

FILED

JAN 26 2005

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF ILLINOIS, EASTERN DIVISION

**DALE W. DOBBINS
CLERK, U.S. DISTRICT COURT**

LAWRENCE E. JAFFE PENSION PLAN, ON
BEHALF OF ITSELF AND ALL OTHERS SIMILARLY
SITUATED,

Plaintiff,

- against -

HOUSEHOLD INTERNATIONAL, INC., ET. AL.,

Defendants.

Lead Case No. 02-C-5893
(Consolidated)

CLASS ACTION

Judge Ronald A. Guzman
Magistrate Judge Nan R. Nolan

**AFFIDAVIT OF LANDIS C. BEST IN SUPPORT OF
THE HOUSEHOLD DEFENDANTS' OPPOSITION TO
LEAD PLAINTIFFS' MOTION FOR A PROTECTIVE ORDER**

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

LANDIS C. BEST, being first duly sworn, deposes and says:

1. I am a member of the bar of the State of New York and a member of the firm Cahill Gordon & Reindel LLP, attorneys for defendants Household International, Inc., Household Finance Corporation, William F. Aldinger, David A. Schoenholz, Gary Gilmer, and J.A. Vozar (the "Household Defendants") in this action. I submit this affidavit to place before the Court certain information and documents referenced in the Household Defendants' Opposition to Lead Plaintiffs' Motion for a Protective Order Quashing the Household Defendants' Third-Party Subpoenas.

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2. Attached hereto as Exhibit 1 is a true and correct copy of the Amended Responses and Objections to Defendants Household International, Inc. and Household Finance Corporation's First Set of Interrogatories served by PACE Industry Union Management Pension Fund ("PACE") on September 17, 2004, identifying twelve non-parties to this case that "served as outside advisors to PACE with respect to Household securities." (Response to Interrogatory No. 1)

3. Attached hereto as Exhibit 2 is a true and correct copy of the Household Defendants' Notice of Deposition of PACE pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure.

4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from the transcript of the September 24, 2004, deposition of Maria Wieck, PACE's Rule 30(b)(6) witness regarding, *inter alia*, PACE's investment decisions with respect to Household securities.

5. Based upon PACE's interrogatory responses and Rule 30(b)(6) testimony, the Household Defendants served fourteen subpoenas to third parties seeking documents concerning, *inter alia*, PACE's investment history and decision making, including documents that were relied upon in making investment decisions on behalf of PACE, including investments in Household securities. Three of the subpoenas also sought deposition testimony. The third-party subpoenas are attached at Exhibit A to the declaration of Monique C. Winkler ("Winkler Decl."), dated January 10, 2005. As set forth in paragraph 10, below, three of the subpoenas have been withdrawn. Thus, eleven subpoenas remain outstanding.

6. In response to the subpoenas, five of the entities informed the Household Defendants that they had never made any purchases or sales of Household securities on behalf of PACE. *See*

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Winkler Decl. Exs. D, E, F, and G. Attached hereto as Exhibit 4 is a true and correct copy of a January 6, 2005, letter from ICC Capital Management to Household Defendants' counsel Joshua Newville.

7. On December 7, 2004, Eric Feiler of Hunton & Williams, counsel for Thompson Siegel & Walmsley, called me regarding the subpoena served on his client and requested a copy of the complaint and answer in this action. Mr. Feiler informed me that his client was gathering responsive documents and that they should be able to meet the December 20, 2004, deadline. He stated that some of the requested documents might be proprietary, and I informed him that there was a protective order in this case that may need to be modified in order for third-party documents to be protected.

8. Several meet and confer teleconferences took place between counsel for the Household Defendants and counsel for Plaintiffs regarding the third-party subpoenas between December 9, 2004 and January 7, 2005. On December 9, 2004, Josh Newville, Josh Greenblatt, and I met and conferred with PACE through counsel Azra Mehdi, Monique Winkler, and Luke Brooks. Counsel for PACE informed the Household Defendants that, in their view, the information sought pursuant to the third-party subpoenas was relevant only to class issues and that such issues were no longer relevant given the Class Stipulation in the matter. The Household Defendants disagreed, and expressed the view that the information sought was relevant to the merits of the case, such as whether PACE would be able to show reliance, and that the Class Stipulation permitted the parties to make any and all arguments regarding the merits of the case. Moreover, the Household Defendants indicated that the information sought was necessitated by Ms. Wieck's deposition testimony.

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9. On December 16, 2004, Craig Kesch, Josh Newville and I met and conferred with Plaintiffs through Sylvia Sum and Monique Winkler regarding the third-party subpoenas. During this meet and confer, I stated that the Household Defendants would consider withdrawing all third-party subpoenas where the third party had communicated to the Household Defendants that it had not executed any trades of Household, Beneficial, or HSBC securities on behalf of PACE during the Class Period.

10. The Household Defendants have withdrawn the subpoenas for Shields Associates, Thompson Financial, and Highland Capital Management, L.P., who informed Household that PACE was never a client. *See* Winkler Exs. B, C. Attached hereto as Exhibit 5 is a true and correct copy of a January 24, 2005, letter from Joshua Newville to Kevin Ciavarra of Highland Capital Management, L.P.

11. On January 7, 2005, I met and conferred with Plaintiffs through counsel Azra Mehdi. I proposed the following compromise: that the Household Defendants would hold in abeyance the subpoenas for advisors who did not have documents evidencing trades in Household, Beneficial, or HSBC on behalf of PACE, so long as Lead Plaintiffs agreed not to challenge the remaining subpoenas. This proposed compromise would have permitted six of the subpoenas to go forward. Lead Plaintiffs refused this compromise and informed the Household Defendants that they would move the Court for relief.

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12. Attached hereto as Exhibit 6 is a true and correct copy of a January 12, 2005, letter from me to Azra Mehdi, requesting that PACE amend its interrogatory responses to correct existing inaccuracies.

13. Attached hereto as Exhibit 7 is a true and correct copy of a January 14, 2005, letter from Luke Brooks to me, informing the Household Defendants that PACE would not correct its interrogatory responses with respect to the investment advisors of PACE at this time.

14. Attached hereto as Exhibit 8 are true and correct copies of objections and responses of third-parties Alliance Capital Management L.P., McMorgan & Company, Independent Fiduciary Services, Inc., Wright Investors' Service, Weaver C. Barksdale & Associates, and Security Asset Management to the subpoenas.

15. PACE has produced documents setting forth its transactions in Household securities during the Class Period. Those documents reflect trading activity prior to March 22, 2001.

16. Plaintiffs' document requests generally seek documents from January 1, 1997, through the date of production. Attached hereto as Exhibit 9 is a true and correct copy of Plaintiffs' First Request For Production Of Documents To Household Defendants, served on May 17, 2004, by Plaintiffs in this matter.

17. During telephonic meet and confer conferences regarding Plaintiffs' document requests, counsel for Plaintiffs and the Household Defendants have discussed the temporal scope of Plaintiffs' requests. As a result, the Household Defendants have agreed that as to certain categories, they will produce documents dated prior to and after the Class Period.

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18. Attached hereto as Exhibit 10 is a November 19, 2004, letter from Lead Plaintiffs' counsel Monique Winkler to Household Defendants' counsel David Owen, Joshua Newville, and Joshua Greenblatt.

19. The Household Defendants are making a rolling production of documents responsive to Plaintiffs' document requests. To date, the Household Defendants have produced more than 2.4 million pages of documents to Plaintiffs.

20. Attached hereto as Exhibit 11 is a true and correct copy of a November 24, 2004, letter from Household Defendants' counsel Craig Kesch to Lead Plaintiffs' counsel Azra Mehdi and Monique Winkler.

21. Attached hereto as Exhibit 12 is a true and correct copy of a December 15, 2004, letter from Lead Plaintiffs' counsel Monique Winkler to Household Defendants' counsel Landis Best and Craig Kesch.

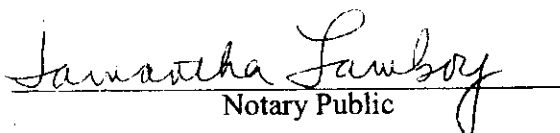
22. The Household Defendants served Amended Responses and Objections to Plaintiffs' First Set of Interrogatories on January 13, 2005, and January 19, 2005.

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23. The Household Defendants and the Plaintiffs continue to have regular meet and confer teleconferences through counsel in an attempt to resolve discovery disputes amicably and to discuss discovery progress generally. On a recent meet and confer teleconference held on January 21, 2005, the parties discussed the Plaintiffs' request for Household organizational charts and Household's production of organizational charts to date. Based upon that conversation and with further guidance from Plaintiffs' counsel, Household agreed to look for and to produce any additional responsive organizational charts.


Landis C. Best

Sworn to before me this
26th day of January, 2005.


Notary Public

SAMANTHA LAMBORY
Notary Public, State of New York
No. 016246615
Qualified in Kings County
Commission Expires March 14, 2006

EXHIBIT 1

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
	Magistrate Judge Nan R. Nolan
vs.)	
HOUSEHOLD INTERNATIONAL, INC., et)	
al.,)	
Defendants.)	

PACE INDUSTRY UNION MANAGEMENT PENSION FUND'S AMENDED
RESPONSES AND OBJECTIONS TO DEFENDANTS HOUSEHOLD
INTERNATIONAL, INC. AND HOUSEHOLD FINANCE CORPORATION'S FIRST
SET OF INTERROGATORIES

Pursuant to Fed. R. Civ. P. 33 and 33.1 of the Local Civil Rules of the United States District Court for the Northern District of Illinois ("Local Civil Rules"), plaintiff PACE Industry Union Management Pension Fund ("PACE") hereby responds and objects to Defendants Household International, Inc. and Household Finance Corporation's First Set of Interrogatories (the "Interrogatories"). All responses contained herein are based only upon such information and documents presently available and specifically known to PACE. Further independent discovery, independent investigation, legal research and analysis may supply additional facts and/or add meaning to the known facts. Moreover, the responses below are given without prejudice to PACE's right at trial or other proceedings to produce evidence of any subsequently discovered fact or facts that may later develop.

GENERAL OBJECTIONS

PACE generally objects to the Interrogatories on the following grounds, each of which is incorporated by reference in the responses to the individual interrogatories below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. PACE objects to the Interrogatories to the extent they seek to impose obligations on PACE beyond those imposed by the Federal Rules of Civil Procedure and the Local Civil Rules.
2. PACE objects to the Interrogatories to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection. Such production as may hereafter occur pursuant to the Interrogatories shall not include any documents protected by such privileges or doctrines. Inadvertent production of any such document is not intended to be, and shall not operate as, a waiver of any applicable privilege, protection, or immunity, in whole or in part.
3. PACE objects to the Interrogatories to the extent they seek information about the merits of the litigation, rather than class certification. Pursuant to the Court's Minute Order of July

26, 2004, discovery relating to class certification is to be completed by September 30, 2004. Further, during the August 30, 2004 status conference, the Court ruled that discovery relating to the merits of the case is stayed until September 30, 2004.

4. PACE objects to the Interrogatories to the extent they seek information about HSBC Holdings, plc. Such information is neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence. Neither HSBC Holdings, plc nor its employees were identified by defendants Household International, Inc. ("Household") and Household Finance Corporation ("HFC") (collectively, the "Household Defendants") in their Initial Disclosures as having discoverable information. No information referring or relating to or concerning HSBC Holdings, plc will be produced.

5. PACE objects to the Interrogatories to the extent that they impose a duty to seek out information and documents which are not in PACE's possession, custody or control. PACE objects to the Interrogatories on the ground of undue burden to the extent the Interrogatories seek information that is equally available to the Household Defendants or information that originated in the Household Defendants' possession, custody or control.

6. PACE objects to the Interrogatories to the extent they seek information that can be found in the pleadings in this or any other action.

7. PACE objects to the Interrogatories to the extent they are overly broad and unduly burdensome.

8. PACE objects to the Interrogatories to the extent that they are vague, ambiguous, complex or confusing as to make a meaningful or complete response impossible.

9. PACE objects to the Interrogatories to the extent they prematurely seek information related to expert(s), expert testimony or opinion at a time when no experts have been designated.

10. PACE objects to the Interrogatories to the extent they fail to state with sufficient particularity the information to be provided.

11. PACE objects to the Interrogatories to the extent that they call for a legal conclusion, a legal argument or constitute a contention discovery request that is premature at this stage of the litigation and is invasive of the attorney work product doctrine.

12. PACE objects to the Interrogatories to the extent they seek information that may be protected by the right to privacy recognized under the United States Constitution, or any other federal or state law.

13. PACE objects to the Interrogatories to the extent they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

14. PACE generally objects to the Definitions to the extent they seek to impose obligations on PACE beyond those imposed by the Federal Rules of Civil Procedure and the Local Civil Rules. PACE further objects to the Definitions to the extent that they are overbroad, vague, ambiguous, compound and render each Interrogatory unintelligible.

15. PACE objects to the definition of "You," "Your," or "plaintiff" to the extent that it includes PACE's predecessors, successors, affiliates, affiliated funds, trustees, PACE International Union, contributing employers, employees, agents, attorneys or any other person acting on behalf of the foregoing entities; and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

16. PACE generally objects to the Instructions to the extent they seek to impose obligations on PACE beyond those imposed by the Federal Rules of Civil Procedure and the Local Civil Rules.

17. PACE objects to the definitions of "Household Securities" and "HSBC Securities" as vague and ambiguous.

18. PACE objects to Instruction No. 1 to the extent it calls for the disclosure of information from a period other than October 23, 1997 to October 11, 2002. Any response to the Interrogatories will be limited to the period between October 23, 1997 and October 11, 2002 ("Class Period").

19. PACE objects to Instruction Nos. 2, 4, 5, 6 and 7 to the extent they seek to impose obligations on PACE beyond those imposed by the Federal Rules of Civil Procedure and the Local Civil Rules and because they are unduly burdensome.

20. PACE objects to Instruction No. 3 to the extent that it calls for the disclosure of information protected by the attorney-client privilege and/or the attorney work product doctrine. PACE further objects to Instruction No. 3 to the extent that it imposes a duty to seek out information which is not in PACE's possession, custody or control.

21. PACE's decision to provide information, notwithstanding the objectionable nature of any of the Interrogatories themselves, should not be construed as: (a) an admission that the material is relevant; (b) a waiver of the General Objections or the objections asserted in response to a specific interrogatory; or (c) an agreement that an interrogatory for similar information in this or any other related proceedings will be treated in a similar manner.

22. In responding to the Interrogatories, PACE does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:

- (a) all objections as to the competency, relevancy, materiality and admissibility of any interrogatory, PACE's response or the subject matter;
- (b) all objections as to vagueness, ambiguity or other infirmity in the form of the Interrogatories and any objections based on the undue burden imposed by the Interrogatories;
- (c) all rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;

(d) all rights to object on any ground to any further document requests or interrogatories or other discovery requests involving or related to the subject matter of the Interrogatories;

(e) the right to supplement responses to the Interrogatories prior to trial; and

(f) any and all privileges and/or rights under the applicable rule under the Federal Rules of Civil Procedure or other statutes, guidelines or common law.

23. The failure to object on a particular ground or grounds shall not be construed as a waiver of PACE's right to object on any additional grounds.

24. PACE reserves the right to supplement and/or amend the specific objections and responses set forth below.

SPECIFIC OBJECTIONS AND RESPONSES TO INTERROGATORIES

INTERROGATORY NO. 1:

Identify which department, personnel, outside advisors, or securities brokers were involved in monitoring, purchasing, maintaining or selling Household Securities or HSBC Securities.

RESPONSE TO INTERROGATORY NO. 1:

PACE incorporates the General Objections above as if set forth herein. PACE further objects to this interrogatory on the grounds that it is compound, vague, ambiguous, overly broad, and unduly burdensome. PACE further objects to this interrogatory to the extent that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. PACE further objects because this interrogatory seeks information concerning non-Household securities, which is neither relevant to the subject matter of this litigation nor reasonably calculated to lead to the discovery of admissible evidence. PACE further objects to this interrogatory because it seeks to impose upon PACE a duty to seek out information and documents which are not in PACE's possession custody or control. This interrogatory as propounded requires PACE to ascertain

information relating to the monitoring, purchasing, maintaining or selling of Household securities for persons other than PACE. Subject to and without waiving the foregoing specific and general objections, PACE responds as follows:

Between October 23, 1997 to October 11, 2002, the following entities served as outside advisors to PACE with respect to Household securities:

- (a) Morgan & Company;
- (b) AllianceBernstein/Shields Asset Management, Inc.;
- (c) Thompson, Siegel & Walmsley, Inc.;
- (d) Independent Fiduciary Services, Inc.;
- (e) Batterymarch Financial Management, Inc.;
- (f) ICC Capital Management, Inc.;
- (g) Security Asset Management;
- (h) Weaver C. Barksdale & Associates;
- (i) First Tennessee Investment Management, Inc.;
- (j) Valenzuela Capital Partners, LLC;
- (k) Wright Investors' Service; and
- (l) The Bank of New York.

INTERROGATORY NO. 2:

Identify all communications, correspondence, or the memorialization of any conversation between or among You and putative class members in this action or in any other securities class action.

RESPONSE TO INTERROGATORY NO. 2:

PACE incorporates the General Objections above as if set forth herein. PACE further objects to this interrogatory on the grounds that it is harassing, overly broad, compound, unduly burdensome and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. PACE further objects because this interrogatory calls for disclosure of information protected by the attorney work product doctrine and/or the attorney-client privilege.

INTERROGATORY NO. 3:

State the full factual basis to support the claim that it would be inefficient or impracticable for putative class members to litigate or arbitrate their purported claims on an individual basis.

RESPONSE TO INTERROGATORY NO. 3:

PACE incorporates the General Objections above as if set forth herein. PACE objects to the interrogatory as vague and ambiguous and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. PACE further objects to this interrogatory because it calls for a legal conclusion. In addition, PACE objects to this interrogatory because it is premature in that it seeks facts that are subject to ongoing or future discovery – including information to be obtained during the depositions of, and document production by Household, HFC, the individual defendants and various third parties – or expert opinion.

Subject to and without waiving the foregoing objections, PACE refers defendants to the [Corrected] Amended Consolidated Class Action Complaint and Plaintiffs' Memorandum of Law in Support of Motion for Class Certification. Discovery of this matter is ongoing. PACE reserves the right to supplement this response.

INTERROGATORY NO. 4:

State the full factual basis to support the claim that You can fairly and adequately protect the interests of the class.

RESPONSE TO INTERROGATORY NO. 4:

PACE incorporates the General Objections above as if set forth herein. PACE objects to the interrogatory as vague and ambiguous, harassing, overly broad, unduly burdensome, and without reasonable limitation in its scope. PACE further objects to this interrogatory because it calls for a legal conclusion. In addition, PACE objects to this interrogatory because it is premature to the extent it seeks facts that are subject to ongoing or future discovery – including information to be obtained during the depositions of, and document production by Household, HFC, the individual defendants and various third parties – or expert opinion. Subject to and without waiving the

foregoing objections, PACE's response to facts supporting PACE's adequacy to represent the class in this action include the following:

PACE is a multi-employer, collectively bargained Taft-Hartley Defined Benefit plan that is administered and overseen by a joint board of trustees appointed by PACE International Union and contributing employers. Currently, the fund administers over \$3.5 billion of pension and retirement benefits for 75,000 plan participants, including paper, pulp and board mills workers and refinery workers from the Oil, Chemical & Atomic Workers Union that merged with the PACE International Union in 2000. The PACE International Union has over 250,000 members in the United States and Canada. During the Class Period, PACE purchased \$3,320,000 face amount worth of HFC debt securities and 278,700 shares of Household stock, and suffered damages thereby.

PACE selected highly experienced and competent counsel to prosecute this case on behalf of the class, which was approved by the Court. The adequacy of counsel is evidenced by the significant efforts that went into the drafting of the Complaint and briefing resulting in the denial of the defendants' motion to dismiss the Complaint.

PACE is prosecuting this case so as to serve and protect the interests of the class by seeking to obtain the largest recovery possible for the benefit of the class.

PACE has monitored and directed this litigation by continuing to confer regularly with counsel and the other lead plaintiffs, and by reviewing pleadings. PACE is also overseeing the effort to certify a class in this action and will continue to supervise counsel in preparing this case for trial.

PACE's interests are consistent, and do not conflict, with the interests of the class. When plaintiff was appointed by the Court as lead plaintiff, neither defendants nor any class members alleged that plaintiff had any interests that conflict with those of the class.

PACE will only be compensated from any recovery in this case in the same manner and by the same proportion as other members of the class. Any settlement is subject to court approval.

INTERROGATORY NO. 5:

State whether You are seeking to certify a purported statewide, nationwide, or worldwide class action.

RESPONSE TO INTERROGATORY NO. 5:

PACE incorporates the General Objections above as if set forth herein. PACE further objects to this interrogatory on the grounds that the terms "statewide class action," "nationwide class action" and "worldwide class action" are vague, ambiguous and unintelligible. Subject to and without waiving the foregoing specific and general objections, PACE responds as follows:

Plaintiffs seek to certify this action as a class action pursuant to Fed. R. Civ. P. 23(a) and 23(b)(3) on behalf of a Class defined as: all persons and entities who purchased or otherwise acquired publicly traded securities of Household during the period beginning October 23, 1997 through and including October 11, 2002, including all persons or entities who purchased or otherwise acquired debt securities of HFC, a wholly owned subsidiary of Household, pursuant to registration statements which became effective on or after August 19, 1999, or in the secondary market. Excluded from the class plaintiffs seek to certify are: (i) defendants; (ii) members of the family of each individual defendant; (iii) any entity in which any defendant has a controlling interest; (iv) officers and directors of Household or HFC, including their subsidiaries and affiliates; and (v) the legal representatives, heirs, successors, or assigns of any such excluded party.

INTERROGATORY NO. 6:

Identify all persons who provided information that was considered or used in responding to these Interrogatories.

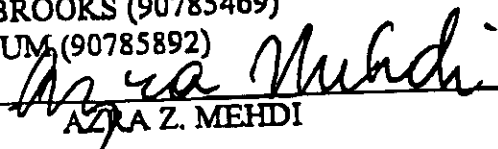
RESPONSE TO INTERROGATORY NO. 6:

PACE incorporates the General Objections above as if set forth herein. PACE further objects to this interrogatory because it is vague and ambiguous with respect to the term "considered" and

seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. PACE further objects because this interrogatory calls for disclosure of information protected by the attorney work product doctrine and/or the attorney-client privilege.

DATED: September 17, 2004

LERACH COUGHLIN STOIA GELLER
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PATRICK J. COUGHLIN (90785466)
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Attorneys for Plaintiff

DECLARATION OF SERVICE BY FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on September 17, 2004, declarant served by facsimile the **PACE INDUSTRY UNION MANAGEMENT PENSION FUND'S AMENDED RESPONSES AND OBJECTIONS TO DEFENDANTS HOUSEHOLD INTERNATIONAL, INC. AND HOUSEHOLD FINANCE CORPORATION'S FIRST SET OF INTERROGATORIES** to the parties listed on the attached Service List.

3. That there is a regular communication by facsimile between the place of origin and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of September, 2004, at San Francisco, California.



MONINA O. GAMBOA

EXHIBIT 2

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

LAWRENCE E. JAFFE PENSION PLAN, On
Behalf of Itself and All Others Similarly
Situated.

Plaintiff,

VS.

HOUSEHOLD INTERNATIONAL, INC., et al.,

Defendants.

Lead Case No: 02-C-5893
(Consolidated)

CLASS ACTION

Judge Ronald A. Guzman
Magistrate Judge Nan R. Nolan

PLEASE TAKE NOTICE THAT pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, defendants Household International, Inc. ("Household") and Household Finance Corporation ("HFC") will take the deposition of plaintiff PACE Industry Union Management Pension Fund ("PACE") on the topics listed below. The deposition will commence on September 13, 2004 at 9:00 a.m. and continue from day-to-day until completed.

The deposition will be taken at the offices of Eimer Stahl Klevorn & Solberg, 224 S. Michigan Avenue, Suite 1100, Chicago, Illinois 60604, (312) 660-7628, and will be recorded by stenographic and videographic means.

Pursuant to Rule 30(b)(6), plaintiff PACE is required to designate one or more officers, directors, managing agents or other persons who consent to testify on its behalf, about the topics listed below that are known or reasonably available to plaintiff. Please notify us of the identity of the person(s) designated to testify for each topic listed below pursuant to this notice no later than five (5) days prior to the deposition.

DEFINITIONS

For purposes of this notice, the following words will have the meanings indicated below:

1. "Complaint" means the Corrected Amended Consolidated Class Action Complaint in this action, dated March 7, 2003.
2. "Household Securities" means any security issued by Household, HFC, or any affiliate of Household or HFC, including but not limited to equity securities, debt securities, and derivative instruments, whether purchased long or sold short.
3. "HSBC Securities" means any security issued by HSBC Holdings, plc, including but not limited to HSBC American Depositary Shares, equity securities, debt securities, and derivative instruments, whether purchased long or sold short.
4. "You," "your," or "plaintiff" means PACE and any of its predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director employee, agent, attorney or any person who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

DEPOSITION TOPICS

1. Your appropriateness as a class representative.
2. Your ability to fairly and adequately protect the interests of the proposed class.
3. Any common interests between you and other members of the proposed class.

4. Your participation in commencing this litigation (from the date the alleged misconduct was discovered to the date this action was commenced).

5. The allegations set forth in the Complaint.

6. Any class action litigation in which you have elected or attempted to opt out of or otherwise avoided membership in a certified plaintiff class, or have commented on or objected to any aspect of a proposed disposition of an action in which a class has been certified.

7. Communications between you or any other plaintiff and your attorneys concerning representation of the proposed class, including but not limited to, any communications with lead counsel prior to their retention as attorneys for each of the plaintiffs in connection with this action.

8. Any relationship(s) either personal or professional (excluding the attorney-client relationship in this action), between you or any other plaintiff and any member, principal, representative, employee, or agent of any law firm representing the plaintiffs in this action.

9. Any interests currently or previously held, whether for yourself or on behalf of another person or entity, in Household Securities or HSBC Securities, from January 1, 2002 until the present.

10. Any purchases, sales, gifts, or any other acquisitions or dispositions of any kind whatsoever by you of any Household Securities or HSBC Securities, whether such purchases, sales, gifts, or any other acquisitions or dispositions were for your account or on behalf of another person or entity, including but not limited to, documents concerning any transactions in Household Securities or HSBC Securities by you acting as an investment advisor or manager.

11. Any information concerning ratings, investment advice, or recommendations concerning Household Securities or HSBC Securities that you may have reviewed or received.

12. Your process for making investment decisions including but not limited to the review of public filings, newspaper articles, or analyst reports.

13. The analytical process you engaged in before purchasing any Household Securities or HSBC Securities or while holding any Household Securities or HSBC Securities including but not limited to any study, report, or memorandum prepared for or by you or reviewed by you relating to the consumer financing industry including without limitation the non-prime or the subprime lending industry.

14. Any evaluations, reports, reviews, or analyses of the performance of Household Securities or HSBC Securities you conducted, caused to be conducted, or reviewed

15. Your procedure for monitoring any press releases or public statements, media, internet, or news coverage concerning any entity in which you have or had invested including but not limited to Household Securities or HSBC Securities.

16. The procedure or process pursuant to which you select or have selected publicly traded securities for purchase or sale including but not limited to Household Securities or HSBC Securities.

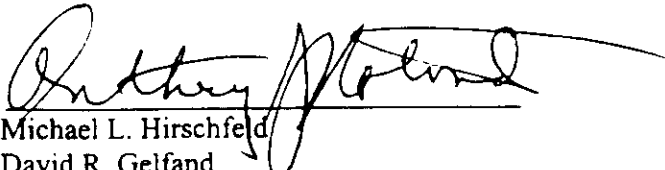
17. The procedure or process pursuant to which you approve or have approved publicly traded securities for purchase or sale including but not limited to Household Securities or HSBC Securities.

18. If you do not make all of your investment decisions, the procedure, process, criteria, or guideline by which you select or have selected any investment advisor or money manager.

Dated: August 10, 2004

MILBANK, TWEED, HADLEY & McCLOY LLP

By:



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-and-

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*Attorneys for Defendants Household International, Inc. and
Household Finance Corporation*

EXHIBIT 3

CONFIDENTIAL

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

LAWRENCE E. JAFFE PENSION PLAN,)
on Behalf of Itself and all)
Others Similarly Situated,) Lead Case No.
Plaintiff,) 02-C-5893
-vs-) (Consolidated)
HOUSEHOLD INTERNATIONAL, INC.,) CLASS ACTION
et al.,)
Defendants.)

THIS TRANSCRIPT CONTAINS CONFIDENTIAL MATERIAL

The videotaped 30(b)(6) deposition of
PACE by MARIA WIECK, called for examination, taken
pursuant to the Federal Rules of Civil Procedure of
the United States District Courts pertaining to the
taking of depositions, taken before ELIZABETH A.
HONDROS, a Notary Public within and for the County
of Cook, State of Illinois, and a Certified
Shorthand Reporter of said state, at Suite 1100, 224
South Michigan Avenue, Chicago, Illinois, on the
24th day of September, A.D. 2004, at 9:22 a.m.

ORIGINAL

CONFIDENTIAL

1 PRESENT:

2 LERACH, COUGHLIN, STOIA, GELLER, RUDMAN &
3 ROBBINS, LLP,

4 (100 Pine Street, Suite 2600,
5 San Francisco, California 94111,
6 415-288-4545), by:

7 MS. AZRA Z. MEHDI,

8 MR. RANDALL BARON, and

9 MS. MONIQUE WINKLER,

10 appeared on behalf of the Plaintiff and
11 the Deponent;

12
13 CAHILL GORDON & REINDEL, LLP,

14 (80 Pine Street,
15 New York, New York 10005,
16 212-701-3406), by:

17 MR. THOMAS J. KAVALER,

18 -and-

19 EIMER STAHL KLEVORN & SOLBERG, LLP,
20 (224 South Michigan Avenue, Suite 1100,
21 Chicago, Illinois 60604,
22 312-660-7628), by:

23 MR. ADAM B. DEUTSCH,

24 -and-

1 PRESENT: (Continued)

2
3 HOUSEHOLD,

4 (2700 Sanders Road,

5 Prospect Heights, Illinois 60070,

6 847-564-6312), by:

7 MS. ABRA C. SIEGEL, SR. COUNSEL,

8 appeared on behalf of The Household

9 Defendants.

10
11 MAYER, BROWN, ROWE & MAW, LLP,

12 (190 South LaSalle Street,

13 Chicago, Illinois 60603,

14 312-782-0600), by:

15 MS. LUCIA NALE and

16 MR. MARK D. BROOKSTEIN,

17 appeared on behalf of Arthur Andersen.

18
19 ALSO PRESENT:

20 MR. BRIAN FALK, Videographer with Esquire

21 Deposition Services.

22
23 REPORTED BY: ELIZABETH A. HONDROS, C.S.R.,

24 Certificate No. 84-4241

1 THE VIDEOGRAPHER: We are going on the video
2 record at 9:22 a.m.. My name is Brian Falk. I am
3 the videographer in association with Esquire
4 Deposition Services. My address is 155 North
5 Wacker, Chicago, Illinois. The court reporter is 09:1
6 Elizabeth Hondros of Esquire Deposition Services.
7 This will be the videotaped deposition of Maria
8 Wieck taking place on Friday, September 24, 2004, at
9 224 South Michigan, 11th floor, Chicago, Illinois.

10 This deposition is being taken in the 09:2
11 matter of Lawrence Jaffe Pension Plan on behalf of
12 itself and others similarly situated, versus
13 Household International Incorporated, et al., in the
14 U.S. District Court for The Northern District of
15 Illinois, Eastern Division, case number 02 C 5893. 09:2

16 This deposition is being taken on behalf
17 of the defendant. The party whose instance this
18 deposition is being recorded on an audiovisual
19 recording device is the defendant.

20 Will counsel now please announce their 09:2
21 appearances for the record?

22 MS. MEHDI: Azra Mehdi with Lerach, Coughlin,
23 Stoia, Geller, Rudman & Robbins for lead plaintiffs
24 and for the witness here.

1 MR. BARON: Randall Baron with Lerach,
2 Coughlin for lead plaintiff and the witness.

3 MS. WINKLER: Monique Winkler of Lerach,
4 Coughlin for lead plaintiff and the witness.

5 MR. DEUTSCH: Adam Deutsch on behalf of the
6 Household defendants.

7 MR. KAVALER: Thomas J. Kavalier, Cahill Gordon
8 & Reindel, LLP, for the Household Defendants.

9 MS. NALE: Lucia Nale, Mayer, Brown, Rowe &
10 Maw for Arthur Andersen.

11 MR. BROOKSTEIN: Mark Brookstein from Mayer,
12 Brown, Rowe & Maw on behalf Arthur Andersen.

13 THE VIDEOGRAPHER: Will our court reporter now
14 swear in the witness, please?

15 (WHEREUPON, the witness was duly
16 sworn.)

17 THE VIDEOGRAPHER: Please proceed.

18 MARIA WIECK,
19 called as a witness herein, having been first duly
20 sworn, was examined and testified as follows:

21 EXAMINATION

22 BY MR. KAVALER:

23 Q. Good morning, Ms. Wieck. My name is Tom
24 Kavalier, and I'm going to be asking you some

CONFIDENTIAL

1 questions today.

2 Have you had your deposition taken
3 before?

4 A. Yes.

5 Q. So you know the drill?

6 A. Yes.

7 Q. Okay, so we'll get right into it.

8 By whom are you employed?

9 A. The PACE Industry Union Management
10 Pension Fund.

11 Q. And what is your position or title with
12 PACE?

13 A. Administrative officer.

14 Q. And what does that mean? Are you the
15 senior -- tell me what your duties are.

16 A. My duties are to administer the daily
17 operations of the fund.

18 Q. Who do you report to?

19 A. The board of trustees.

20 Q. So there's no executive senior to you?

21 A. I'm sorry?

22 Q. There is no executive senior to you?

23 A. No.

24 Q. And who reports to you?

CONFIDENTIAL

1 Fund. And their costs or their time is allocated to
2 the funds based on the cautionary agreement.

3 Q. Is PACE an acronym?

4 A. Yes.

5 Q. What does it stand for?

6 A. Paper Allied Industrial Chemical and
7 Energy.

8 Q. And of the various people who report to
9 you, is one or more of them responsible for making
10 investment decisions?

09:2

11 A. No.

12 Q. Who makes the investment decisions?

13 A. The investment decisions are made by
14 individual investment managers.

15 Q. And where do they fall on this chart?

09:2

16 A. They're not employees. That chart is --

17 Q. I see. They're external investments?

18 A. Yes.

19 Q. Professional investment managers?

20 A. Yes.

09:2

21 Q. Give me an example of who we are talking
22 about here.

23 A. Bank of New York.

24 Q. Okay. So they're professional money

CONFIDENTIAL

1 managers?

2 A. Yes.

3 Q. And PACE has a contract with one or more
4 of them?

5 A. Yes.

6 Q. How many at the present time?

7 A. Can I take a second?

8 Q. Sure. Take all the time you need.

9 A. Eight.

10 Q. Okay. Now, you know what my next
11 question is going to be, don't you?

12 A. You want to know who they are?

13 Q. Yes, please. How many of them can you
14 name for me?

15 A. The Bank of New York.

16 Q. BONY is one.

17 A. Thompson Siegel.

18 Q. Okay.

19 A. Weaver Barksdale & Associates; Security
20 Asset Management; Alliance Bernstein; Highland
21 Capital; Batterymarch. I may have left them out
22 when I counted eight, seven. Who am I missing? Oh,
23 ICC.

24 Q. Okay. Now, those are the people who

CONFIDENTIAL

1 currently are investment advisors to PACE?

2 A. Yes.

3 Q. And between October 23, 1997, and
4 October 11, 2002, PACE was advised by those
5 people -- some of those people and others?

09:2

6 A. Yes.

7 Q. And the ones who -- I'm going to read
8 you some names. I take it they no longer advise
9 PACE. Let's see if I can do this right.

10 McMorgan & Company?

09:2

11 A. Yes.

12 Q. They do or they don't?

13 A. They do or they don't what?

14 Q. Report to advise PACE.

15 MS. MEHDI: I'm sorry, slower.

09:2

16 THE WITNESS: Okay.

17 MS. MEHDI: Give me a minute to object.

18 Objection to form.

19 BY MR. KAVALER:

20 Q. They do or they don't currently -- let
21 me say it this way: Should they be on your list of
22 eight?

09:2

23 A. No.

24 Q. They stopped -- you no longer deal with

CONFIDENTIAL

1 them?

2 A. No, we don't.

3 Q. Since when?

4 A. I don't know the exact date of
5 termination. It's been within the last 18 months.

09:2

6 Q. Why?

7 A. Performance.

8 Q. What about Independent Fiduciary
9 Services? They advised PACE sometime in that period
10 from '97 to '02?

09:2

11 MS. MEHDI: Objection to form.

12 BY THE WITNESS:

13 A. They advised them, but they're not an
14 individual manager. They're not an -- Independent
15 Fiduciary Services is not a portfolio manager.

09:2

16 BY MR. KAVALER:

17 Q. Okay, what's the difference?

18 A. They're an independent consultant.

19 Q. Okay, are they still an independent
20 consultant?

09:3

21 A. Yes.

22 Q. What about First Tennessee Investment
23 Management? Do you still do business with them?

24 A. Yes.

CONFIDENTIAL

1 Q. And what are they, an advisor?

2 A. Yes, but they're now called Highland
3 Capital.

4 Q. Okay. What about Valenzuela Capital
5 Partners?

09:3

6 A. They're no longer an investment manager.

7 Q. Okay. When did they stop being an
8 investment manager?

9 A. Let's see, 2000 or 2001, but I believe
10 it was 2000.

09:3

11 Q. And why did they stop being an
12 investment manager?

13 A. Performance.

14 Q. And what about Wright Investors'
15 Services?

09:3

16 A. They were a manager, but they're no
17 longer a manager.

18 Q. And they stopped being a manager when?

19 A. I don't recall the exact date.

20 Q. And the reason was?

09:3

21 A. Performance.

22 Q. Okay. So those people, the eight that
23 you named at present, for example, make the
24 investment decisions?

CONFIDENTIAL

1 A. Yes.

2 Q. And maybe I'm not using the right
3 terminology. To whom do they what? Do they report
4 to somebody? Do they inform somebody? Do they
5 advise somebody? In other words, who within PACE
6 oversees the eight of them?

7 MS. MEHDI: Objection to form, compound.

8 You can answer.

9 BY THE WITNESS:

10 A. Well, can you divide the question out
11 again so --

12 BY MR. KAVALER:

13 Q. Sure.

14 PACE has members, right? There are
15 union members that belong to PACE?

16 A. By "PACE," do you mean The Union? Or by
17 "PACE," do you mean the fund?

18 Q. Well, PACE The Union has members. Do
19 you remember union members?

20 A. I'm not sure what you're -- who you're
21 referring to when you're talking about PACE.

22 Q. Whose money is invested by your entity?

23 A. The participants of the PACE Industry
24 Union Management Pension Fund.

1 compound.

2 BY THE WITNESS:

3 A. In a general sense, the individual
4 investment managers make those decisions, in
5 general, to all your questions.

09:3

6 BY MR. KAVALER:

7 Q. And as to a specific stock, you know,
8 the decision to invest or not invest in General
9 Motors, that would be made by the individual
10 investment manager?

09:3

11 A. Yes.

12 Q. Okay. You don't have anything to do
13 with that?

14 A. No.

15 Q. The board doesn't have anything to do
16 with that?

09:3

17 A. No.

18 Q. Is there anybody on this org chart that
19 your counsel has been good enough to furnish us with
20 a copy of who has anything to do with that?

09:3

21 A. No.

22 Q. So there's no one employed by -- when I
23 say "employed by," I mean who gets a paycheck from
24 PACE Industry Union Management Pension Fund who

CONFIDENTIAL

1 given day, BONY isn't selling General Motors while
2 Batterymarch is buying it?

3 MS. MEHDI: Objection to form.

4 BY THE WITNESS:

5 A. No.

09:3

6 BY MR. KAVALER:

7 Q. Have you ever thought about that problem
8 before?

9 A. No.

10 Q. So you don't know -- does the consultant
11 perform that role?

09:3

12 A. No.

13 Q. Who is the consultant?

14 A. Independent Fiduciary Services.

15 Q. What, if any, guidelines does the PACE
16 Industry Union Management Pension Fund give the
17 consultant and the advisors to guide them?

09:3

18 MS. MEHDI: Objection to form.

19 Go ahead and answer.

20 BY THE WITNESS:

21 A. The fund has an investment policy, and
22 each individual manager has investment guidelines.

23 BY MR. KAVALER:

24 Q. Where do the investment guidelines come

CONFIDENTIAL

1 from?

2 MS. MEHDI: Objection, vague as to time.

3 BY MR. KAVALER:

4 Q. Let's start with today.

5 A. I don't understand what you mean by,
6 "Where do they come from?"

7 Q. Are they set by the board of trustees
8 and given to the investment manager? I'll give you
9 several alternatives so you can understand what I'm
10 driving at, and you can tell what the facts are.

11 Are they set by the board of trustees
12 and given to the individual investment manager, or
13 are they set by the -- are they set by the
14 consultant and given to the individual investment
15 manager? Does the individual investment manager
16 have its own guidelines, and that's why you pick
17 that manager? Do they get them, you know, off the
18 Internet every Tuesday? Is there a publication
19 called "Investment Guidelines for Investment
20 Managers Who Serve Pension Funds"? Do you know what
21 I mean?

22 MS. MEHDI: Objection to form, compound.
23 Counsel can decide which question you want the
24 witness to answer.

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1 BY MR. KAVALER:

2 Q. Answer that one.

3 A. Well, I don't think I can remember
4 everything you said. But -- as far as the different
5 scenarios. But the individual investment managers
6 are selected -- I mean the guidelines are selected
7 based on the individual investment managers, why
8 they were selected. So in other words, if they
9 got -- bond guidelines would be used if you select a
10 bond manager. And those guidelines are drafted by
11 the consultant, agreed upon with the manager, and
12 approved by the board of trustees.

13 Q. You say guidelines are selected.
14 Selected by whom?

15 A. They're developed.

16 Q. Between and among the advisor, the
17 consultant, and then eventually approved by the
18 trustees?

19 A. That's correct.

20 Q. Do you have any role in that?

21 A. Other than just making sure that
22 documents get signed and reviewing them, no.

23 Q. No substantive role?

24 A. No.

CONFIDENTIAL

1 Q. Did you ever read anything he wrote?

2 A. No.

3 Q. How about Gary Gilmore and then
4 Mr. Vozar, same questions with regard to them. Did
5 you ever meet them, read anything they wrote, talk
6 to them? 10:1

7 A. No.

8 MS. MEHDI: Objection to form, compound,
9 vague.

10 BY THE WITNESS:

11 A. No.

12 BY MR. KAVALER:

13 Q. Why is Arthur Andersen a defendant in
14 this case?

15 A. Arthur Andersen is a defendant in the 10:2
16 case because of the -- well, they signed off on --
17 that the financial statements were fairly stated
18 financial statements, and investors relied on those
19 financial statements.

20 Q. Are you one of the investors that relied 10:2
21 on those financial statements?

22 A. Me personally?

23 Q. PACE.

24 A. Well, PACE through its investment

CONFIDENTIAL

1 managers.

2 Q. How do you know?

3 A. How do I know that they relied on public
4 information to make decisions?

5 Q. How do you know what PACE's investment 10:3
6 managers relied on, what PACE's investment managers
7 did?

8 A. I don't.

9 Q. And you certainly did not rely on
10 anything because you did not make any investment 10:3
11 decisions, correct?

12 MS. MEHDI: Objection to form.

13 BY THE WITNESS:

14 A. I don't make investment decisions.

15 BY MR. KAVALER:

16 Q. And not only don't you make the
17 investment decisions, you didn't make the investment
18 decisions involving the buying or selling of
19 Household stock at any time, correct?

20 MS. MEHDI: Objection to form, vague. 10:3

21 BY THE WITNESS:

22 A. I didn't make any investment decisions
23 to buy or sell Household stock.

24 BY MR. KAVALER:

CONFIDENTIAL

1 Do you have any personal knowledge about
2 whether any of those eight named advisors or
3 managers did or did not rely on anything in making
4 investment decisions about Household?

5 THE WITNESS: Can you read that, please? I'm
6 sorry. I just want to make sure I say yes or no,
7 because the going back and forth is --

8 BY MR. KAVALER:

9 Q. I'll do it again.

10 Do you know anything whatsoever about
11 what those people relied on in making investment
12 decisions involving Household, yes or no?

13 MS. MEHDI: Objection to form, vague.

14 BY THE WITNESS:

15 A. No.

16 MS. NALE: And the "no" is no, you know
17 nothing, correct?

18 THE WITNESS: No, I know -- I don't know that
19 they -- right.

20 MR. KAVALER: I understood that.

21 BY MR. KAVALER:

22 Q. Okay.

23 MS. NALE: Sorry about that.

24 MR. KAVALER: Couldn't help yourself.

CONFIDENTIAL

1 fact that that particular piece -- block of stock
2 had acquired a time -- a holding period of some
3 predetermined cause? Do you have any knowledge on
4 those subjects?

5 MS. MEHDI: Objection to form, vague,
6 compound.

7 BY THE WITNESS:

8 A. No.

9 BY MR. KAVALER:

10 Q. Let's look at one of the later
11 transactions. Look at October 16, 2001. According
12 to this certification, Household -- I'm sorry, PACE
13 sold 15,500 shares of Household for \$55.61 per share
14 on October 16, 2001.

15 Do you see that?

16 A. Yes.

17 Q. Why?

18 A. I don't know.

19 Q. Would the same be true for all the other
20 entries here for sales, that you don't know why the
21 transaction was made?

22 MS. MEHDI: Objection to form.

23 BY THE WITNESS:

24 A. Yes, it's true that I don't know how

CONFIDENTIAL

1 they were made.

2 BY MR. KAVALER:

3 Q. And for all of the purchases, you don't
4 know what, if anything, was relied on in making the
5 purchase?

10:5

6 MS. MEHDI: Objection to form, vague.

7 BY THE WITNESS:

8 A. I don't know.

9 BY MR. KAVALER:

10 Q. And, indeed, you don't even know who
11 made the decision to make those purchases, do you?

10:5

12 A. No.

13 Q. It could have been one of the eight
14 investment advisors -- managers, rather, we talked
15 about earlier, or it could have been some of the
16 people we talked about earlier who used to be an
17 investment manager, but are no longer an investment
18 manager?

10:5

19 MS. MEHDI: Objection to form, vague.

20 BY MR. KAVALER:

21 Q. Correct?

22 A. I think that's correct.

23 Q. Are these all shares of common stock of
24 Household on Schedule A?

CONFIDENTIAL

1 MS. MEHDI: Objection to form, calls for a
2 legal conclusion.

3 BY THE WITNESS:

4 A. Yeah, I don't know.

5 BY MR. KAVALER:

6 Q. Okay. Do you understand this
7 certification to contain a comprehensive listing of
8 all of PACE's transactions in securities of
9 Household during the class period?

10 MR. MEHDI: Objection to form, vague as to
11 time. The witness has already testified she did not
12 put this document together.

13 If you can answer, go ahead.

14 BY THE WITNESS:

15 A. I don't know.

16 BY MR. KAVALER:

17 Q. Do you know whether this -- and let me
18 pick up on that.

19 Your testimony is this document is put
20 together by Lerach Coughlin?

21 A. Yes.

22 Q. Do you know whether this document
23 purports to report all of the transactions of PACE
24 in Household securities during the class period?

11:0

11:0

11:0

CONFIDENTIAL

1 MS. MEHDI: Objection to form, vague.

2 BY THE WITNESS:

3 A. I don't know.

4 BY MR. KAVALER:

5 Q. Now, the class period began, you 11:0
6 testified earlier, sometime in 1997, correct?

7 A. Yes.

8 Q. The first acquisition reflected on here
9 is March of -- March 22, 2001.

10 Do you see that? 11:0

11 A. Under -- I'm sorry. Did you say -- the
12 first transaction what?

13 Q. The first acquisition reflected on
14 Schedule A is March 22, 2001, correct?

15 A. Yes. 11:0

16 Q. Does that mean there were no
17 acquisitions by PACE of any Household securities at
18 any time from 1997 through March 22, 2001?

19 MS. MEHDI: Objection to form, vague.

20 BY THE WITNESS:

21 A. I don't know.

22 BY MR. KAVALER:

23 Q. Were there any acquisitions by PACE of
24 any Household securities at any time between, say,

CONFIDENTIAL

1 January 1, 1997, and March 22, 2001?

2 A. I don't know.

3 Q. Who would know?

4 A. Individual investment managers.

5 Q. Which ones?

6 A. Whoever bought them.

7 Q. You don't know that either?

8 A. No.

9 Q. You can't tell me which of the -- in
10 other words, if I wanted to find out the answer to
11 that, you're telling me I'd have to ask the
12 individual investment manager who bought it,
13 correct?

14 MS. MEHDI: Objection to form.

15 BY THE WITNESS:

16 A. Yes, you'd have to ask the individual
17 investment manager.

18 BY MR. KAVALER:

19 Q. And if I asked you which individual
20 investment advisor of the eight current ones and
21 three or four former ones who might have done it,
22 you would tell me I'd have to ask them that as well
23 because you don't even know which one bought it,
24 right?

1 A. No.

2 Q. No, you do know?

3 A. Say the question again.

4 Q. Sure.

5 You just told me that to find out
6 whether or not Household stock was purchased or --
7 withdrawn.

11:0

8 You just told me that the way I can find
9 out whether -- withdrawn.

10 You just told me that in order to find
11 out what Household securities, if any, PACE
12 purchased between January 1, 1997, and March 22,
13 2001, I have to ask one of the investment advisors
14 who made the transaction, correct?

11:0

15 A. That's correct, or the custodian.

11:0

16 Q. And, secondly, if I ask you which of the
17 investment advisors, you don't know which one. And
18 the universe that I can pick from is at least the
19 eight current ones and also the three or four that
20 you identified earlier as formerly investment
21 managers, correct?

11:0

22 A. Yes.

23 Q. Now, you mentioned the custodian. Who's
24 the custodian?

CONFIDENTIAL

1 knowledgeable than you?

2 A. No.

3 Q. And you know what you told me today?

4 A. Yes.

5 Q. Are you the person at PACE most
6 knowledgeable about PACE's procedure, process,
7 criteria, or guidelines by which it selects or has
8 selected any investment advisor or money manager?

11:0

9 MS. MEHDI: Objection to form, vague,
10 compound.

11 Go ahead and answer.

12 BY THE WITNESS:

13 A. Yes.

14 BY MR. KAVALER:

15 Q. Are you the person at PACE most
16 knowledgeable about the analytical process PACE
17 engaged in before purchasing any Household
18 securities or HSB securities or while holding any
19 Household securities or HSB securities, including,
20 but not limited to, any study, report, or memorandum
21 prepared by you, PACE, or reviewed by you, PACE,
22 relating to the consumer financing industry,
23 including, without limitation, the nonprime or the
24 subprime lending industry?

11:0

11:0

CONFIDENTIAL

1 MS. MEHDI: Objection to form, vague,
2 unintelligible.

3 To the extent you understood that.

4 BY THE WITNESS:

5 A. Well, I'm the person most knowledgeable 11:0
6 because we didn't do any of that. I mean PACE
7 itself doesn't. It's individual -- it's delegated
8 to individual investment managers.

9 BY MR. KAVALER:

10 Q. Just so I'm clear, no one at PACE knows 11:1
11 more about that subject than you do, correct?

12 A. That's correct.

13 Q. And what you know is that PACE doesn't
14 do any of that by itself. It delegates it out?

15 A. Yes. 11:1

16 Q. And it delegates it out to the universe
17 of investment managers and consultants you
18 identified on this record earlier today?

19 A. Yes.

20 Q. And among that universe, you don't know 11:1
21 which one of them did what?

22 A. Yes.

23 Q. And among them, you can't even tell me
24 which one of them I should ask because you don't

CONFIDENTIAL

1 know which one of them considered an investment
2 Household, which one made an investment in
3 Household, and which one didn't; is that correct?

4 MS. MEHDI: Objection to form, compound,
5 vague, asked and answered.

6 Go ahead and answer again.

7 BY THE WITNESS:

8 A. Can you just start the beginning part
9 again so I can understand whether I need to say yes
10 or no?

11 BY MR. KAVALER:

12 Q. The answer is you need to say correct.

13 MR. KAVALER: But go ahead.

14 (WHEREUPON, the record was read by
15 the reporter as requested.)

16 BY THE WITNESS:

17 A. Correct.

18 BY MR. KAVALER:

19 Q. Are you the person at PACE most
20 knowledgeable about any evaluations, reports,
21 reviews, or analyses of the performance of Household
22 securities or HSBC's securities which PACE
23 conducted, caused to be conducted, or reviewed?

24 MS. MEHDI: Objection to form, vague.

11:1

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1 BY THE WITNESS:

2 A. Yes, I'm the person, given the
3 perimeters I've discussed.

4 BY MR. KAVALER:

5 Q. And, again, that means you know more 11:1
6 about that than anybody else at PACE, correct?

7 A. Correct.

8 Q. And what you know about it is that you
9 don't know anything about it. It is all delegated
10 out to the various investment advisors and 11:1
11 consultants you identified earlier?

12 A. Correct.

13 MS. MEHDI: Objection to form.

14 BY MR. KAVALER:

15 Q. And you don't know which particular ones 11:1
16 I should ask that question of, right?

17 MS. MEHDI: Objection to form, asked and
18 answered.

19 BY THE WITNESS:

20 A. You asked two questions, so -- 11:1

21 BY MR. KAVALER:

22 Q. And since you don't know anything about
23 it and you just know that I should -- you're telling
24 me if I need to know the answer to that question, I

CONFIDENTIAL

1 have to speak to the various managers and
2 consultants you identified earlier today, correct?

3 A. Yes.

4 Q. And as among them, you don't know which
5 ones I should talk to, correct? 11:1

6 MS. MEHDI: Objection to form, asked and
7 answered.

8 BY THE WITNESS:

9 A. Correct.

10 BY MR. KAVALER:

11 Q. Are you the person at PACE most
12 knowledgeable about PACE's procedure for monitoring
13 any press releases or public statements, media,
14 Internet, or news coverage concerning any entity in
15 which you have or had invested, including, but not 11:1
16 limited to, Household's securities or HSBC's
17 securities?

18 MS. MEHDI: Objection to form, vague,
19 unintelligible. If you understood it, go head and
20 answer.

21 BY THE WITNESS:

22 A. Correct.

23 BY MR. KAVALER:

24 Q. You are the person most knowledgeable on

CONFIDENTIAL

1 that subject at PACE?

2 A. With the same caveat that it's all
3 delegated to.

4 Q. Right. Just so we're clear, I need to
5 make a record here in each case.

11:1

6 You're the person most knowledgeable on
7 that subject at PACE. That is, you're telling me no
8 one at PACE knows more about that than you do,
9 correct?

10 A. Correct.

11:1

11 Q. And you don't know anything about that,
12 correct?

13 A. Correct.

14 Q. Because it is all delegated to other
15 people, correct?

11:1

16 A. Correct.

17 Q. And you can't tell me which other people
18 it's delegated to, except to say they're among the
19 people whose names you gave me earlier, correct?

20 A. Correct.

11:1

21 Q. Are you the person at PACE most
22 knowledgeable about PACE's procedure or process
23 pursuant to which it selects or has selected
24 publically-traded securities for purchase or sale,

1 including, but not limited to, Household securities
2 or HSBC securities?

3 MS. MEHDI: Objection to form.

4 Can you repeat the question slowly,
5 please?

11:1

6 MR. KAVALER: You forgot to say it's
7 unintelligible and vague.

8 MR. BARON: She'll do that after it's repeated
9 to her slower.

10 (WHEREUPON, the record was read by
11 the reporter as requested.)

12 MS. MEHDI: Objection to form.

13 Go ahead and answer.

14 BY THE WITNESS:

15 A. Correct.

11:1

16 BY MR. KAVALER:

17 Q. By that, you mean no one at PACE knows
18 more about that subject than you do, correct?

19 A. Correct.

20 Q. And you don't know anything about that
21 subject, correct?

11:1

22 A. Correct.

23 Q. And the reason you don't know anything
24 about that subject is PACE delegates that entire

CONFIDENTIAL

1 subject out to one or more of the managers and
2 consultants who you identified earlier today,
3 correct?

4 MS. MEHDI: Objection to form, asked and
5 answered.

6 BY THE WITNESS:

7 A. Correct.

8 BY MR. KAVALER:

9 Q. And you don't know which of those
10 numerous entities I should ask about this subject,
11 correct?

11:1

12 A. Correct.

13 Q. Are you the person at PACE most
14 knowledgeable about PACE's procedure or process
15 pursuant to which it approves or has approved
16 publically-traded securities for purchase or sale,
17 including, but not limited to, Household securities
18 or HSBC securities?

11:1

19 MS. MEHDI: Objection to form, vague, rapidly
20 spoken.

11:1

21 If you understood it, go ahead and
22 answer.

23 BY THE WITNESS:

24 A. Correct.

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1 BY MR. KAVALER:

2 Q. And that means no one at PACE knows any
3 more about that subject than you do, correct?

4 A. That's correct.

5 Q. You don't know anything about that
6 subject, correct?

7 A. That's correct.

8 Q. And the reason is because PACE delegates
9 that entire subject out to various people who are
10 among the numerous managers and consultants you
11 identified earlier today?

12 A. Correct.

13 Q. And you don't know which, if any, of
14 those management -- those managers or consultants I
15 should talk to to get information on that subject,
16 correct?

17 A. Correct.

18 Q. Are you the person at PACE most
19 knowledgeable about any of PACE's investments,
20 purchases, sales, gifts, or devises of Household or
21 HSBC securities?

22 MS. MEHDI: Objection to form, vague.

23 BY THE WITNESS:

24 A. Yes.

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1 BY MR. KAVALER:

2 Q. And that means no one at PACE knows any
3 more about that subject than you do?

4 A. Correct.

5 Q. And you don't know anything about that 11:1
6 subject, correct?

7 A. Correct.

8 Q. Because PACE delegates all of that to a
9 series of outside managers and consultants, whom
10 you've identified earlier today on the record, 11:1
11 correct?

12 A. Correct.

13 Q. And you don't know which of those
14 numerous managers or consultants I need to talk to
15 to find out what the answer is to questions on that 11:1
16 subject matter, correct?

17 A. Correct.

18 Q. Are you the person at PACE most
19 knowledgeable about PACE's -- never mind. We did
20 that. 11:1

21 Are you the person at PACE most
22 knowledgeable about any relationships, either
23 professional or personal, between PACE and any other
24 plaintiffs or any member, principal, representative,

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1 knowledge about where the information on Schedule A
2 comes from?

3 MS. MEHDI: Objection to form, calls for
4 speculation.

5 BY THE WITNESS:

6 A. No.

7 BY MR. KAVALER:

8 Q. At the point of belaboring the obvious,
9 Ms. Wieck, I need to ask a series of very detailed
10 and specific questions about Schedule A line by line 11:4
11 for each of these securities.

12 I need to know the decision-making
13 process that went into the acquisition decision. I
14 need to know the decision-making process that went
15 into the sale decision. I need to know what the 11:4
16 person making that decision considered, what they
17 didn't consider, what they were aware of, what they
18 were not aware of, what they relied on, what they
19 didn't rely on, what the totality of the mix of
20 information they had available to them was. 11:4

21 And I take it if we spend the rest of
22 the day here together, I can't get any of that
23 information from you; is that correct?

24 A. That's correct.

1 Q. Nor is there any person at PACE more
2 knowledgeable than you from whom I can get that
3 information, correct?

4 A. There's nobody more knowledgeable.

5 Q. Including Ms. Bernard who signed the
6 certification?

7 A. Including Ms. Bernard.

8 Q. So I would have to get the information
9 either from Lerach Coughlin or from some combination
10 of the Bank of New York and these various managers
11 and consultants, correct?

12 A. That's correct.

13 Q. PACE wants to be certified by the court
14 as a class representative in this case; is that
15 correct?

16 A. Yes.

17 Q. What is the definition of the class PACE
18 wants to be certified to represent?

19 A. The investors who were involved during
20 the class period with either sales or purchases of
21 the securities.

22 Q. Is it either sales or purchases, or is
23 it both, or is it one, or is it the other, or do you
24 know?

1 consultant, which was Innovest. And they were --
2 you know, they were their investment consultant, who
3 would have been the same type consultant that --
4 what do you call it, that Independent Fiduciary
5 Services is, okay? So that would have been -- they 14:1
6 would -- that would have been the guidelines they
7 would have signed under their watch.

8 So had Venezuela made it to current
9 days -- Valenzuela made it -- now you've got me
10 saying it. Valenzuela made it to current days, they 14:1
11 would have in -- they would have signed another
12 investment guideline agreement that they would have
13 negotiated with our fund through our consultant.

14 Q. And if I were looking to find out, for
15 example, what degree of risk PACE is willing to 14:1
16 undertake in a particular investment, I would look
17 to the guidelines, both the general statement of
18 investment policy, such as Exhibits 3 through 6, and
19 the guidelines for a particular investment manager,
20 which would be included in the investment manager 14:1
21 agreement or the consulting agreement such as
22 Exhibits 7 through 16?

23 A. You mean the risk as the -- the fund as
24 a whole, or you're talking about specifics?

1 Q. Well, what I'm talking about is if
2 Wright Investors' Service is investing for the fund,
3 they -- and I work for Wright and I want to know how
4 much risk my client, the fund, wants to undertake, I
5 would find that guidance in one of these two sets of 14:1
6 guidelines?

7 A. Risk as defined by the guidelines, so
8 risk as to whether it's a stock or a bond. And if
9 you -- if, in fact, you would have had to buy a
10 stock that was rated a certain -- or a bond that was 14:1
11 rated a certain way, that would be included.

12 Q. In the guideline, okay.
13 And who determines those policies, the
14 trustees?

15 A. The trustees approve the policies that 14:1
16 are recommended by the consultant. And the
17 consultant and the individual investment manager
18 negotiate the terms of the policy based on what
19 they're able to do.

20 Q. And how often are they changed? Are 14:1
21 they reviewed periodically, or do they stay in place
22 until they don't work anymore?

23 A. Well, the investment guidelines are
24 designed based on what we've hired a manager to do,

1 Q. And how does PACE decide what styles in
2 investing strategies to include in its overall
3 portfolio?

4 A. It's based on the recommendations of the
5 investment consultant. 14:1

6 Q. And the waiting is also based on the
7 recommendations of consultant?

8 A. That's correct.

9 Q. And who is the consultant?

10 A. Independent Fiduciary Services. 14:1

11 Q. And they employ investment professionals
12 to render this advice to you?

13 A. Yes.

14 MS. MEHDI: Objection to form.

15 BY MR. KAVALER:

16 Q. Go back to tab -- I'm sorry, Exhibit 2,
17 I think it is, the certification. On Schedule A,
18 the bottom half are sales.

19 Do you see that?

20 A. Yes. 14:1

21 Q. When PACE effected these sales of
22 various blocks of Household securities, what steps
23 did it take to ensure that it got the best price
24 available on the day it sold?

1 A. Yes.

2 Q. Okay. So what you now believe is there
3 are additional purchases of debt securities in the
4 class period prior to March 22, 2001?

5 A. There could be.

14:3

6 Q. Could be. That are not reflected on the
7 certification, which is marked as Exhibit 2 at your
8 deposition?

9 A. That's correct.

10 Q. Are there also additional purchases of
11 equity securities that are not reflected on
12 Exhibit 2 of your deposition?

14:3

13 A. There could be.

14 Q. So the -- as you sit here today, the
15 best of your knowledge, there might be additional
16 purchases of both debt and equity securities by
17 PACE -- I'm sorry, start again.

14:3

18 As you sit here today, your best
19 knowledge is is there might be additional purchases
20 by PACE of Household securities, both debt and
21 equity, during the class period that are not
22 reflected on Schedule A of the certification?

14:3

23 A. There could be.

24 Q. And the basis for saying "there could

1 be" is not just the philosophical observation that
2 anything is possible, but you've actually seen
3 documents since that which cause you to believe
4 there might be more transactions than are reported
5 here?

14:3

6 MS. MEHDI: Objection to form, vague.

7 BY THE WITNESS:

8 A. Yeah, I've seen documents with more
9 transactions, yes.

10 BY MR. KAVALER:

11 Q. And as you sit here today, you can't
12 tell me what they are?

13 A. No, I cannot.

14 Q. And what document have you seen?

15 A. As I recall, it's a list. I don't
16 remember if it was an attachment to another document
17 or if it was a list by itself.

14:3

18 Q. When did you see it?

19 A. Well, it could have been any time since
20 March of this year.

14:3

21 Q. Where did you see it?

22 A. It would have been on my desk from --

23 Q. For what purpose did you see it?

24 A. For this litigation.

EXHIBIT 4



January 6, 2005

Mr. Joshua M. Newville
Cahill Gordon & Reindel, LLP
80 Pine Street
New York, NY 10005-1702

Re: Lawrence E. Jaffe Pension Plan, et al. v Household International, Inc., et
al: Lead Case No. 02-C5893

Sir,

After a search of our portfolio records, we were unable to locate any evidence that the Plaintiff referenced in your enclosed subpoena held any of the securities listed in paragraphs 4 or 5 during the period listed in paragraph 9. Should you have any further questions, please call me at the number below.

Sincerely,

Bart McMurry
ICC Capital Management, Inc.

Enclosure

cc. Monique Winkler
Lerach, Coughlin



**Issued by the
UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA**

LAWRENCE E. JAFFE PENSION PLAN, On
Behalf of Itself and All Others Similarly Situated,
Plaintiff,
V.
HOUSEHOLD INTERNATIONAL, INC., et al.,
Defendants.

SUBPOENA IN A CIVIL CASE

CASE NUMBER: Lead Case No. 02-C-5893
(RG/NN) (N.D. Ill.)

ANDREWS AGENCY, INC
P.O. BOX 3445
ORLANDO FLORIDA 32802
PHONE (407) 649-2085

TO: ICC Capital Management, Inc.
390 North Orange Avenue
Suite 2700
Orlando, FL 32801

SPECIAL PROCESS SERVER *2:10pm 12-6-04 [signature]*

- ☐ YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY

COURTROOM

DATE AND TIME

- ☐ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION

DATE AND TIME

- ☒ YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):
All documents relating to the services provided to PACE Industry Union Management Pension Fund including, but not limited to, topics in Schedule A (attached hereto)

PLACE

The offices of Cahill Gordon & Reindel LLP, 80 Pine Street, New York, NY, or another location mutually agreed upon by the witness and counsel for the Household defendants

DATE AND TIME

12/20/2004 at 9:30 a.m.
or as otherwise agreed

- ☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b) (6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)

DATE

Landis C. Best

Attorney for Household Defendants

12/2/04

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Landis C. Best, Esq., Cahill Gordon & Reindel LLP, 80 Pine Street, New York, NY 10005, (212) 701-3000

PROOF OF SERVICE

DATE	PLACE
 SERVED	
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____
DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Federal Rules of Civil Procedure, Parts C & D:**(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.**

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction which may include, but is not limited to, lost earnings and reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the

provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or

(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

SCHEDULE A

DEFINITIONS AND INSTRUCTIONS

1. "Beneficial" means Beneficial Corporation.
2. "Document" and "documents" shall have the full meaning ascribed to those terms under Rule 34 of the Federal Rules of Civil Procedure and shall include, without limitation, any and all drafts; communications; correspondence; memoranda; records; reports; notes; emails; books; records; reports and/or summaries of personal conversations or interviews; diaries; graphs; charts; diagrams; tables; photographs; recordings; tapes; microfilms; minutes, records, reports and/or summaries of meetings or conferences; records and reports of consultants; press releases; stenographic, handwritten or any other notes; work papers; checks, front and back; check vouchers, check stubs or receipts; tape data sheets or data processing cards or discs or any other written, recorded, transcribed, punched, taped, filmed or graphic matter, however produced or reproduced; and any paper or writing of whatever description, including any computer database or information contained in any computer although not yet printed out. "Document" or "documents" also means all non-identical copies of original documents and non-identical copies thereof.
3. "Household" means Household International, Inc.
4. "Household Securities" means any security issued by Household, HFC, or any affiliate of Household or HFC (as defined below), including but not limited to, equity securities, debt securities and derivative instruments, whether purchased long or sold short.

5. "HSBC Securities" means any security issued by HSBC Holdings, PLC, including but not limited to, HSBC American Depository Shares, equity securities, debt securities and derivative instruments, whether purchased long or sold short.

6. "HFC" means Household Finance Corporation.

7. "Plaintiff" or "PACE" means PACE Industry Union Management Pension Fund.

8. "You," or "Your" means ICC Capital Management, Inc., and any of its predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director employee, agent, attorney or any person who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

9. Unless specified otherwise the relevant time period for these responses is January 1, 1997 through December 31, 2003.

10. All documents responsive to a document request shall be produced as they are kept in the ordinary course of business or shall be organized and labeled to correspond to the specific document request to which they are responsive. If documents that are produced are labeled to correspond to the specific document request to which they are responsive and a document is responsive to more than one document request, that document shall be labeled to correspond to each document request to which it is responsive.

11. Any document withheld on the ground of privilege or any similar claim, shall be identified pursuant to Rule 45(d)(2) of the Federal Rules of Civil Procedure. Such identification shall include identification of (1) the type of document, (2) the general subject matter of the document, (3) the date of the document, and (4) such other information as is sufficient to identify the document including the author of the document, the addressee of the document, and, where not apparent, the relationship of the author and addressee to each other. The nature of each claim of privilege shall be set forth.

CATEGORIES OF DOCUMENTS

1. Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or investment philosophy for PACE, including but not limited to promotional materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.
2. Any and all Documents that You relied upon in making investment decisions for PACE.
3. Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.
4. Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

5. Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

6. Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

7. Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

8. Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

9. Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports or other media reports.

10. Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

11. Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

12. Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

Dated: December 2, 2004

EXHIBIT 5

CAHILL GORDON & REINDEL LLP

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WILLIAM T. LIFLAND
DENIS MCINERNEY
MATHIAS E. MONE
IRWIN SCHNEIDERMAN
JOHN R. VAUGHAN
GARY W. WOLF

COUNSEL
CORYDON B. DUNHAM
PHILIP A. HEIMOWITZ
JASON W. KAPLAN

January 24, 2005

Re: Lawrence E. Jaffe Pension Plan, et al, v. Household
Internantional, Inc., et al; Lead Case No. 02-C5893

Dear Mr. Ciavarra:

We have recieved your letter stating that Highland Capital Management, L.P. did not act as an investment advisor to PACE Industry Union Management Pension Fund. Based on that representation and our conversation today, we hereby withdraw the subpoena served on December 6, 2004 on behalf of the Household defendants in the above matter. Thank you for your time.

Sincerely,



Joshua M. Newville

J. Kevin Ciavarra
Assistant General Counsel
Highland Capital Management, L.P.
Two Galleria Tower
13455 Noel Road, Suite 1300
Dallas, TX 75240

VIA FEDEX

cc: Landis C. Best, Esq.
Adam Deutsch, Esq. (via fax)
Azra Z. Mehdi, Esq. (via fax)
Marvin A. Miller, Esq. (via fax)
Stanley J. Parzen, Esq. (via fax)

CAHILL GORDON & REINDEL LLP

-2-

bcc: Abra Siegel, Esq. (via fax)
Maura McLoughlin, Esq.
Josh Greenblatt, Esq.

EXHIBIT 6

CAHILL GORDON & REINDEL LLP
EIGHTY PINE STREET
NEW YORK, N.Y. 10005-1702

FLOYD ABRAMS
L. HOWARD ADAMS
ROBERT A. ALESSI
ROGER ANDRUS
HELENE R. BANKS
MICHAEL A. BECKER
LANDIS C. BEST
GARY A. BROOKS
SUSAN BUCKLEY
KEVIN J. BURKE
JAMES J. CLARK
BENJAMIN J. COHEN
CHRISTOPHER T. COX
W. LESLIE DUFFY
ADAM M. DWORKIN
RICHARD E. FARLEY
PATRICIA FARREN
JOAN MURTAGH FRANKEL
BART FRIEDMAN
CIRO A. GAMBONI
WILLIAM B. GANNETT

CHARLES A. GILMAN
STEPHEN A. GREENE
ROBERT M. HALLMAN
WILLIAM M. HARTNETT
CRAIG M. HOROWITZ
DAVID G. JANUSZEWSKI
THOMAS J. KAVALER
LAWRENCE A. KOBRIN
IMMANUEL KOHN
EDWARD P. KRUGMAN
GEOFFREY E. LIEBMANN
MICHAEL MACRIS
JONATHAN I. MARK
GERARD M. MEISTRELL
ROGER MELTZER
MICHAEL E. MICHETTI
ATHY A. MOBILIA
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TELEPHONE: (212) 701-3000
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WRITER'S DIRECT NUMBER

(212) 701- 3694

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JONATHAN A. SCHAFFZIN
JOHN SCHUSTER
HOWARD G. SLOANE
LAURENCE T. SORKIN
LEONARD A. SPIVAK
SUSANNA M. SUH
GERALD S. TANENBAUM
JONATHAN D. THIER
JOHN A. TRIPODORO
ROBERT USADI
GEORGE WAILAND
GLENN J. WALDRIP, JR.
MICHAEL B. WEISS
DANIEL J. ZUBKOFF

SENIOR COUNSEL
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DAVID R. HYDE
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JOHN R. VAUGHAN
GARY W. WOLF

COUNSEL
CORYDON B. DUNHAM
PHILIP A. HEIMOWITZ
JASON W. KAPLAN

January 12, 2005

Re: Lawrence E. Jaffe Pension Plan v. Household International, Inc., et al., Case No. 02 Civ. 5893 (N.D. Ill.)

Dear Azra:

I write with regard to the correspondence from the third parties to which the Household Defendants ("Defendants") have sent subpoenas and to request that Lead Plaintiff PACE Industry Union Management Pension Fund ("PACE") amend its interrogatory responses. As you know, Defendants are entitled to, and have requested, the factual basis upon which each Plaintiff approves or has approved the purchases and sales of securities for its own account, including Household securities. In connection with this discovery with respect to Lead Plaintiff PACE, you affirmatively identified twelve non-parties to this case that you represented were "outside advisors to PACE with respect to Household securities." PACE's Amended Responses and Objections to Defendants Household International, Inc. and Household Finance Corporation's First Set of Interrogatories, Response to Interrogatory No. 1. Notwithstanding your representations to this effect, we now know that these statements were not entirely accurate.

In taking deposition testimony on this subject, plaintiffs provided Maria Wieck, a witness designated pursuant to Fed. R. Civ. Pro. 30(b)(6) and identified in her own testimony as the person "most knowledgeable" about the analytical process in which PACE engaged before purchasing any Household securities. Notwithstanding her designation by plaintiffs, however, Ms. Wieck admitted that *she didn't know anything at all* about the "procedure or process pursuant to which [PACE] approves or has approved publicly-traded securities for purchase or sale, including, but not limited to, Household securities." Wieck Dep. at 118:13-119:7. Ms. Wieck further testified that of the twelve non-party "investment managers" previously identified, "you'd have to ask the individual investment managers" which of them had bought Household securities for PACE, because she had no idea. Putting aside the absurdity of the "most knowledgeable" person at PACE having no idea who bought or sold the very securities at issue in this multi-million dollar securities fraud case, Defendants took Ms. Wieck at her word, and you at yours. Accordingly, Defendants served subpoenas

CAHILL GORDON & REINDEL LLP

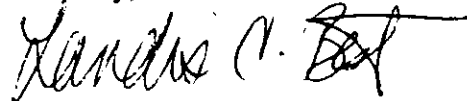
-2-

on the non-party "investment managers" identified by you, and about which Ms. Wieck disclaimed any knowledge.

Unfortunately, in response to these subpoenas, several of the non-parties affirmatively stated that they had *never made any purchases or sales of Household securities whatsoever for PACE*. It is clear that there must have been some miscommunication between you and your client regarding how they do business and who advises them. Indeed, it is difficult to understand how you came to identify the twelve outside "investment managers" without any apparent input from Ms. Wieck—supposedly the person "most knowledgeable".

We are particularly concerned by the process that led to Plaintiff PACE's interrogatory responses to be inaccurate. Accordingly, we request that PACE (i) amend its responses to Household International, Inc. and Household Finance Corporation's First Set of Interrogatories to correct these and any other inaccuracies that presently exist; (ii) advise as to the date we can expect to receive such amendment; and (iii) provide the names of those investment advisors most knowledgeable about PACE's investments in Household securities so that we may conduct the appropriate examinations.

Sincerely,


Landis C. Best

Azra Mehdi, Esq.
Lerach Coughlin Stoia Geller
Rudman & Robbins LLP
100 Pine Street, Suite 2600
San Francisco, CA 94111

VIA FACSIMILE

cc: Adam Deutsch, Esq. (Via Fax)
Marvin A. Miller, Esq. (Via Fax)
Stanley Parzen, Esq. (Via Fax)

CAHILL GORDON & REINDEL LLP

-3-

bcc: Tom Kavalier, Esq.
Peter Sloane, Esq.
Donna L. Marks, Esq.
Abra Siegel, Esq.

EXHIBIT 7

JAN-14-05 17:41 From:

T-392 P-02703 Job-805



SAN DIEGO • SAN FRANCISCO
LOS ANGELES • NEW YORK • BOCA RATON
WASHINGTON, DC • HOUSTON
PHILADELPHIA • SEATTLE

Luke O. Brooks
LukeB@lerachlaw.com

January 14, 2005

VIA FACSIMILE 212/269-5420

Landis Best, Esq.
CAHILL GORDON & REINDEL LLP
Eighty Pine Street
New York, NY 10005-1702

Re: *Lawrence E. Jaffe Pension Plan v. Household International, Inc., et al.*
Case No. 02-CIV-5893 (N.D. Ill.)

Dear Landis:

I write in response to your letter of January 12, 2005, requesting that class representative PACE Industry Union Management Pension Fund ("PACE") amend its responses to interrogatories served during the class-certification discovery stage. Plaintiffs will not do so at this time.

As you have been aware since shortly after the Household Defendants served their third-party subpoenas, plaintiffs' position is that further inquiry into issues related to PACE's (or any other class representative's) decision to purchase of Household securities is improper at this time. Curiously, you sent your letter only after receiving plaintiffs' motion for a protective order quashing those subpoenas - a motion which also seeks protection from further inquiries into individualized issues until after class-wide liability has been determined.

Rather than addressing the numerous inaccuracies, accusations and assumptions in your letter at this time, we will defer further discussion of this issue until after the Court rules on plaintiffs' motion.

It remains unclear why you seek to discover facts related to specific individual class members, rather than focusing on class-wide issues. What has become clear, however, is that defendants are spending significant time and resources on this issue (as are plaintiffs). Defendants' time could be better spent collecting and reviewing documents responsive to plaintiffs' requests served May 17, 2004 and properly responding to plaintiffs' interrogatories served July 16, 2004. In the spirit of cooperation and as a professional courtesy, we have been very flexible with granting your requests for extensions to various deadlines (both official and unofficial). In addition, in an effort to reach informal resolutions, we have refrained from moving to compel responses to discovery that has been outstanding for several months.

JAN-14-05 17:42 From:

7-332 P. 03/05 305-805

LERACH
COUGHLIN
STOIA
GELLER
RUDMAN
ROBBINS
Landis Best, Esq.
Craig Kesch, Esq.
January 14, 2005
Page 2

If defendants persist in wasting further time and resources by unnecessarily pursuing this line of inquiry, we will be unable to justify such flexibility going forward.

Very truly yours,


Luke O. Brooks

LOB:mog

cc: Marvin A. Miller, Esq.

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EXHIBIT 8

to the individual Requests below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. Alliance Capital objects to the Subpoena as improper in its entirety because defendants in this action have stipulated to class certification, the United States District Court, Northern District of Illinois has approved and entered the parties' stipulation and proposed order regarding class certification, and production of documents by Alliance Capital relating to individualized issues and defenses of a specific plaintiff prior to a trial on common issues concerning the class is premature and solely designed to harass Alliance Capital.

2. Alliance Capital objects to the Requests to the extent that they impose a duty to seek out information and documents which are not in Alliance Capital's possession, custody or control. Alliance Capital at this time has not located documents evidencing investments on behalf of PACE in the securities of Household Securities, Beneficial Securities or HSBC Securities.

3. Alliance Capital objects to these Requests to the extent they seek to impose obligations on Alliance Capital that are not required by law or are beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

4. Alliance Capital objects to the Requests to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection. Alliance Capital further objects to the extent that the Requests seek the disclosure of documents or information that are confidential to Alliance Capital's clients or proprietary to Alliance Capital.

5. Alliance Capital objects to the Requests to the extent they seek information about HSBC Holdings, plc because they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

6. Alliance Capital objects to the Requests on the ground of undue burden to the extent the Requests seek information that has already been provided to the Household Defendants, information that is equally available to the Household Defendants or information that originated in the Household Defendants' possession, custody or control.

7. Alliance Capital objects to the Requests to the extent they seek information that can be found in the pleadings in this or any other action.

8. Alliance Capital objects to the Requests to the extent they are overly broad and unduly burdensome.

9. Alliance Capital objects to the Requests to the extent that they are vague, ambiguous, complex or confusing as to make a meaningful or complete response impossible.

10. Alliance Capital objects to the Requests to the extent they fail to state with sufficient particularity the information and categories of information to be provided.

11. Alliance Capital objects to the Requests to the extent that they call for a legal conclusion.

12. Alliance Capital objects to the Requests to the extent they seek information that may be protected by the right to privacy, financial or otherwise, recognized under the United States Constitution, or any other federal or state law.

13. Alliance Capital objects to the Requests to the extent they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

14. Alliance Capital objects to the definition of "You" or "Your" to the extent that it includes Alliance Capital's predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director employee, agent, attorney or any person acting who acted in a representative

capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

15. Alliance Capital objects to the definitions of "Household Securities" and "HSBC Securities" as vague and ambiguous.

16. Alliance Capital generally objects to the Instructions to the extent they seek to impose obligations on Alliance Capital beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

17. Alliance Capital's decision to provide information or documents, notwithstanding the objectionable nature of any of the Requests themselves, should not be construed as: (a) an admission that the material is relevant; (b) a waiver of the General Objections or the objections asserted in response to a specific request; or (c) an agreement that a request for similar information in this or any other related proceedings will be treated in a similar manner.

18. In responding to the subpoena, Alliance Capital does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:

(a) all rights to move to quash or seek a protective order or other relief under applicable law;

(b) all objections as to the competency, relevancy, materiality and admissibility of any Request, Alliance Capital's response or the subject matter;

(c) all objections as to vagueness, ambiguity or other infirmity in the form of the Requests and any objections based on the undue burden imposed by the Requests;

(d) all rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;

(e) all rights to object on any ground to any further document requests or other discovery requests involving or related to the subject matter of the Requests;

(f) the right to supplement responses to the Requests prior to trial; and

(g) any and all privileges and/or rights under the applicable rule under the Federal

Rules of Civil Procedure or other statutes, guidelines or common law.

19. The failure to object on a particular ground or grounds shall not be construed as a waiver of Alliance Capital's right to object on any additional grounds.

20. Alliance Capital reserves the right to supplement and/or amend the specific objections and responses set forth below.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION NO. 1:

Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or philosophy for PACE, including but not limited to promotional materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 2:

Any and all Documents that You relied upon in making investment decisions for PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 3:

Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 4:

Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 5:

Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential and proprietary to Alliance Capital.

REQUEST FOR PRODUCTION NO. 6:

Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 7:

Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 8:

Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 9:

Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports and other media reports.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 10:

Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 11:

Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Alliance Capital further objects to this Request insofar as it seeks documents that are confidential to Alliance Capital's clients, proprietary to Alliance Capital, and protected from discovery by privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 12:

Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

Alliance Capital incorporates the General Objections above as if set forth herein. Alliance Capital further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

January 14, 2005

Alliance Capital Management L.P.

A handwritten signature in black ink, appearing to be 'M. Anderson', written over a horizontal line.

By: Mark R. Anderson, Esq.
Vice President and Counsel
Alliance Capital Management Corporation
1345 Avenue of the Americas
New York, New York 10105
Tel: (212) 969-1428

AFFIRMATION OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing ALLIANCE CAPITAL MANAGEMENT L.P.'S OBJECTIONS AND RESPONSES TO THE HOUSEHOLD_DEFENDANTS' SUBPOENA FOR PRODUCTION OF DOCUMENTS to be served upon the following counsel via First Class Mail on the 14th day of January, 2005:

Landis C. Best, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005

Luke O. Brooks
Lerach Coughlin Stoia Geller Rudman Robbins LLP
100 Pine Street, Suite 2600
San Francisco, CA 94111

David Reif

1 MCMORGAN & COMPANY LLC
Robert M. Hirsch (88651)
2 One Bush St., Suite 800
San Francisco, CA 94104
3 (415) 788-9300
(415) 616-9398 – fax
4

5 General Counsel for McMorgan & Company LLC
6
7

8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF ILLINOIS
10 EASTERN DIVISION
11

12 LAWRENCE E. JAFFE PENSION PLAN, On) Lead Case No. 02-C-5893
13 Behalf of Itself and All Others Similarly) (Consolidated)
Situating,)

14 Plaintiff,) CLASS ACTION
15

16 vs.)

17 HOUSEHOLD INTERNATIONAL, INC., et) Judge Ronald A. Guzman
al.,) Magistrate Judge Nan R. Nolan
18 Defendants.)
19
20
21
22

23 MCMORGAN & COMPANY'S OBJECTIONS AND RESPONSES TO HOUSEHOLD
24 DEFENDANTS' SUBPOENA FOR PRODUCTION OF DOCUMENTS
25
26

1 Pursuant to Rule 45 of the Federal Rules of Civil Procedure, McMorgan & Company
2 ("McMorgan") hereby responds and objects to Household Defendants' subpoena for production
3 of documents to third-party McMorgan (the "Subpoena").
4

5 GENERAL OBJECTIONS

6 McMorgan generally objects to the Subpoena and the document requests (the
7 "Requests") on the following grounds, each of which is incorporated by reference in the
8 responses to the individual Requests below. All responses set forth herein are subject to and
9 without waiver of any of these General Objections:
10

11 1. McMorgan objects to the Subpoena as improper in its entirety because defendants
12 in this action have stipulated to class certification, the United States District Court, Northern
13 District of Illinois has approved and entered the parties' stipulation and proposed order regarding
14 class certification, and production of documents by McMorgan relating to individualized issues
15 and defenses of a specific plaintiff prior to a trial on common issues concerning the class is
16 premature and solely designed to harass McMorgan.

17 2. McMorgan objects to these Requests to the extent they seek to impose obligations
18 on McMorgan that are not required by law or are beyond those imposed by the Federal Rules of
19 Civil Procedure or the local rules of any federal district court relevant to this action.
20

21 3. McMorgan objects to the Requests to the extent that they call for the disclosure of
22 information protected by the attorney-client privilege, the attorney work product doctrine and/or
23 any other applicable privilege or protection.
24
25
26

1 4. McMorgan objects to the Requests to the extent they seek information about
2 HSBC Holdings, plc because they seek information neither relevant to this litigation nor
3 reasonably calculated to lead to the discovery of admissible evidence.

4 5. McMorgan objects to the Requests to the extent that they impose a duty to seek
5 out information and documents which are not in McMorgan's possession, custody or control.

6 6. McMorgan objects to the Requests on the ground of undue burden to the extent
7 the Requests seek information that has already been provided to the Household Defendants,
8 information that is equally available to the Household Defendants or information that originated
9 in the Household Defendants' possession, custody or control.

10 7. McMorgan objects to the Requests to the extent they seek information that can be
11 found in the pleadings in this or any other action.

12 8. McMorgan objects to the Requests to the extent they are overly broad and unduly
13 burdensome.

14 9. McMorgan objects to the Requests to the extent that they are vague, ambiguous,
15 complex or confusing as to make a meaningful or complete response impossible.

16 10. McMorgan objects to the Requests to the extent they fail to state with sufficient
17 particularity the information and categories of information to be provided.

18 11. McMorgan objects to the Requests to the extent that they call for a legal
19 conclusion.

20 12. McMorgan objects to the Requests to the extent they seek information that may
21 be protected by the right to privacy, financial or otherwise, recognized under the United States
22 Constitution, or any other federal or state law.
23
24
25
26

1 13. McMorgan objects to the Requests to the extent they seek information neither
2 relevant to this litigation nor reasonably calculated to lead to the discovery of admissible
3 evidence.

4 14. McMorgan objects to the definition of "You" or "Your" to the extent that it
5 includes McMorgan's predecessors, successors, parent corporations, holding companies,
6 subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional
7 units, each officer, director employee, agent, attorney or any person acting who acted in a
8 representative capacity on behalf of any of the foregoing entities, and persons or entities who
9 were or continue to be authorized to act on behalf of any of the foregoing entities.
10

11 15. McMorgan objects to the definitions of "Household Securities" and "HSBC
12 Securities" as vague and ambiguous.

13 16. McMorgan generally objects to the Instructions to the extent they seek to impose
14 obligations on McMorgan beyond those imposed by the Federal Rules of Civil Procedure or the
15 local rules of any federal district court relevant to this action.

16 17. McMorgan's decision to provide information or documents, notwithstanding the
17 objectionable nature of any of the Requests themselves, should not be construed as: (a) an
18 admission that the material is relevant; (b) a waiver of the General Objections or the objections
19 asserted in response to a specific request; or (c) an agreement that a request for similar
20 information in this or any other related proceedings will be treated in a similar manner.
21

22 18. In responding to the subpoena, McMorgan does not in any way waive or intend to
23 waive any privilege or objection, but rather intends to preserve and is preserving the following:

24 (a) all rights to move to quash or seek a protective order or other relief under
25 applicable law;
26

1 (b) all objections as to the competency, relevancy, materiality and
2 admissibility of any Request, McMorgan's response or the subject matter;

3 (c) all objections as to vagueness, ambiguity or other infirmity in the form of
4 the Requests and any objections based on the undue burden imposed by the Requests;

5 (d) all rights to object on any ground to the use of any of the responses, or
6 their subject matter, in any subsequent proceedings, including the trial of this or any other action;

7 (e) all rights to object on any ground to any further document requests or
8 other discovery requests involving or related to the subject matter of the Requests;

9 (f) the right to supplement responses to the Requests prior to trial; and

10 (g) any and all privileges and/or rights under the applicable rule under the
11 Federal Rules of Civil Procedure or other statutes, guidelines or common law.

12
13 19. The failure to object on a particular ground or grounds shall not be construed as a
14 waiver of McMorgan's right to object on any additional grounds.

15 20. McMorgan reserves the right to supplement and/or amend the specific objections
16 and responses set forth below.

17 **SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR**
18 **PRODUCTION OF DOCUMENTS**

19 **REQUEST FOR PRODUCTION NO. 1:**

20 Documents sufficient to show Your allocation of risk among investments, overall
21 investment strategy, and/or philosophy for PACE, including but not limited to promotional
22 materials, employee handbooks, internal guidelines, investment policies, diversification policies,
23 risk allocation policies, government-required filings and mission statements.
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1 RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

2 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
3 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
4 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
5 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
6 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
7 seeks documents protected from discovery and disclosure by any privacy rights or other
8 applicable protections or privileges.

9 REQUEST FOR PRODUCTION NO. 2:

10 Any and all Documents that You relied upon in making investment decisions for PACE.

11 RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

12 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
13 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
14 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
15 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
16 the discovery of admissible evidence.

17 REQUEST FOR PRODUCTION NO. 3:

18 Documents concerning, directly or indirectly, Your role as investment manager or
19 advisor to PACE in connection with any investment by those entities in Household Securities,
20 Beneficial Securities or HSBC Securities.

21 RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

22 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
23 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
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1 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
2 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
3 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
4 seeks documents protected from discovery and disclosure by any privacy rights or other
5 applicable protections or privileges.

6 REQUEST FOR PRODUCTION NO. 4:

7 Documents sufficient to show any policy, procedure, process or criteria pursuant to which
8 You recommend or have recommended publicly traded securities for purchase or sale in Your
9 capacity as an investment manager or advisor to PACE, including but not limited to Household
10 Securities, Beneficial Securities or HSBC Securities.

11 RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

12 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
13 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
14 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
15 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
16 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
17 seeks documents protected from discovery and disclosure by any privacy rights or other
18 applicable protections or privileges. McMorgan further objects to this Request insofar as it is
19 premised on a false statement.

20 REQUEST FOR PRODUCTION NO. 5:

21 Organizational charts, or other Documents sufficient to show Your management
22 structure, and sufficient to identify the persons involved in selecting, monitoring or handling of
23 investments in connection with Your role as an investment manager or advisor to PACE.
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1 RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

2 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
3 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
4 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
5 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
6 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
7 seeks documents protected from discovery and disclosure by any privacy rights or other
8 applicable protections or privileges.
9

10 REQUEST FOR PRODUCTION NO. 6:

11 Any study, report, newspaper article, magazine article, or memorandum relating to the
12 subprime lending, residential lending, consumer finance, credit card, banking, or financial
13 services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your
14 role as investment manager or advisor to PACE.

15 RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

16 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
17 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
18 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
19 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
20 the discovery of admissible evidence.
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22 REQUEST FOR PRODUCTION NO. 7:

23 Documents sufficient to show PACE's holdings in Household Securities or Beneficial
24 Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities,
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1 from January 1, 2002 until and including December 31, 2003, including but not limited to
2 account statements, purchase and sales records, and securities certificates.

3 RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

4 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
5 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
6 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
7 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
8 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
9 seeks documents protected from discovery and disclosure by any privacy rights or other
10 applicable protections or privileges.
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12 REQUEST FOR PRODUCTION NO. 8:

13 Documents concerning ratings, investment advice, or recommendations concerning
14 Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected,
15 consulted, or in any way relied upon by you in Your role as investment manager or advisor to
16 PACE.

17 RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

18 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
19 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
20 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
21 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
22 the discovery of admissible evidence.
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1 REQUEST FOR PRODUCTION NO. 9:

2 Documents read, reviewed, analyzed, prepared, or collected in Your role as investment
3 advisor or manager to PACE in connection with PACE's investment in Household Securities,
4 Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses,
5 evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire
6 service reports and other media reports.

7 RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

8 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
9 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
10 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
11 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
12 the discovery of admissible evidence.

13 REQUEST FOR PRODUCTION NO. 10:

14 Documents concerning communications between You and PACE regarding purchases of,
15 investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

16 RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

17 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
18 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
19 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
20 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
21 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
22 seeks documents protected from discovery and disclosure by any privacy rights or other
23 applicable protections or privileges.
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1 REQUEST FOR PRODUCTION NO. 11:

2 Any and all regularly prepared summaries, reports, analysis, or memoranda regarding
3 PACE's investment history and results, including but not limited to those documents sent or
4 transmitted to PACE.

5 RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

6 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
7 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
8 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
9 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
10 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
11 seeks documents protected from discovery and disclosure by any privacy rights or other
12 applicable protections or privileges.

13 REQUEST FOR PRODUCTION NO. 12:

14 Documents concerning any communication between You and the law firms of Lerach
15 Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the
16 present.

17 RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

18 McMorgan incorporates the General Objections above as if set forth herein. McMorgan
19 also objects to this Request as premature and designed solely to harass McMorgan. McMorgan
20 further objects to this Request on the grounds that it is vague, ambiguous, overly broad,
21 burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to
22 the discovery of admissible evidence. McMorgan further objects to this Request insofar as it
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1 seeks documents protected from discovery and disclosure by any privacy rights or other
2 applicable protections or privileges.

3 Executed this 12th day of January 2005 in San Francisco, California.

4
5 
6 ROBERT M. HIRSCH
7 GENERAL COUNSEL
8 MCMORGAN & COMPANY LLC
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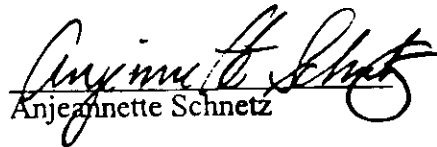
CERTIFICATE OF SERVICE

I am a citizen of the United States, and a resident of the State of California. I am over the age of eighteen years, and not a party to the within action. My business address is One Bush Street, Suite 800, San Francisco, California 94104. On January 13, 2005 I served the accompanying MCMORGAN & COMPANY'S OBJECTIONS AND RESPONSES TO HOUSEHOLD DEFENDANTS' SUBPOENA FOR PRODUCTION OF DOCUMENTS by placing a true and exact copy thereof, enclosed in sealed envelope with the postage thereon duly prepared in the United States mail, at San Francisco, California, addressed as follows:

Landis C. Best
Cahill Gordon & Reindel LLP
80 Pine Street
New York, NY 10005

Monique C. Winkler
Azra Mehdi
Lerach Coughlin, et al.
100 Pine St., 26th Fl.
San Francisco, CA 94111

I certify that the above is true and correct. Executed at San Francisco, California on January 13, 2005.


Anjeannette Schnetz



INDEPENDENT FIDUCIARY SERVICES, INC.

744 Broad Street
Suite 1120
Newark, NJ 07102
Phone: 973-424-6400
Fax: 973-424-6419
www.IndependentFiduciary.com

VIA OVERNIGHT MAIL

January 13, 2005

Landis C. Best, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005

Re: Lawrence E. Jaffe Pension Plan etc., et al., v. Household
International, Inc., et al., Lead Case No. 02-C-5893 (RG/NN)(N.D. Ill.)

Dear Mr. Best:

Reference is made to the Subpoena in a Civil Case dated December 2, 2004 (the "Subpoena") served upon Independent Fiduciary Services, Inc. ("IFS") in the above-referenced action. By letter dated December 13, 2004 you advised IFS that the Subpoena's return date was extended to January 14, and we were advised thereafter that the extension also applied to IFS' time to object to the Subpoena. Please accept this letter, and the enclosed Objections and Responses as IFS' objections to the Subpoena.

IFS acts as an investment consultant to lead plaintiff PACE Industry Union Management Pension Fund ("PIUMPF"). IFS does not act as an investment manager for PIUMPF, and has made no decisions on behalf of, or recommendations to, PIUMPF whether and when to purchase, hold or sell any particular security, including Household Securities (as defined in Schedule A attached to the Subpoena). Accordingly, IFS has no documents relating to any investment decisions for or recommendations it has made to PIUMPF concerning Household Securities because IFS made no such investment decisions or recommendations.

In view of the foregoing, IFS respectfully requests that the Subpoena be withdrawn.

Very truly yours,

Andrew Irving
Senior Vice President and General Counsel

Enclosure

cc: Azra Z. Mehdi, Esq.

**INDEPENDENT FIDUCIARY SERVICES INC.'S OBJECTIONS AND RESPONSES TO
HOUSEHOLD DEFENDANTS' SUBPOENA FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rule 45 of the Federal Rules of Civil Procedure, Independent Fiduciary Services, Inc. (“IFS”) hereby responds and objects to Household Defendants’ subpoena for production of documents to third-party IFS (the “Subpoena”).

GENERAL OBJECTIONS

IFS generally objects to the Subpoena and the document requests (the “Requests”) on the following grounds, each of which is incorporated by reference in the responses to the individual Requests below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. IFS objects to the Subpoena as improper in its entirety because defendants in this action have stipulated to class certification, the United States District Court, Northern District of Illinois has approved and entered the parties’ stipulation and proposed order regarding class certification, and production of documents by IFS relating to individualized issues and defenses of a specific plaintiff prior to a trial on common issues concerning the class is premature and solely designed to harass IFS.

2. IFS objects to the Subpoena as improper in its entirety because IFS did not trade in Household, Beneficial or HSBC Securities on behalf of plaintiff Pace Industry Union Management Pension Fund (“PACE”) at any time.

3. IFS objects to these Requests to the extent they seek to impose obligations on IFS that are not required by law or are beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

4. IFS objects to the Requests to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection.

15. IFS objects to the definition of “You” or “Your” to the extent that it includes IFS’s predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director, employee, agent, attorney or any person acting who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

16. IFS objects to the definitions of “Household Securities” and “HSBC Securities” as vague and ambiguous.

17. IFS generally objects to the Instructions to the extent they seek to impose obligations on IFS beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

18. IFS’s decision to provide information or documents, notwithstanding the objectionable nature of any of the Requests themselves, should not be construed as: (a) an admission that the material is relevant; (b) a waiver of the General Objections or the objections asserted in response to a specific request; or (c) an agreement that a request for similar information in this or any other related proceedings will be treated in a similar manner.

19. In responding to the subpoena, IFS does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:

- (a) all rights to move to quash or seek a protective order or other relief under applicable law;
- (b) all objections as to the competency, relevancy, materiality and admissibility of any Request, IFS’s response or the subject matter;

- (c) all objections as to vagueness, ambiguity or other infirmity in the form of the Requests and any objections based on the undue burden imposed by the Requests;
- (d) all rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;
- (e) all rights to object on any ground to any further document requests or other discovery requests involving or related to the subject matter of the Requests;
- (f) the right to supplement responses to the Requests prior to trial; and
- (g) any and all privileges and/or rights under the applicable rule under the Federal Rules of Civil Procedure or other statutes, guidelines or common law.

20. The failure to object on a particular ground or grounds shall not be construed as a waiver of IFS's right to object on any additional grounds.

21. IFS reserves the right to supplement and/or amend the specific objections and responses set forth below.

**SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR
PRODUCTION OF DOCUMENTS**

REQUEST FOR PRODUCTION NO. 1:

Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or philosophy for PACE, including but not limited to promotional materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the

grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 2:

Any and all Documents that You relied upon in making investment decisions for PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

As IFS makes, and has made no investment decisions for PACE, IFS has no documents responsive to this request.

REQUEST FOR PRODUCTION NO. 3:

Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 4:

Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

As IFS does not recommend and has not recommended to PACE particular publicly traded securities for purchase or sale in its capacity as to PACE, IFS has no documents responsive to this request.

REQUEST FOR PRODUCTION NO. 5:

Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further

objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 6:

Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 7:

Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 8:

Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 9:

Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports and other media reports.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 10:

Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 11:

Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 12:

Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

IFS incorporates the General Objections above as if set forth herein. IFS also objects to this Request as premature and designed solely to harass IFS. IFS further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. IFS further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

Dated: January 13, 2005

Respectfully submitted,



Andrew Irving, Esq. (AI-7737)
Senior Vice President & General Counsel
Independent Fiduciary Services, Inc.
744 Broad Street, Suite 1120
Newark, NJ 07102
Tel. # (973) 424-6405
Fax # (973) 424-6419

CERTIFICATE OF SERVICE

I, Theresa L. Deliantis, a non-attorney, certify that on the 13th day of January, 2005, I caused to be served by overnight delivery on:

Landis C. Best, Esq.
Cahill Gordon & Reindel
80 Pine Street
New York, NY 10005-1702

-and-

Azra Z. Mehdi, Esq.
Lerach Coughlin Stoia Geller Rudman & Robbins LLP
100 Pine Street
26th Floor
San Francisco, CA 94111

a copy of the foregoing Independent Fiduciary Services Inc.'s Objections and Responses to Household Defendants' Subpoena for Production of Documents.

Dated: January 13, 2005



Theresa L. Deliantis

WRIGHT

INVESTORS' SERVICE

Wright International Financial Center
440 Wheelers Farms Road
Milford, Connecticut 06460-1847 USA

January 12, 2005

For Overnight Delivery

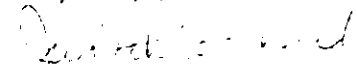
Joshua M. Newville, Esq.
Cahill Gordon & Reindel LLP
Eighty Pine Street
New York, NY 10005-1702

**Re: Lawrence E. Jaffe Pension Plan, et al. v. Household
International, Inc. et al. (Lead Case No. 02-C5893)**

Dear Attorney Newville:

In response to the subpoena issued by your firm ("Subpoena") as attorneys for defendants in the above-referenced civil action, I wrote to you on December 20, 2004, explaining that Wright Investors' Service Inc. ("Wright") has no records of any transactions for PACE Industry Union-Management Pension Fund in any of the securities mentioned in the Subpoena. Accordingly, I requested that you withdraw the Subpoena. Since you have declined to do so, I am attaching to this letter Wright's objections to the requests for documents in the Subpoena.

Very truly yours,



Judith R. Corchard
Executive Vice President

Enclosure

cc: Ms Maria Wieck (P.I.U.M.P.F.)
Monique C. Winkler, Esq.

**WRIGHT INVESTORS' SERVICE'S OBJECTIONS AND RESPONSES TO
HOUSEHOLD DEFENDANTS' SUBPOENA FOR PRODUCTION OF DOCUMENTS**

Pursuant to Rule 45 of the Federal Rules of Civil Procedure, Wright Investors' Service ("Wright") hereby responds and objects to Household Defendants' subpoena for production of documents to third-party Wright (the "Subpoena").

GENERAL OBJECTIONS

Wright generally objects to the Subpoena and the document requests (the "Requests") on the following grounds, each of which is incorporated by reference in the responses to the individual Requests below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. Wright objects to the Subpoena as improper in its entirety because defendants in this action have stipulated to class certification, the United States District Court, Northern District of Illinois has approved and entered the parties' stipulation and proposed order regarding class certification, and production of documents by Wright relating to individualized issues and defenses of a specific plaintiff prior to a trial on common issues concerning the class is premature and solely designed to harass Wright.

2. Wright objects to the Subpoena as improper in its entirety because Wright did not trade in Household, Beneficial or HSBC Securities on behalf of plaintiff Pace Industry Union Management Pension Fund ("PACE") at any time.

3. Wright objects to these Requests to the extent they seek to impose obligations on Wright that are not required by law or are beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

**Wright Investors' Service
Objections and Responses**

4. Wright objects to the Requests to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection.

5. Wright objects to the Requests to the extent they seek information about HSBC Holdings, plc because they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

6. Wright objects to the Requests to the extent that they impose a duty to seek out information and documents which are not in Wright's possession, custody or control.

7. Wright objects to the Requests on the ground of undue burden to the extent the Requests seek information that has already been provided to the Household Defendants, information that is equally available to the Household Defendants or information that originated in the Household Defendants' possession, custody or control.

8. Wright objects to the Requests to the extent they seek information that can be found in the pleadings in this or any other action.

9. Wright objects to the Requests to the extent they are overly broad and unduly burdensome.

10. Wright objects to the Requests to the extent that they are vague, ambiguous, complex or confusing as to make a meaningful or complete response impossible.

11. Wright objects to the Requests to the extent they fail to state with sufficient particularity the information and categories of information to be provided.

12. Wright objects to the Requests to the extent that they call for a legal conclusion.

13. Wright objects to the Requests to the extent they seek information that may be protected by the right to privacy, financial or otherwise, recognized under the United States Constitution, or any other federal or state law.

14. Wright objects to the Requests to the extent they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

15. Wright objects to the definition of "You" or "Your" to the extent that it includes Wright's predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director, employee, agent, attorney or any person acting who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

16. Wright objects to the definitions of "Household Securities" and "HSBC Securities" as vague and ambiguous.

17. Wright generally objects to the Instructions to the extent they seek to impose obligations on Wright beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

18. Wright's decision to provide information or documents, notwithstanding the objectionable nature of any of the Requests themselves, should not be construed as: (a) an admission that the material is relevant; (b) a waiver of the General Objections or the objections asserted in response to a specific request; or (c) an agreement that a request for similar information in this or any other related proceedings will be treated in a similar manner.

19. In responding to the subpoena, Wright does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:

- (a) all rights to move to quash or seek a protective order or other relief under applicable law;
- (b) all objections as to the competency, relevancy, materiality and admissibility of any Request, Wright's response or the subject matter;
- (c) all objections as to vagueness, ambiguity or other infirmity in the form of the Requests and any objections based on the undue burden imposed by the Requests;
- (d) all rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;
- (e) all rights to object on any ground to any further document requests or other discovery requests involving or related to the subject matter of the Requests;
- (f) the right to supplement responses to the Requests prior to trial; and
- (g) any and all privileges and/or rights under the applicable rule under the Federal Rules of Civil Procedure or other statutes, guidelines or common law.

20. The failure to object on a particular ground or grounds shall not be construed as a waiver of Wright's right to object on any additional grounds.

21. Wright reserves the right to supplement and or amend the specific objections and responses set forth below.

**SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS
FOR PRODUCTION OF DOCUMENTS**

REQUEST FOR PRODUCTION NO. 1:

Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or philosophy for PACE, including but not limited to promotional materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 2:

Any and all Documents that You relied upon in making investment decisions for PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 3:

Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 4:

Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

**Wright Investors' Service
Objections and Responses**

Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 5:

Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 6:

Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this

**Wright Investors' Service
Objections and Responses**

Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 7:

Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 8:

Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this

Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 9:

Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports and other media reports.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 10:

Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and

disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 11:

Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

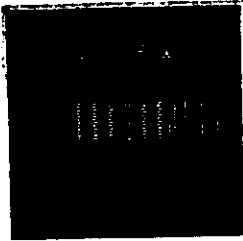
Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 12:

Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

Wright incorporates the General Objections above as if set forth herein. Wright also objects to this Request as premature and designed solely to harass Wright. Wright further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Wright further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.



WEAVER C. BARKSDALE & ASSOCIATES

DEBBIE SLOCUM
CHIEF COMPLIANCE OFFICER

January 14, 2005

Mr. Joshua M. Newville
Cahill Gordon & Reindel, LLP
1990 K Street, NW
Washington, DC 20006-1181

RE: Lawrence E. Jaffe Pension Plan, et al. v Household
International, Inc., et al: Lead Case No. - 02-C5893

Dear Mr. Newville:

Pursuant to Rule 45 of the Federal Rules of Civil Procedure, Weaver C. Barksdale & Associates ("Barksdale") hereby responds and objects to Household Defendants' subpoena for production of documents to third-party Barksdale (the "Subpoena").

GENERAL OBJECTIONS

Barksdale generally objects to the Subpoena and the document requests (the "Requests") on the following grounds, each of which is incorporated by reference in the responses to the individual Requests below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. Barksdale objects to the Subpoena as improper in its entirety because defendants in this action have stipulated to class certification, the United States District Court, Northern District of Illinois has approved and entered the parties' stipulation and proposed order regarding class certification, and production of documents by Barksdale relating to individualized issues and defenses of a specific plaintiff prior to a trial on common issues concerning the class is premature and solely designed to harass Barksdale.
2. Barksdale objects to the subpoena as improper in its entirety because Barksdale did not trade in Household, Beneficial or HSBC Securities on behalf of plaintiff Pace Industry Union Management Pension Fund ("PACE") at any time.
3. Barksdale objects to these requests to the extent they seek to impose obligations on Barksdale that are not required by law or are beyond those imposed by the federal rules of civil procedure or the local rules of any federal district court relevant to this action.

4. Barksdale objects to the requests to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection.
5. Barksdale objects to the requests to the extent they seek information about HSBC Holdings, plc because they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.
6. Barksdale objects to the requests to the extent that they impose a duty to seek out information and documents which are not in Barksdale's possession, custody or control.
7. Barksdale objects to the requests on the ground of undue burden to the extent the requests seek information that has already been provided to the household defendants, information that is equally available to the household defendants or information that originated in the household defendants' possession, custody or control.
8. Barksdale objects to the requests to the extent they seek information that can be found in the pleadings in this or any other action.
9. Barksdale objects to the requests to the extent they are overly broad and unduly burdensome.
10. Barksdale objects to the requests to the extent that they are vague, ambiguous, complex or confusing as to make a meaningful or complete response impossible.
11. Barksdale objects to the requests to the extent they fail to state with sufficient particularity the information and categories of information to be provided.
12. Barksdale objects to the requests to the extent that they call for a legal conclusion.
13. Barksdale objects to the requests to the extent they seek information that may be protected by the right to privacy, financial or otherwise, recognized under the United States Constitution, or any other federal or state law.
14. Barksdale objects to the requests to the extent they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.
15. Barksdale objects to the definition of "you" or "your" to the extent that it includes Barksdale's predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director employee, agent, attorney or any person acting who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.
16. Barksdale objects to the definitions of "Household Securities" and "HSBC Securities" as vague and ambiguous.

17. Barksdale generally objects to the instructions to the extent they seek to impose obligations on Barksdale beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.
18. Barksdale's decision to provide information or documents, notwithstanding the objectionable nature of any of the requests themselves, should not be construed as: (a) an admission that the material is relevant; (b) a waiver of the general objections or the objections asserted in response to a specific request; or (c) an agreement that a request for similar information in this or any other related proceedings will be treated in a similar manner.
19. In responding to the subpoena, Barksdale does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:
 - a) All rights to move to quash or seek a protective order or other relief under applicable law;
 - b) All objections as to the competency, relevancy, materiality and admissibility of any request, Barksdale's response or the subject matter;
 - c) All objections as to vagueness, ambiguity or other infirmity in the form of the requests and any objections based on the undue burden imposed by the requests;
 - d) All rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;
 - e) All rights to object on any ground to any further document requests or other discovery requests involving or related to the subject matter of the requests;
 - f) The right to supplement responses to the requests prior to trial; and
 - g) Any and all privileges and/or rights under the applicable rule under the federal rules of civil procedure or other statutes, guidelines or common law.
20. The failure to object on a particular ground or grounds shall not be construed as a waiver of Barksdale's right to object on any additional grounds.
21. Barksdale reserves the right to supplement and/or amend the specific objections and responses set forth below.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION NO. 1:

Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or philosophy for PACE, including but not limited to promotional

materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 2:

Any and all Documents that You relied upon in making investment decisions for PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 3:

Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 4:

Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale

further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 5:

Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 6:

Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 7:

Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to

the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 8:

Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 9:

Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports and other media reports.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 10:

Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

January 14, 2005

REQUEST FOR PRODUCTION NO. 11:

Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 12:

Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

Barksdale incorporates the General Objections above as if set forth herein. Barksdale also objects to this Request as premature and designed solely to harass Barksdale. Barksdale further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Barksdale further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

Sincerely,



Debbie Slocum
Chief Compliance Officer

cc: Monique C. Winkler, Attorney at Law
Lerach Coughlin Stoia Geller Rudman & Robbins. LLP



SECURITY ASSET MANAGEMENT

65 EAST 55TH STREET • SUITE 2305 • NEW YORK, NY 10022 • TEL (212) 644-5444 • FAX (212) 644-5411

January 10, 2005

Landis C. Best, Esq.
Cahill Gordon & Reindell LLP
Eighty Pine Street
New York, NY 10005-1702

Re: Lawrence E. Jaffee Pension Plan, et al, v. Household
International, Inc., et al; Lead Case No. 02-C5893

Dear Ms. Best:

Security Asset Management's Objections and Responses to Household Defendants' subpoena for Production of Documents:

Pursuant to Rule 45 of the Federal Rules of Civil Procedure, Security Asset Management ("SAM") hereby responds and objects to Household Defendants' subpoena for production of documents to third-party SAM (the "Subpoena").

GENERAL OBJECTIONS

SAM generally objects to the Subpoena and the document requests (the "Requests") on the following grounds, each of which is incorporated by reference in the responses to the individual Requests below. All responses set forth herein are subject to and without waiver of any of these General Objections:

1. SAM objects to the Subpoena as improper in its entirety because defendants in this action have stipulated to class certification, the United States District Court, Northern District of Illinois has approved and entered the parties' stipulation and proposed order regarding class certification, and production of documents by SAM relating to individualized issues and defenses of a specific plaintiff prior to a trial on common issues concerning the class is premature and solely designed to harass SAM.
2. SAM objects to the Subpoena as improper in its entirety because SAM did not trade in Household, Beneficial or HSBC Securities on behalf of plaintiff Pace Industry Union Management Pension Fund ("PACE") at any time.
3. SAM objects to these Requests to the extent they seek to impose obligations on SAM that are not required by law or are beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.
4. SAM objects to the Requests to the extent that they call for the disclosure of information protected by the attorney-client privilege, the attorney work product doctrine and/or any other applicable privilege or protection.
5. SAM objects to the Requests to the extent they seek information about HSBC Holdings, plc because they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

6. SAM objects to the Requests to the extent that they impose a duty to seek out information and documents which are not in SAM's possession, custody or control.

7. SAM objects to the Requests on the ground of undue burden to the extent the Requests seek information that has already been provided to the Household Defendants, information that is equally available to the Household Defendants or information that originated in the Household Defendants' possession, custody or control.

8. SAM objects to the Requests to the extent they seek information that can be found in the pleadings in this or any other action.

9. SAM objects to the Requests to the extent they are overly broad and unduly burdensome.

10. SAM objects to the Requests to the extent that they are vague, ambiguous, complex or confusing as to make a meaningful or complete response impossible.

11. SAM objects to the Requests to the extent they fail to state with sufficient particularity the information and categories of information to be provided.

12. SAM objects to the Requests to the extent that they call for a legal conclusion.

13. SAM objects to the Requests to the extent they seek information that may be protected by the right to privacy, financial or otherwise, recognized under the United States Constitution, or any other federal or state law.

14. SAM objects to the Requests to the extent they seek information neither relevant to this litigation nor reasonably calculated to lead to the discovery of admissible evidence.

15. SAM objects to the definition of "You" or "Your" to the extent that it includes SAM's predecessors, successors, parent corporations, holding companies, subsidiaries (direct or indirect), affiliates, divisions, groups and other operational or functional units, each officer, director employee, agent, attorney or any person acting who acted in a representative capacity on behalf of any of the foregoing entities, and persons or entities who were or continue to be authorized to act on behalf of any of the foregoing entities.

16. SAM objects to the definitions of "Household Securities" and "HSBC Securities" as vague and ambiguous.

17. SAM generally objects to the Instructions to the extent they seek to impose obligations on SAM beyond those imposed by the Federal Rules of Civil Procedure or the local rules of any federal district court relevant to this action.

18. SAM's decision to provide information or documents, notwithstanding the objectionable nature of any of the Requests themselves, should not be construed as:

- a) an admission that the material is relevant;

- b) a waiver of the General Objections or the objections asserted in response to a specific request; or
- c) an agreement that a request for similar information in this or any other related proceedings will be treated in a similar manner.

19. In responding to the subpoena, SAM does not in any way waive or intend to waive any privilege or objection, but rather intends to preserve and is preserving the following:

- a) all rights to move to quash or seek a protective order or other relief under applicable law;
- b) all objections as to the competency, relevancy, materiality and admissibility of any Request, SAM's response or the subject matter;
- c) all objections as to vagueness, ambiguity or other infirmity in the form of the Requests and any objections based on the undue burden imposed by the Requests;
- d) all rights to object on any ground to the use of any of the responses, or their subject matter, in any subsequent proceedings, including the trial of this or any other action;
- e) all rights to object on any ground to any further document requests or other discovery requests involving or related to the subject matter of the Requests;
- f) the right to supplement responses to the Requests prior to trial; and (g) any and all privileges and/or rights under the applicable rule under the Federal Rules of Civil Procedure or other statutes, guidelines or common law.

20. The failure to object on a particular ground or grounds shall not be construed as a waiver of SAM's right to object on any additional grounds.

21. SAM reserves the right to supplement and/or amend the specific objections and responses set forth below.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION NO. 1:

Documents sufficient to show Your allocation of risk among investments, overall investment strategy, and/or philosophy for PACE, including but not limited to promotional materials, employee handbooks, internal guidelines, investment policies, diversification policies, risk allocation policies, government-required filings and mission statements.

RESPONSE TO REQUEST FOR PRODUCTION NO. 1:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 2:

Any and all Documents that You relied upon in making investment decisions for PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 2:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 3:

Documents concerning, directly or indirectly, Your role as investment manager or advisor to PACE in connection with any investment by those entities in Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 3:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 4:

Documents sufficient to show any policy, procedure, process or criteria pursuant to which You recommend or have recommended publicly traded securities for purchase or sale in Your capacity as an investment manager or advisor to PACE, including but not limited to Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 4:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 5:

Organizational charts, or other Documents sufficient to show Your management structure, and sufficient to identify the persons involved in selecting, monitoring or handling of investments in connection with Your role as an investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 5:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 6:

Any study, report, newspaper article, magazine article, or memorandum relating to the subprime lending, residential lending, consumer finance, credit card, banking, or financial services industry read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 6:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 7:

Documents sufficient to show PACE's holdings in Household Securities or Beneficial Securities from January 1, 1997 until and including December 31, 2003, or in HSBC Securities, from January 1, 2002 until and including December 31, 2003, including but not limited to account statements, purchase and sales records, and securities certificates.

RESPONSE TO REQUEST FOR PRODUCTION NO. 7:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 8:

Documents concerning ratings, investment advice, or recommendations concerning Household Securities, Beneficial Securities or HSBC Securities read, reviewed, collected, consulted, or in any way relied upon by you in Your role as investment manager or advisor to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 8:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 9:

Documents read, reviewed, analyzed, prepared, or collected in Your role as investment advisor or manager to PACE in connection with PACE's investment in Household Securities, Beneficial Securities or HSBC Securities, including but not limited to SEC filings, prospectuses, evaluations, analyst reports, due diligence files, newspaper or magazine articles, financial or wire service reports and other media reports.

RESPONSE TO REQUEST FOR PRODUCTION NO. 9:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST FOR PRODUCTION NO. 10:

Documents concerning communications between You and PACE regarding purchases of, investments in, or sales of Household Securities, Beneficial Securities or HSBC Securities.

RESPONSE TO REQUEST FOR PRODUCTION NO. 10:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 11:

Any and all regularly prepared summaries, reports, analysis, or memoranda regarding PACE's investment history and results, including but not limited to those documents sent or transmitted to PACE.

RESPONSE TO REQUEST FOR PRODUCTION NO. 11:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

REQUEST FOR PRODUCTION NO. 12:

Documents concerning any communication between You and the law firms of Lerach Coughlin Stoia & Robbins LLP or Miller Faucher and Cafferty LLP from October 1, 1997 to the present.

RESPONSE TO REQUEST FOR PRODUCTION NO. 12:

SAM incorporates the General Objections above as if set forth herein. SAM also objects to this Request as premature and designed solely to harass SAM. SAM further objects to this Request on the grounds that it is vague, ambiguous, overly broad, burdensome, and seeks documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. SAM further objects to this Request insofar as it seeks documents protected from discovery and disclosure by any privacy rights or other applicable protections or privileges.

Sincerely,



James D. Taliaferro
President

EXHIBIT 9

TO: HOUSEHOLD DEFENDANTS AND THEIR COUNSEL OF RECORD:

Pursuant to Federal Rules of Civil Procedure 26 and 34, and subject to the definitions, instructions, and relevant time period set forth below, plaintiffs request that defendants Household International, Inc., including its wholly owned subsidiary Household Finance Corporation, Inc. ("HFC"), William Aldinger, David Schoenholz, Gary Gilmer and J.A. Vozar (collectively, "Household Defendants") produce for inspection and copying the documents designated under the heading "DOCUMENTS REQUESTED" within 30 days after service hereof to the offices of Lerach Coughlin Stoia & Robbins LLP, 100 Pine Street, Suite 2600, San Francisco, CA 94111, or at such other time and place as the parties mutually agree.

Plaintiffs request that such production be made in accordance with the "DEFINITIONS" and "INSTRUCTIONS" set forth below.

I. DEFINITIONS

Unless otherwise stated, the terms set forth below are defined as follows:

1. The term "documents" has the same meaning as "[w]ritings and recordings," which is defined in Rule 1001(1) of the Federal Rules of Evidence, including any electronically stored documents, preliminary versions, drafts or revisions, and is used as broadly as allowed under the Federal Rules of Civil Procedure.

2. The term "Household" shall refer to defendant Household International, Inc., any of its subsidiaries, including, but not limited to, defendant HFC, Beneficial Corporation and Household Realty Corporation. Household's divisions or affiliates (foreign and domestic), predecessors, successors and any present and former officers, directors, employees, agents or members of the Board of Directors of Household, its attorneys, accountants, advisors and all other persons acting or purporting to act on its behalf.

3. The term "Individual Defendants" shall refer to defendants William Aldinger, David Schoenholz, Gary Gilmer and J.A. Vozar, and their agents, attorneys, advisors, accountants and all other persons acting or purporting to act on their behalf.

4. The terms "defendants," "you," or "your" shall collectively refer to Household and the Individual Defendants.

5. The term "Andersen" shall refer to Arthur Andersen LLP and any of its members (as defined by ET 92.06, 92.09 and .16 of the American Institute of Certified Public Accountants Code of Professional Conduct as of June 1, 2002) and any of Andersen's predecessors, successors, parents, subsidiaries, divisions, partnerships and branches; its international, foreign, national, regional and local offices; all present or former officers, directors, partners, employees, agents, attorneys, advisors, accountants, consultants and all other persons acting or purporting to act on its behalf.

6. The term "HSBC" shall refer to HSBC Holdings plc and any of HSBC's predecessors, successors, parents, subsidiaries, divisions, partnerships and branches; its international, foreign, national, regional and local offices; all present or former officers, directors, partners, employees, agents, attorneys, advisors, accountants, consultants and all other persons acting or purporting to act on its behalf.

7. The term "KPMG" shall refer to KPMG LLP and any of KPMG's predecessors, successors, parents, subsidiaries, divisions, partnerships and branches; its international, foreign, national, regional and local offices; all present or former officers, directors, partners, employees, agents, attorneys, advisors, accountants, consultants and all other persons acting or purporting to act on its behalf.

8. The term "SEC" shall refer to the United States Securities and Exchange Commission, its national, regional and branch offices, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

II. INSTRUCTIONS

1. All documents shall be produced in the order they are kept in the ordinary course of business, and shall be produced in their original folders, binders, covers or containers. For example, documents maintained electronically shall be produced in the manner in which they are stored.

2. All documents shall be organized and labeled to correspond to the categories in this request.

3. You shall produce the original of each item or document described below or, if the original is not in your custody, then a copy thereof, and in any event, all non-identical copies which differ from the original or from the other copies produced for any reason, including, but not limited to, the making of notes thereon.

4. These requests relate to all items and documents which are in your actual or constructive possession, custody or control or in the possession, custody or control of your predecessors, successors, parents, subsidiaries, divisions, or affiliates, or any of your respective directors, officers, managing agents, agents, employees, attorneys, accountants, or other persons occupying similar positions or performing similar functions. A document shall be deemed to be within your control if you have the right to secure the document or a copy of the document from another person having possession or custody of the document.

5. If production of items or documents responsive to these requests is withheld under a claim of privilege or upon any other ground, as to each such item or document, state the following information in sufficient detail to permit the court to rule on your claim:

- (a) Which privilege is claimed;
- (b) A precise statement of the facts upon which said claim of privilege is based;
- (c) If a document, the following information describing each purportedly privileged document:

- (i) Its nature, *e.g.*, agreement, letter, memorandum, tape, etc.;
 - (ii) The date it was prepared;
 - (iii) The date it bears;
 - (iv) The date it was sent;
 - (v) The date it was received; the number of pages or Bates numbers of the document withheld;
 - (vi) The identity of the person preparing it;
 - (vii) The identity of the person sending it;
 - (viii) The identity of each person to whom it was sent or was to have been sent, including all addresses and all recipients of copies; and
 - (ix) A statement as to whom each identified person represented or purported to represent at all relevant times; and
- (d) A precise description of the place where each item, or a copy of that document is kept, including the title or description of the file in which said item or document may be found and the location of such.

6. Whenever a document is not produced in full or is produced in redacted form, so indicate on the document and state with particularity the reason or reasons it is not being produced in full and describe to the best of your knowledge, information and belief, and with as much particularity as possible, those portions of the document which are not being produced.

7. If an item or document responsive to these requests was at any time in your possession, custody or control but is no longer available for production, as to each such document state the following information:

- (a) Whether the item or document is missing or lost;
- (b) Whether the item or document has been destroyed;

(c) Whether the item or document has been transferred or delivered to another person and, if so, at whose request;

(d) Whether the item or document has been otherwise disposed of; and

(e) A precise statement of the circumstances surrounding the disposition of the item or document and the date of disposition.

8. With respect to any items or documents, the production of which you contend is in some way "burdensome" or "oppressive," please state the specific reasons for that objection.

9. You are to produce each document requested herein in its entirety, without deletion or excision (except as qualified by Instructions 5 and 6 above) regardless of whether you consider the entire document to be relevant or responsive to the requests.

10. The singular shall include the plural, and the disjunctive shall include the conjunctive, and vice versa.

11. "And" shall include the term "or," and the term "or" shall include the term "and," such that each document request calls for the production of the greatest number of documents.

12. You shall produce all responsive documents available at the time of production and you shall supplement your responses as required by Rule 26(e) of the Federal Rules of Civil Procedure.

III. RELEVANT TIME PERIOD

All requests herein refer to the period from January 1, 1997, to the date of production (the "Relevant Time Period"), unless otherwise specifically indicated, and shall include all documents and information that relate to such period, even though prepared or published outside of the Relevant Time Period.

IV. DOCUMENTS REQUESTED

REQUEST NO. 1:

All documents and communications concerning or relating to investigations by any state or federal governmental, administrative or regulatory agency, department or other body into Household's lending policies and practices.

REQUEST NO. 2:

All documents and communications concerning or relating to investigations by any state or federal governmental, administrative or regulatory agency, department or other body into Household's reaging policies and practices.

REQUEST NO. 3:

All documents concerning communications between Household and/or the Individual Defendants and the SEC, any state or federal administrative or regulatory agency, department or other body.

REQUEST NO. 4:

All documents and communications concerning or relating to Household's accounting treatment of its MasterCard/Visa co-branding and affinity credit card relationships and its credit card marketing agreement with third parties.

REQUEST NO. 5:

All documents and communications concerning or relating to the restatement, announced on or about August 14, 2002 and the \$600 million charge against previously reported earnings as a result of the restatement, including, but not limited to, documents received from or provided to KPMG.

REQUEST NO. 6:

A sample of all loan documents for loans secured by real property, used at any time during the Relevant Time Period, at any branch, regardless of whether the branch is still operating today, including, but not limited to, loan applications, loan agreements, good faith estimates, mortgage or trust deeds, and/or any other documents given to or shown to Household's customers.

REQUEST NO. 7:

All documents and communications concerning or relating to Household's lending practices and policies related to loans secured by real property (as described in the Complaint), including, but not limited to, correspondence, analyses, statistics, presentations, training materials, public statements, memoranda and notes.

REQUEST NO. 8:

All organizational charts and employee directories describing or reflecting the organizational hierarchy and management structure of Household and each of its divisions and operating segments, including its executive and management personnel, subsidiaries, affiliates, divisions and departments, and all documents identifying Household's loan officers, branch managers, account executives, collection representatives, and customer care representatives.

REQUEST NO. 9:

All training materials including, but not limited to, manuals, guidelines, brochures, booklets, instructions, videos, and memoranda for every level of Household employees, including, among others, loan officers, regional, district and branch sales managers, account executives, sales assistants, collections people, trainers, underwriters, and customer care representatives.

REQUEST NO. 10:

All documents and communications concerning Household's policies and practices relating to loan delinquencies, charge-off and reaging of loans, including all documents provided to or received from Andersen or KPMG regarding loan delinquencies, charge-off and reaging of loans.

REQUEST NO. 11:

All documents and communications concerning the structure and operational abilities of the Vision system, including, but not limited to, print-outs, programs, technical specifications, manuals, instructions, and memoranda

REQUEST NO. 12:

All documents concerning communications referring or relating to the Vision system, including, but not limited to, announcements, commentary or review of the same.

REQUEST NO. 13:

All documents concerning incentive programs or promotions for all Household management and/or employees.

REQUEST NO. 14:

All documents concerning Household management and/or employee discipline, relating to their refusal to follow Household's practices or policies regarding lending or the treatment of loan delinquencies, including, but not limited to, reprimands, demotions and/or firings.

REQUEST NO. 15:

All documents produced to plaintiffs in the following lawsuits:

- (a) *ACORN, et. al. v. Household Int'l, Inc., et al.*, Case No. 02-1240 CW (N.D. Cal.);
- (b) *Bell, et al. v. Household Int'l, Inc., et al.*, Case No. 02-CH-08640 (Circuit Court of Cook County, Ill.);

(c) *Luna, et al., v. Household Finance Corp., III, et al.*, Case No. 02-2-00178-0
(Chelan County Superior Court Wash.); and

(d) *Forst, et al. v. Household Realty Corp., et al.*, Case No. 04-CVH-3219
(Franklin County Common Pleas Court Ohio).

REQUEST NO. 16:

All summaries or compilations of complaints you received relating to your loans secured by real property and/or your lending policies or practices.

REQUEST NO. 17:

All documents and communications relating to and concerning any work performed for you by KPMG.

REQUEST NO. 18:

All documents and communications concerning or relating to any work performed for you by Andersen.

REQUEST NO. 19:

All documents and communications relating to or concerning compensation paid by Household or Individual Defendants to Andersen.

REQUEST NO. 20:

All documents and communications concerning defendants' meetings, conferences, conference calls, dinners or other communication with analysts or investors, including, but not limited to, transcripts and question and answer scripts, or any other types of scripts.

REQUEST NO. 21:

All documents relating to or concerning Household's Best Practices Initiatives adopted in or around July 2001.

REQUEST NO. 22:

All documents and communications concerning or relating to HFC's registration and sale of debt securities, arising out of the S-3 registration statements that became effective on or about March 24, 2000, September 13, 2000, February 23, 2001, May 3, 2001, November 20, 2001, December 18, 2001 and April 9, 2002.

REQUEST NO. 23:

All documents and communications prepared for, distributed to, created in connection with, or used in any meetings of Household's Board of Directors, audit committee, or compensation committee, including, but not limited to, board packages, agendas, presentations, minutes and drafts thereof.

REQUEST NO. 24:

All documents concerning executive compensation, including, but not limited to, documents reflecting or describing Household's stock benefit, option, bonus, or incentive compensation plans, including any modifications, revisions or amendments thereto and documents concerning policies or guidelines with respect to determining executive compensation levels.

REQUEST NO. 25:

All documents relating to each of the Individual Defendants' personnel files, including documents reflecting performance reviews, salaries, bonuses, stock options, loans and other compensation received by each of the Individual Defendants.

REQUEST NO. 26:

All documents concerning the Individual Defendants' trading in Household stock, including, but not limited to, any securities traded or options obtained during or as a result of the Individual Defendants' employment with Household.

REQUEST NO. 27:

Household's merger or sale agreement with HSBC and all documents concerning any disclosures made to HSBC in connection with the sale.

REQUEST NO. 28:

All documents and communications concerning any compensation, monetary or non-monetary, or other consideration, including, but not limited to, options and special retention gifts, received by the Individual Defendants as a result of Household's sale to HSBC.

REQUEST NO. 29:

All documents and communications relating to or concerning Household's methodology of securitizing its loan pools.

REQUEST NO. 30:

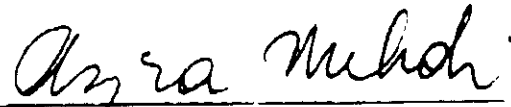
All documents concerning your document destruction, retention and alteration policy in effect during the Relevant Time Period, including, without limitation, any such policies concerning electronically stored documents and email.

REQUEST NO. 31:

All documents concerning the preservation, search for, collection, retention, maintenance, destruction or alteration of any and all documents (including email and other electronic data) that were undertaken with respect to this action, including, without limitation, all such action taken after this action was filed but prior to this request.

DATED: May 17, 2004

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& ROBBINS LLP
PATRICK J. COUGHLIN
AZRA Z. MEHDI (90785467)
SUSAN K. ALEXANDER
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Telephone: 312/782-4880
312/782-4485 (fax)

Liaison Counsel

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DECLARATION OF SERVICE BY MAIL AND FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on May 17, 2004, declarant served the **PLAINTIFFS' FIRST REQUEST FOR PRODUCTION OF DOCUMENTS TO HOUSEHOLD DEFENDANTS** by depositing a true copy thereof in a United States mailbox at San Francisco, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List. Declarant also served the parties by facsimile.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of May, 2004, at San Francisco, California.



MONTINA O. GAMBOA

HOUSEHOLD INTERNATIONAL (LEAD)

Service List - 5/17/2004 (02-0377)

Page 1 of 2

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EXHIBIT 10

Lerach Coughlin Stoia Geller Rudman & Robbins LLP

100 PINE STREET, SUITE 2600
SAN FRANCISCO, CA 94111
TEL: (415) 288-4545 / FAX: (415) 288-4534

FACSIMILE

From: Monique C. Winkler

Date: November 19, 2004

Subject: *Lawrence E. Jaffe Pension Plan v. Household
International, Inc., et al.*
Case No. 02-CIV-5893 (N.D. Ill.)

Code: 020377-00001

No. Pages: 3

FAX RECEIVED

To:

ROOM # 1411
3pm 5 1619
JA 1626

Fax No.

Telephone No.

~~David Owen, Esq.~~
~~Joshua Newville, Esq.~~
~~Joshua Greenblatt, Esq.~~
Cahill Gordon & Reindel LLP

212-269-5420

212-701-3000

Adam B. Deutsch, Esq.
Eimer Stahl Klevorn & Solberg LLP

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Marvin A. Miller, Esq.
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312-782-4880

Message:

CONFIDENTIALITY NOTE: This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

FAX OPERATOR: Return originals to:

Marcy Medeiros x4448



SAN DIEGO • SAN FRANCISCO
LOS ANGELES • NEW YORK • BOCA RATON
WASHINGTON, DC • HOUSTON
PHILADELPHIA • SEATTLE

Monique C. Winkler
moniquew@lerachlaw.com

November 19, 2004

VIA FACSIMILE 212/269-5420

David Owen, Esq.
Joshua Newville, Esq.
Joshua Greenblatt, Esq.
CAHILL GORDON & REINHOLD LLP
Eighty Pine Street
New York, NY 10005-1702

Re: *Lawrence E. Jaffe Pension Plan v. Household International, Inc., et al.*
Case No. 02-CIV-5893 (N.D. Ill.)

Dear Counsel:

I write regarding certain issues addressed during the November 5, 2004 meet and confer concerning the Household Defendants' First Requests for Production of Documents (the "Requests").

With respect to the Requests served upon Glickenhau & Company, International Union of Operating Engineers Local No. 132, and PACE Industry Union Management Pension Fund (collectively, "lead plaintiffs"), lead plaintiffs will amend their respective Responses and Objections in light of the resumption of merits discovery and in response to certain issues discussed during the meet and confer. The amended responses and objections will address issues identified during the meet and confer with respect to individual requests.

During the meet and confer you identified two global issues relating to lead plaintiffs' Responses and Objections: (1) lead plaintiffs' objections to the relevant time period as defined in the requests and (2) lead plaintiffs' objections to the Requests to the extent they seek information concerning HSBC Holding, PLC ("HSBC"). Lead plaintiffs are willing to compromise regarding the relevant time period. Subject to specific and general objections that will be set forth in the amended Responses and Objections, lead plaintiffs will produce documents responsive to Requests 4, 6, 15, and 25 for the time period January 1, 1997 to October 11, 2002. The amended responses and objections will reflect this compromise. Lead plaintiffs continue to object to the Requests to the extent they seek information about HSBC for the reasons set forth in their Objections and Responses and will not produce information about HSBC.

100 Pine Street, 26th Floor • San Francisco, CA 94111 • 415.288.4545 • Fax 415.288.4534 • www.lerachlaw.com



David Owen, Esq.
Joshua Newville, Esq.
Joshua Greenblatt, Esq.
November 19, 2004
Page 2

Lastly, with respect to the Requests served upon Archdiocese of Milwaukee Supporting Fund, Inc. (the "AMS Fund") and West Virginia Laborers' Trust Fund (the "West Virginia Fund"), the AMS Fund and the West Virginia Fund stand by their respective Objections and Responses. Because the AMS Fund and the West Virginia Fund are not lead plaintiffs and have not sought to be class representatives, they should be treated as absent class members for discovery purposes. *See, e.g., In re Lucent Technologies, Inc. Sec. Litig.*, No. 00-621, 2002 U.S. Dist. Lexis 8799, at *4*5 (D. N.J. May 7, 2002). Absent class members are generally not subject to discovery. *Id.*

Very truly yours,

Monique C. Winkler

MCW:mm

cc: Marvin A. Miller, Esq.
Adama Deutsch, Esq.

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EXHIBIT 11

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November 24, 2004

Re: Lawrence E. Jaffe Pension Plan v.
Household International, Inc., et al.
Case No. 02-CV-5893 (N.D. Ill.)

Dear Azra and Monique:

In response to Plaintiffs' First Request for the Production of Documents to Household Defendants, we have collected materials responsive to plaintiffs' requests concerning, *inter alia*, training materials. This collection currently consists of approximately 20 boxes of documents, 50 videotapes and 25 audiotapes.

These materials will be made available to you at a facility in Franklin Park, Illinois. Please contact Landis Best or me so that we may schedule a mutually convenient time for their review.

Sincerely,



Craig S. Kesch

Azra Mehdi, Esq.
Monique Winkler, Esq.
Lerach Coughlin Stoia Geller
Rudman & Robbins LLP
100 Pine Street, 26th Floor
San Francisco, CA 94111

VIA FACSIMILE

CAHILL GORDON & REINDEL LLP

-2-

cc: Adam Deutsch, Esq. (via facsimile)
Marvin A. Miller, Esq. (via facsimile)
Stanley Parzen, Esq. (via facsimile)
Thomas J. Kavalier, Esq.
Peter Sloane, Esq.
Landis C. Best, Esq.

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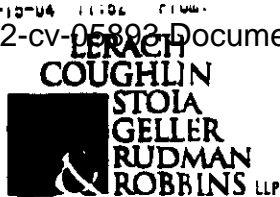
From: Monique C. Winkler **Date:** December 15, 2004
Subject: *Lawrence E. Jaffe Pension Plan v. Household International, Inc., et al.* **Code:** 020377-00001
Case No. 02-CIV-5893 (N.D. Ill.)
No. Pages: 2

<u>To:</u>	<u>Fax No.</u>	<u>Telephone No.</u>
Landis Best, Esq. Craig Kesch, Esq. Cahill Gordon & Reindel LLP	212-269-5420	212-701-3000
Adam B. Deutsch, Esq. Eimer Stahl Klevorn & Solberg LLP	312-692-1718	312-660-7600
Marvin A. Miller, Esq. Miller Faucher And Cafferty LLP	312-782-4485	312-782-4880

Message:

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FAX OPERATOR: Return originals to: Marcy Medeiros x4448



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PHILADELPHIA • SEATTLE

Monique C. Winkler
moniquew@lerachlaw.com

December 15, 2004

VIA FACSIMILE 212/269-5420

Landis Best, Esq.
Craig Kesch, Esq.
CAHILL GORDON & REINDEL LLP
Eighty Pine Street
New York, NY 10005-1702

Re: *Lawrence E. Jaffe Pension Plan v. Household International, Inc., et al.*
Case No. 02-CIV-5893 (N.D. Ill.)

Dear Landis and Craig:

I write regarding the approximately 50 to 60 boxes of training materials and sample loan documents, 50 videotapes, and 25 audiotapes we discussed during the December 7, 2004 meet and confer. In light of Craig's representation that the hard-copy documents are not simply a few documents that are copied over and over again, we request that you copy all the materials, including video and audio tapes and send them to us.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'M. Winkler', written over a horizontal line.

Monique C. Winkler

MW:mm

cc: Marvin A. Miller, Esq.
Adam Deutsch, Esq.

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CERTIFICATE OF SERVICE

I, Adam Deutsch, hereby certify that I caused to be served a copy of the foregoing **OPPOSITION TO LEAD PLAINTIFFS' MOTION FOR PROTECTIVE ORDER** on the attached Service List via Federal Express overnight delivery and facsimile on January 26, 2005.

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