal corporate machinery of Household for the sole and primary purpose of entrenching themselves in office.

20. Plaintiffs have no adequate remedy at law.

#### SECOND CAUSE OF ACTION

21. Plaintiff repeats and realleges each of the preceding paragraphs as if fully set forth herein.

22. By issuing the Poison Pill Rights without a stockholders' vote, the Individual Defendants have deprived the stockholders of Household of their valuable right to receive and consider offers to acquire shares in or control of the Company which are not approved in advance by management and the Board. The action of the Board in usurping this fundamental right of the stockholders was illegal and in breach of their fiduciary duties under Delaware law.

23. Plaintiffs have no adequate remedy at law.

#### THIRD CAUSE OF ACTION

24. Plaintiff repeats and realleges each of the preceding paragraphs as if fully set forth herein.

25. The "Flip-Over" provision of the Poison Pill Rights entitling a Rights holder to purchase shares of common

stock of a raider is designed solely to dilute substantially a potential acquiror's common stock thereby making it far more costly for the potential acquiror to obtain control of Household in any transaction not approved by the Board.

26. This "Flip-Over" provision is not authorized under the Delaware General Corporation Law ("DGCL") and, therefore, is invalid. Section 157 of the DGCL governs the issuance of rights and options to acquire stock. That section permits a corporation only to "issue ... rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes ...." (emphasis added), not shares of another corporation. In contrast, Section 151(b) of the DGCL, governing the issuance of shares of stock, provides that stock may be redeemable for "cash, property or rights, including securities of the same or another corporation." (Emphasis added.)

27. Plaintiffs have no adequate remedy at law.

WHEREFORE, plaintiffs request that the Court enter judgment against defendants:

(a) Declaring the proposed issuance of the Poison Pill Rights invalid and unlawful;

(b) Permanently enjoining the defendants and all persons in concert with them from taking any action to issue or distribute the proposed Rights;

(c) If the Rights are issued before judgment is rendered, voiding the Rights; and

(d) Granting such other and further relief as is just and proper under the circumstances.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM

By \_\_\_\_\_

Rodman Ward, Jr.  
Stuart L. Shapiro  
Stephen P. Lamb  
One Rodney Square  
P.O. Box 636  
Wilmington, Delaware 19899  
(302) 429-9200  
Attorneys for Plaintiffs

DATED: August 17, 1984

CONTACT:

EXHIBIT 9

Mr. Thomas M. Daly  
Kekst & Company  
(O) 212-593-2655  
(H) 201-741-3567

NEW YORK, NEW YORK, August 19, 1984 -- Mr. John A. Moran, a director and member of the executive committee of the board of directors of Household International, Inc. and chairman and chief executive officer of The Dyson-Kissner-Moran Corporation, a private New York investment company ("DKM"), announced today that they had filed a complaint against Household and certain of its directors in the Delaware Chancery Court. The complaint seeks an order voiding certain "poison pill" warrants authorized by Household's board on August 14th and proposed to be issued later this month.

DKM and certain of its principals are owners of Household equity securities having aggregate market value of approximately \$130,000,000. The most substantial portion of these securities were acquired in June, 1981.

Mr. Moran said, "We reluctantly took this step of going to court because we think that the value of our investment, as well as the value of the investment of the other Household shareholders, will be materially adversely affected by these actions. By quickly and quietly creating poison pill warrants, management's own interests have been placed above the interests of those who own the company. We think what has been done is wrong as well as illegal."

(more)

Mr. Moran added that "Another director and I voted against this plan, but management divided the Board by their action. Any plan designed to restrict the marketability of a company's stock should be voted on by shareholders at a meeting convened for that purpose."

"The present ploy is so far beyond the accepted norms of appropriate and responsible corporate behavior that it left us no choice but to take this action not only on our behalf, but also on behalf of all the individual and institutional investors in Household."

He noted that "DKM has a more than 25 year history of working with, supporting and facilitating the actions of corporate management. This is the only time we have ever commenced any legal action intended to counter the actions of the management in a company where we have a substantial stake."

Mr. Moran intends to remain a director of Household and to continue to participate in its corporate deliberations.

§ § § § §

Pursuant to Rule 13D-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this exhibit is attached is filed on its behalf in the capacities set forth below.

Dated: August 7, 1984

*John H. FitzSimons*

John H. FitzSimons, as Secretary of The Dyson-Kissner-Moran Corporation, and as Attorney-in-fact for Charles H. Dyson, Margaret M. Dyson, John S. Dyson (individually and as President of JSD Corporation), Robert R. Dyson, Kathie B. Dyson, Anne E. Dyson, M.D., Franklin H. Kissner, John A. Moran (individually and as Trustee of Patterson Planning & Services Inc. Employee's Thrift Plan)

Robert L. Wallace (individually and as President of Mill Properties Inc.), Charles H. Dyson, as President of Patterson Planning & Services Inc.

Pursuant to Rule 13D-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this exhibit is attached is filed on its behalf in the capacities set forth below.

Dated: August 27, 1984

Elizabeth L. Darny  
Individually, and as Secretary  
of The Dyson Foundation

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints JOHN H. FITZSIMONS, ERNEST H. LORCH, and ROBERT L. WALLACE, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, in any and all capacities, to sign any documents (including Schedule 13D's and amendments thereto) which are to be filed with the Securities and Exchange Commission and which are required to be signed by the undersigned in any capacity pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Charles H. Dyson  
CHARLES H. DYSON

Dated: August 27, 1984



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Margaret M. Dyson  
MARGARET M. DYSON

Dated: August 27, 1984

## POWER OF ATTORNEY

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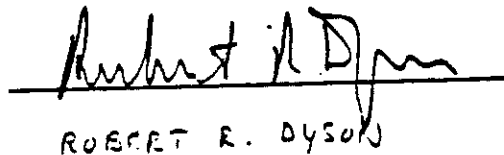
Dated: August 23, 1984

John S. Dyson

JOHN S. DYSON

## POWER OF ATTORNEY

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 RFE  
ROBERT R. DYSON

Dated: August 27, 1984

## POWER OF ATTORNEY

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Kathe B. Dyson

KATHE B. DYSON

Dated: August 23, 1984

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ANNE E. DYSON, M.D. 1-50  
ANNE E. DYSON, M.D.

Dated: August 21, 1984

## POWER OF ATTORNEY

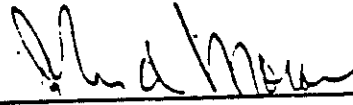
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Franklin H. Kissner  
FRANKLIN H. KISSNER

Dated: August 27, 1984

POWER OF ATTORNEY

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JOHN A. MORAN

JFM

Dated: August 27, 1984