John C. Whitehead Senior Partner

> 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:

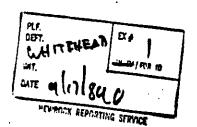
I am concerned that the publicity surrounding John Moran's litigation against Household's recently-adopted Preferred Share Purchase Rights Plan and the fact that I was omitted from the list of defendants may have indicated that I am sympathetic to that litigation. I am not. I have read his complaint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

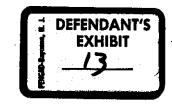
At the Board meeting on Tuesday, August 14, I did vote against the Plan. As I explained at the meeting, I was sympathetic to the objective of deterring two-tier bust-up takeovers and it seemed to me that the specific Plan itself, while new and untested, did indeed have merit. I was impressed that both Wachtel Lipton and Goldman have merit. What I objected to was the prospect that 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,

JCW VWE





- Zana I Takun İ Zurich