

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

LAWRENCE E. JAFFE PENSION PLAN, On )	Lead Case No. 02-C-5893
Behalf of Itself and All Others Similarly )	(Consolidated)
Situated, )	
	) <u>CLASS ACTION</u>
Plaintiff, )	
	) Judge Ronald A. Guzman
vs. )	Magistrate Judge Nan R. Nolan
	)
HOUSEHOLD INTERNATIONAL, INC., et )	
al., )	
	)
Defendants. )	
_____ )	

**DECLARATION OF SPENCER A. BURKHOLZ IN SUPPORT OF PLAINTIFFS’  
MOTION FOR ENTRY OF JUDGMENT**

I, SPENCER A. BURKHOLZ, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of California and I am also admitted *pro hac vice* in this Court for this action. I am a member of the law firm of Coughlin Stoia Geller Rudman & Robbins LLP, one of the counsel of record for plaintiffs in the above-entitled action. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. Attached are true and correct copies of the following exhibits:

Ex. 1:	<i>In re Apollo Group Inc. Sec. Litig.</i> , No. CV 04-2147 PHX-JAT, Judgment (D. Ariz. Jan. 30, 2008);
Ex. 2:	<i>In re Apollo Group Inc. Sec. Litig.</i> , No. CV 04-2147 PHX-JAT, 2008 WL 410625 (D. Az. Feb. 13, 2008);
Ex. 3:	Relevant excerpt from HSBC Finance Corporation's SEC Form 10-K for 2009;
Ex. 4:	Relevant excerpt from HSBC Holdings plc's SEC Form 6-K dated March 2, 2009;
Ex. 5:	Relevant excerpt from HSBC Finance Corporation's SEC Form 10-Q for period ended September 30, 2009;
Ex. 6:	Thomson Street Events Transcript for full year 2008 HSBC Holdings plc Earnings Conference call on March 2, 2009;
Ex. 7:	Relevant excerpt from HSBC Finance Corporation's SEC Form 10-K for 2008;
Ex. 8:	<i>HSBC</i> , FT.com, Mar. 2, 2009;
Ex. 9:	Relevant excerpt from HSBC Holdings plc's Annual Report and Accounts 2009;
Ex. 10:	Relevant excerpt from Vivendi Annual Financial Report and Consolidated Financial Statements for the Year Ended December 31, 2009;
Ex. 11:	Second Supplemental Declaration of Bjorn Steinholt CFA;
Ex. 12:	<i>Backman v. Polaroid</i> , No. 79-1031 Mc, 1988 U.S. Dist. LEXIS 15834 (D. Mass. June 28, 1988); and
Ex. 13:	<i>In re Apollo Group Inc. Sec. Litig.</i> , No. CV 04-2147 PHX-JAT, Order (D. Ariz. Aug. 4, 2008).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 22nd day of March 2010, at San Diego, California.

/s/ SPENCER A. BURKHOLZ  
SPENCER A. BURKHOLZ

