

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

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

**THE CLASS' RESPONSE TO THE HOUSEHOLD DEFENDANTS' MEMORANDUM
OF LAW IN SUPPORT OF THE RETURN OF CERTAIN ARTHUR ANDERSEN
DOCUMENTS AND CROSS-MOTION TO COMPEL PRODUCTION OF CERTAIN
DOCUMENTS PROVIDED TO OUTSIDE AUDITORS BY HOUSEHOLD
DEFENDANTS**

REDACTED VERSION

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I. INTRODUCTION

The Household Defendants and Arthur Andersen LLP (“Andersen”) seek to suppress relevant evidence, asserting that certain audit-related documents prepared and provided to Household International, Inc.’s (“Household” or the “Company”) outside auditors in the ordinary course of the Company’s annual audit are attorney work product and, in some cases, privileged attorney-client communications. The documents at issue are not covered by either privilege.

Rather than being prepared for litigation, these documents were – on their face, according to Andersen’s own audit procedures, and according to standard accounting procedures – created for the ordinary business purpose of undergoing an audit. Public companies are required by law to undergo audits, and these documents are necessary to comply with that obligation. Household and its auditors created these documents in the ordinary course of business and to satisfy the Securities and Exchange Commission (“SEC”) legal requirement that a public company file financial statements that have been audited in conformity with Generally Accepted Accounting Principles (“GAAP”). Therefore, they are not protected by the attorney work-product doctrine.

Nor is the attorney-client privilege applicable. These documents were not created for the purpose of seeking or rendering legal advice or services; but rather, these documents were created to enable Andersen and/or KPMG LLP (“KPMG”) to render accounting services – an audit – and were neither created nor maintained confidentially.

The documents at issue in Andersen’s motion here are 17 Andersen documents, comprising audit letters and internal Andersen memos (“Andersen Documents”).¹ Additionally, as noted during the May 11, 2006 status, the Class cross-moves to compel Household to produce certain similar documents that it shared with its outside auditors (“Household Documents”) as outlined in Exhibit A attached to this brief, which include (1) several documents listed on Household’s privilege log; and (2) documents responsive to Request Nos. 17 (litigation database HAL) and 18 (information relating to litigation reserves) of the Class’ [Corrected] Third Request for Production of Documents to

¹ To facilitate the Court’s ruling on this issue, the Class submits the Andersen Documents under seal. The documents were produced as follows: No. 6 was produced to the Class on August 20, 2004; Nos. 1-3, 5, 7-17 on January 19, 2005; and No. 4 on December 20, 2005 (after the Class’ settlement with Andersen). *See* Exhibits 1-17 to the Declaration of Azra Z. Mehdi in Support of the Class’ Response to the Household Defendants’ Memorandum of Law in Support of the Return of Certain Andersen Documents and Cross-Motion to Compel Production of Certain Documents Provided to Outside Auditors by Household Defendants (“Mehdi Decl.”), filed concurrently herewith.

Household International, Inc., William Aldinger, David Schoenholz, Gary Gilmer and J.A. Vozar.² These documents are collectively referred to as the “Disputed Documents.” As detailed below, all of the Disputed Documents are discoverable.

II. THE CLASS’ STATEMENT OF COMPLIANCE WITH LOCAL RULE 37.2

In direct contravention of the Court’s Order and notwithstanding Class counsel’s request, the Household Defendants refused to engage in a meet and confer in connection with the Andersen Documents. ¶¶3-6 to the Declaration of D. Cameron Baker Certifying Compliance with the Court’s April 28, 2006 Order and Local Rule 37.2 (“Baker Decl.”), filed concurrently herewith. The Class’ attempts to engage in discussions in connection with the Household Documents were summarily dismissed by counsel for the Household Defendants without any meaningful discussion. *Id.* Household’s persistent failure to engage in good-faith discussions to resolve disputes between parties has resulted in continuous delay in this litigation and burdened the Court as well as the Class.

III. ARGUMENT

A. The Work-Product Doctrine Protects Only Documents Prepared for the Purpose of Aiding in Litigation

Documents “prepared in anticipation of litigation or for trial” are entitled to certain protections from discovery as attorney work product. *See* Fed. R. Civ. P. 26(b)(3). Whether documents are protected depends on the “nature of the document and the factual situation in the particular case.” *Binks Mfg. Co. v. National Presto Indus., Inc.*, 709 F.2d 1109, 1119 (7th Cir. 1983). The “threshold determination” in the evaluation of the work product privilege is whether the documents were “prepared in anticipation of litigation.” *Id.* at 1118 (analyzing 8 Charles Alan Wright & Arthur R. Miller, *Federal Practice and Procedure* Civil §2024); Fed. R. Civ. P. 26(b)(3) (codifying *Hickman v. Taylor*, 329 U.S. 495, 510-11 (1947)).

In *Binks*, the Seventh Circuit held that, for the work-product doctrine to apply, “*the primary motivating purpose behind the creation of a document or investigative report must be to aid in*

² Although the Class does not have the benefit of reviewing the Household Documents, these documents are the same type of documents prepared in the ordinary course of Household’s audit or review and shared with the Company’s auditors. *See* Exhibit B, attached hereto, comprising excerpts of the privilege log entries at issue here. Thus, the analysis of why the Andersen Documents are not protected by the work-product doctrine applies equally to the Household’s Documents.

possible future litigation.” 709 F.2d at 1119 (quoting with approval *Janicker v. George Washington Univ.*, 94 F.R.D. 648, 650 (D.D.C. 1982)).³ In analyzing this question, the court found that documents and investigative reports created in the ordinary course of business were not “prepared because of the prospect of litigation.” *Binks*, 709 F.2d at 1120; *see also Smithkline Beecham Corp. v. Pentech Pharms., Inc.*, Case No. 00 C 2855, 2001 U.S. Dist. LEXIS 18281, at *7 (N.D. Ill. Nov. 5, 2001) (“documents created in the ordinary course of business [] cannot be withheld as work product”). Thus, in the Seventh Circuit, only where the primary motivating purpose for creating the document is to aid in litigation is it deemed prepared “because of” litigation, and only then is it protected by the work-product doctrine. *Binks*, 709 F.2d at 1119-20.

The Seventh Circuit’s long-standing position on the work-product doctrine is consistent with the Advisory Committee Notes to the 1970 Amendment to Fed. R. Civ. P. 26(b)(3), which specifically state: “Materials assembled in the ordinary course of business, or pursuant to public requirements unrelated to litigation, or for other nonlitigation purposes are not under the qualified immunity provided by this subdivision.” Fed. R. Civ. P. 26(b)(3) Advisory Committee Notes. Further, the Seventh Circuit’s interpretation of the work-product doctrine is consistent with the Supreme Court’s exhortation that evidentiary privileges, because they impede the search for truth, must be narrowly construed. *See Pierce County v. Guillen*, 537 U.S. 129, 144-45 (2003); *University of Pa. v. EEOC*, 493 U.S. 182, 189 (1990).

Despite the Seventh Circuit’s holding in *Binks*, the Advisory Committee’s clear statement about the need to determine purpose of the document, and the Supreme Court’s binding and repeated statement that privileges must be construed narrowly, Household asks this Court to apply a different, broader interpretation of the work-product doctrine.

Household cites *Logan v. Commercial Union Ins. Co.*, 96 F.3d 971 (7th Cir. 1996), to imply that the Seventh Circuit broadened the work-product doctrine to cover anything created “because of” litigation. Household Defendants’ Memorandum of Law in Support of Arthur Andersen LLP’s Motion for the Return of Inadvertently Produced Privileged Documents (“Defs’ Mem.”) at 4. The interpretation of what constitutes a document “prepared in anticipation of litigation” was not at issue in *Logan* and the court did not change the standard articulated in *Binks*. *See Logan*, 96 F.3d at 976-

³ Unless specified otherwise, all citations and internal quotations are omitted and all emphasis has been added.

77. The documents addressed in *Logan* were created after the plaintiff filed suit and discussed Commercial Union's statement for defending against plaintiff's action. *Id.* The documents were prepared to aid in the litigation and likely would have been covered under any interpretation of the work-product doctrine. The *Logan* court, relying on *Binks*, explained that the court must determine whether the document was (1) "developed in the ordinary course of business" or (2) "prepared or obtained because of the prospect of litigation." *Id.* Hence, under *Logan*, as under *Binks*, for a document to have been prepared "because of" litigation, the primary purpose of the creation of a document must have been litigation.

Here, the Disputed Documents are (1) internal letters from Household's Controller asking Household's General Counsel to send audit letters to the Company's auditors and from Household's general counsel seeking information for the letters, (2) audit letters sent to auditors, and (3) auditor summaries of the letters. The documents reviewed by the auditors in Household's litigation database as well as information regarding litigation reserves are the underlying factual documentation supporting the audit letters. These letters were necessary for the auditors to perform their audit of Household. *See* Declaration of Kirsten L. Flanagan, CPA in Support of the Class' Response to the Household Defendants' Memorandum of Law in Support of the Return of Certain Arthur Andersen Documents and Cross-Motion to Compel Production of Certain Documents Provided to Outside Auditors by Household Defendants ("Flanagan Decl."), ¶¶7, 12-17, 21-39; Mehdi Decl., Ex. 18. For example, the Household Controller sent the General Counsel the letter requesting audit letters every December. *See* Mehdi Decl., Exs. 6, 8-9, 12-13, 15-17. The General Counsel then sent two letters to the auditors every January. *See* Mehdi Decl., Exs. 2-3, 5-7, 9, 11-12, 14-15. The letters presented an update of what had happened with cases discussed since the prior letter and described new actions against Household. *Id.* These documents were created in the ordinary course of business, once a year, every year, to enable the auditors to conduct Household's annual audit.⁴

⁴ It appears from Household's privilege log that it had a similar process for its interim (quarterly) reports. In addition to the documents that appear to be copies of the documents produced by Andersen (*see, e.g.,* Ex. A, Nos. 42-43), Household claims privilege over numerous letters from its counsel to outside auditors sent two to three weeks after quarter ends. *See* Ex. A, Nos. 1-40, 42-43, 47-50. Each of these documents is described using almost identical language.

1. Audit Letters Are Not Prepared for Litigation

Numerous courts have held that documents prepared for an independent auditor in connection with a publicly held corporation's efforts to comply with the federal securities laws do not constitute attorney work product because they are created primarily for the business purpose of preparing financial reports. *See, e.g., United States v. Gulf Oil Corp.*, 760 F.2d 292, 296 (Temp. Emer. Ct. App. 1985). In *United States v. El Paso Co.*, 682 F.2d 530 (5th Cir. 1982), for example, the Fifth Circuit examined a lawyer's analysis that involved "weighing legal arguments, predicting the stance of the IRS, and forecasting the ultimate likelihood of sustaining El Paso's position in court," but found that "[n]evertheless, this analysis . . . *is only a means to a business end.*" *Id.* at 543. Finding that the document was "[w]ritten ultimately to comply with SEC regulations," the court found that it "carrie[d] much more the aura of daily business than it does of courtroom combat." *Id.* at 544. Therefore, the court held that the document at issue was not protected by the work-product doctrine. *Id.*; *see also Independent Petrochemical Corp. v. Aetna Cas. & Sur. Co.*, 117 F.R.D. 292, 298 (D.D.C. 1987) (declining to extend work product protection to audit letters prepared by an attorney because they were prepared to assist accounting firm "in the performance of regular accounting work done by such accounting firms"); *McEwen v. Digitran Sys., Inc.*, 155 F.R.D. 678, 684 (D. Utah 1994) (concluding that documents were not protected by the work-product privilege because the "primary motivating purpose" behind their creation was the re-issuance of defendant's financial statements).

a. The Primary Purpose of Audit Letters Is to Assist the Company's Independent Outside Auditor in the Ordinary Course of the Audit of a Public Company's Financial Statements

Public companies are required to file annual and quarterly financial statements that comply with GAAP and SEC regulations and are certified by an independent public or certified accountant. Flanagan Decl., ¶18; 15 U.S.C. §78m. A basic objective of financial reporting is to provide useful information to investors and others in a comprehensible manner. Flanagan Decl., ¶¶9-10. Part of this information includes disclosures regarding contingencies involving uncertainty as to possible losses to the company, including pending or threatened litigation. Flanagan Decl., ¶¶16-17. Audit letters are the standard way public companies like Household, which is and was party to various legal proceedings, provide the necessary information to the auditors. Flanagan Decl., ¶15; Mehdi Decl., Ex. 18.

Household management was responsible for identifying, evaluating and accounting for litigation, claims and other contingencies as a basis for the preparation of financial statements in conformity with GAAP. Flanagan Decl., ¶¶22-26. They were also responsible for disclosing this information to Household's outside auditors (Andersen and KPMG) so that the auditors could perform their own independent analysis of the accuracy, reliability and completeness of Household's financial statements. Flanagan Decl., ¶¶21-23; *see Medinol, Ltd. v. Boston Scientific Corp.*, 214 F.R.D. 113, 115 (S.D.N.Y. 2002) ("a company must open its books and records to an independent auditor for review [and] [t]he independent auditor is required to express an opinion, based on a review according to generally accepted auditing standards").

Because auditors generally do not possess legal skills and cannot make legal judgments to complete an audit, they rely upon the company's lawyers to furnish them such information. Flanagan Decl., ¶¶24-25; Mehdi Decl., Ex. 18. Indeed, as part of Andersen's Audit Operating Procedures for Household, Andersen utilized a "Litigation, Claims, & Assessments" form, which memorialized the need to obtain audit letters from Household's counsel. Mehdi Decl., Ex. 18; Flanagan Decl., ¶39. The *Medinol* court observed that because "[c]ustomarily, Management asks counsel who represent it in its lawsuits to make the relevant disclosures to the auditor and express opinions about exposures and probable outcomes . . . [t]he auditor's review supports the auditor's independent opinion about the fairness of the company's financial reports, not the audited company's litigation interests." 214 F.R.D. at 115-16.

The auditors are required, however, to obtain their own competent "evidential matter" in order to fulfill their role as a "public watchdog" responsible for safeguarding the interests of the company's stockholders, creditors and investing public. Flanagan Decl., ¶¶18-20, 25, 27; *see also* §III.4. *infra*. This evidential matter comprises of workpapers that auditors are required to create and maintain demonstrating principal support the work done in the ordinary course of an audit, as well as to support the conclusions they have reached regarding the assertions made in Household's financial statements. Flanagan Decl., ¶¶27-32.

The Disputed Documents here are not protected by the work product privilege because, as outlined in detail in the Flanagan Declaration, such documents (i) are required to be prepared by the auditor in accordance with GAAP and Generally Accepted Auditing Standards to support the review and independent evaluation of the fairness of Household's financial reports and the adequacy of the disclosures that defendants were making to the public about the business and financial condition of Household; (ii) were part of the auditor's workpapers prepared in the ordinary course of its audit of

Household; and (iii) were the evidential matter supporting the auditors' independent investigation. *See generally* Flanagan Decl.

b. Audit Letters Are an Integral Aspect of the Audit and Review Process of Legally Required Financial Reporting

Where a company is required to create a document to comply with the law, the document is not created because of litigation and is not protected work product. *Gulf Oil*, 760 F.2d at 297; *see also In re Raytheon Sec. Litig.*, 218 F.R.D. 354, 359 (D. Mass. 2003). Notably, the drafters of Rule 26(b)(3) excluded from the rule's protection "[m]aterials assembled in the ordinary course of business, or *pursuant to public requirements unrelated to litigation*, or for other non litigation purposes." Fed. R. Civ. P. 26(b)(3) Adv. Comm. notes (cited in *Martin v. Bally's Park Place Hotel & Casino*, 983 F.2d 1252, 1260-61 (3d Cir. 1993)). This exclusion applies "even if the party is aware that the document may also be useful in the event of litigation." *Pacamor Bearings v. Minebea Co.*, 918 F. Supp. 491, 513 (D.N.H. 1996).

The documents at issue here were created "pursuant to public requirements unrelated to litigation," and in fact, would have been created regardless of litigation. *See* Fed. R. Civ. P. 26(b)(3) Adv. Comm. notes; *see also* Mehdi Decl., Ex. 18 (noting the procedure for obtaining audit letters when "management is unaware of any existing litigation claims and assessments"). For example, in *Gulf Oil*, the court overturned a district court's order allowing a defendant to withhold documents similar to those at issue here. 760 F.2d at 294, 296. The court found that the defendant had to create the documents "to allow Arthur Young to prepare financial reports which would satisfy the requirements of the federal securities laws." *Id.* at 297. The court, therefore, held that the primary purpose of the documents was not to aid in the litigation and ordered the company to produce them. *Id.* at 297-98. The same reasoning applies here.

Defendants rely heavily on *Southern Scrap Material Co. v. Fleming*, Civil Action No. 01-2554, 2003 U.S. Dist. LEXIS 10815 (E.D. La. June 18, 2003), for the proposition that audit letters should not be produced. *See* Defs' Mem. at 4, 7. However, prior to allowing *Southern Scrap* to withhold the document, the court explained that *Southern Scrap* was a closely held corporation. *Id.* at *36. As a non-public corporation, it – unlike Household – was not legally required to report its audited financials to the public. *Id.* Similarly, in *In re Pfizer Inc. Sec. Litig.*, 90 Civ. 1260 (SS), 1993 U.S. Dist. LEXIS 18215 (S.D.N.Y. Dec. 22, 1993), the court upheld the privilege only after

reviewing the documents and determining that they were prepared primarily for litigation rather than “for the business purpose of public reporting.” *Id.* at **7-10.⁵

2. The Disputed Documents Are Directly Relevant to This Securities Fraud Lawsuit

This is a securities fraud action against Household and certain of its executive officers alleging that during the Class Period (July 30, 1999 through October 11, 2002), the Household Defendants made false and misleading statements or material omissions in, among other things, Household financial statements filed during the Class Period.

The vast majority of the contents of each of these Disputed Documents is nothing more than procedural history or statistical information regarding litigation against Household or actions taken by the auditors in their review of Household’s financial statements. They are relevant to issues of what the Household Defendants knew about the Company’s business operations, the sustainability of Household’s business model, whether Household was properly reserving for litigation contingencies, and whether its auditors had sufficient information to issue unqualified audit opinions. Moreover, the Disputed Documents are relevant to demonstrate elements of securities fraud, including scienter, showing Household Defendants’ knowledge of the existence of lawsuits alleging predatory lending practices.

Further, in order for Household to be able to file its financial statements with the SEC, the Company was required to have an audit performed, which requires the Company auditor to independently assess the disclosures and information contained in the financial statements – the falsity of these financial statements is at issue here. *See generally* Flanagan Decl. The audit letters and related documents at issue in this motion are integral to an auditor’s ability to complete its audit. *Id.* Thus, these documents are directly relevant to the core issues in this litigation.

⁵ Other cases cited by defendants involve documents that were clearly not necessary for public reporting purposes. *See, e.g., United States v. Adlman*, 134 F.3d 1194 (2d Cir. 1998) (legal analysis of likely IRS challenges to a business decision, drafted for use in making that decision); *National Jockey Club v. Ganassi*, Case No. 04 C 3743, 2006 U.S. Dist. LEXIS 11826 (N.D. Ill. Mar. 22, 2006) (involving legal research memoranda regarding legal rights and a potential cause of action); *Gramm v. Horsehead Indus., Inc.*, No. 87 Civ. 5122 (MJL), 1990 U.S. Dist. LEXIS 773 (S.D.N.Y. Jan. 25, 1990) (memorandum and note discussing settlement possibilities). Defendants’ few cases that may involve documents that the party would have been legally required to create fail to recognize the obvious impact of a legal obligation to create a document on the analysis of the purpose of its creation. *See Gutter v. E.I. DuPont de Nemours & Co.*, No. 95-CV-2152, 1998 U.S. Dist. LEXIS 23207 (S.D. Fla. May 15, 1998); *In re Honeywell Int’l, Inc. Sec. Litig.*, 230 F.R.D. 293 (S.D.N.Y. 2003); *Tronitech, Inc. v. NCR Corp.*, 108 F.R.D. 655 (S.D. Ind. 1985).

The Household Defendants' reliance on *Tronitech* and *United States v. Arthur Young & Co.*, No. 84-C-606-B, 1984 U.S. Dist. LEXIS 22991, at *11 (N.D. Okla. Oct. 5, 1984), is misguided. In these cases, the documents at issue were legal opinions concerning the lawsuit at issue. *Tronitech*, 108 F.R.D. at 656; *Arthur Young*, 1984 U.S. Dist. LEXIS 22991, at **2-3.⁶ Thus, the primary purpose for seeking the documents was to obtain the attorneys' opinion. In contrast, all of the Disputed Documents at issue here were prepared in connection with the regular examination of Household's financial statements in the ordinary course by its auditor, and not in anticipation of litigation. See Mehdi Decl., Exs. 1-17; Ex. B attached hereto.

In securities fraud litigation, documents relating to the accuracy and completeness of financial statements are relevant. There is no privilege in connection with disclosures made to the auditor in the ordinary course of an audit where the documents are created with the expectation of providing them to the auditors and the documents are relevant. Therefore, the documents are discoverable.

3. The Audit Letters Do Not Disclose the Attorney's Theories or Strategies

The work-product doctrine is intended to keep one party from benefiting from its adversary's strategizing and theorizing in the litigation. *Hickman*, 329 U.S. at 511. The documents at issue here include (1) letters from Household's Controller asking the General Counsel to send audit letters to auditors, (2) audit letters written by the general counsel and sent to the auditors, and (3) summaries created by the auditors from the information in the audit letters. Mehdi Decl., Exs. 1-17.

Any work product would necessarily appear in the audit letters. However, the audit letters here do not contain anything that can properly be considered work product. They list the litigation, provide summaries of procedural history, and detail the name, court, date of filing, nature of the litigation, and dismissals, settlements or other outcomes. See, e.g., Mehdi Decl., Ex. 2. In just a few instances, a one-sentence opinion of counsel on the outcome of the case is noted. For example, in the 14-page audit letter dated January 14, 2002, the total information that can reasonably be considered an attorney's opinion is as follows:

- AA059995: "[REDACTED]"
- AA060002: "[REDACTED]"

⁶ The reasoning outlined in *Arthur Young* was effectively overruled by, *Gulf Oil.*, 760 F.2d at 296-97.

- AA060003: “[REDACTED]”
- AA060005: “[REDACTED]”

Mehdi Decl., Ex. 2. Such minimal statements cannot support the wholesale withholding of the documents.

The cases relied on by defendants involve documents that can be more reasonably described as attorney work-product. *See, e.g., Tronitech*, 108 F.R.D. at 655-56 (finding, after *in camera* review, that the document included no “factual references which would be discoverable,” but only the attorney’s opinion); *Southern Scrap*, 2003 U.S. Dist. LEXIS 10815, at *37 (“the letters consist almost entirely of opinion work-product, mental impressions, and litigation strategies”); *Adlman*, 134 F.3d at 1195 (“58-page detailed legal analysis of likely IRS challenges to the reorganization and the resulting tax refund claim”); *Gramm*, 1990 U.S. Dist. LEXIS 773, at *9 (memorandum discussing “each of the claims asserted by Horsehead” in the lawsuit).

The Class disputes that any part of these documents should be withheld. However, to the extent the Court finds otherwise, only those parts of the documents fairly characterized as opinion should be protected. *See, e.g., Gutter*, 1998 U.S. Dist. LEXIS 23207, at *5 (ordering defendant to produce documents in redacted form).

4. Documents Created for and Provided to Auditors in Their Role as Public Watchdog Are Discoverable

When auditors are conducting an audit of a public company, the auditor’s interests are aligned with the company’s shareholders and creditors, rather than with the company. *United States v. Arthur Young & Co.*, 465 U.S. 805, 817-18 (1984). In *Arthur Young*, the Supreme Court described the auditor’s role as follows:

By certifying the public reports that collectively depict a corporation’s financial status, the independent auditor assumes a *public* responsibility transcending any employment relationship with the client. *The independent public accountant performing this special function owes ultimate allegiance to the corporation’s creditors and stockholders, as well as to the investing public.* This “public watchdog” function demands that the accountant maintain total independence from the client at all times and requires complete fidelity to the public trust. . . .

Id.; *see also* Roberta S. Karmel, *A New Watchdog for Public Accountants*, 228 N.Y. Law J. No. 31 at 3 (Aug. 15, 2002) (“Good auditing requires adversarial tension between the auditor and the client.”).

Disclosure of work product to a third party that is aligned with the party’s adversary waives any

privilege that might otherwise have existed. *See Trepanier v. Chamness*, No. 00 C 2393, 2005 U.S. Dist. LEXIS 23293, at **7-8 (N.D. Ill. Oct. 12, 2005).

Further, courts distinguish between documents disclosed to auditors in the course of an audit (e.g. sharing information contained in the HAL litigation database or relating to reserves) as opposed to those disclosed to an accountant acting as a consultant. The *Medinol* court recognized that “there is a difference between disclosure to accountants who have been retained by a lawyer to understand technical aspects of a case and whose interests are therefore allied with the client, and outside auditors who, in order to be effective, must have interests that are independent of and not always aligned with those of the company.” 214 F.R.D. at 114. Because Ernst & Young LLP reviewed meeting minutes of the Special Litigation Committee as part of Ernst & Young’s role as an auditor, the Court found that the disclosure “did not serve any litigation interest, either [the company’s] or that of Ernst & Young, or any other policy underlying the work product doctrine.” *Id.* at 116. Thus, disclosure of materials to accountants for audit purposes waived work-product protection.

B. The Attorney-Client Privilege Does Not Apply to Any of the Documents Shared with Household’s Outside Auditors

The Household Defendants have not argued that the Andersen Documents are protected by the attorney-client privilege. They have, however, asserted the attorney-client privilege for several of the Household Documents. *See, e.g.*, Ex. A, Nos. 1-3, 44-46.

In fact, they cannot assert attorney-client privilege over any of the documents they shared with either Andersen or KPMG. First, the client here is Household and Household was communicating with companies it had engaged to provide accounting services. There is no attorney-client relationship involved in these documents, only accountant-client relationships. There is no accountant-client privilege. *In re Grand Jury Proceedings*, 220 F.3d 568, 571 (7th Cir. 2000).⁷

⁷ Andersen, in its brief, asserts the accountant-client privilege as to all 17 documents. *See* Motion of Arthur Andersen LLP for Determination of the Court as to the Return of Privileged Documents Inadvertently Produced to Plaintiffs and to Set a Schedule for Further Briefing by the Parties, Ex. 1. There is, however, no accountant-client privilege in the federal system. *See Arthur Young*, 465 U.S. at 817-19; *Couch v. United States*, 409 U.S. 322, 335 (1973) (“no confidential accountant-client privilege exists under federal law, and no state-created privilege has been recognized in federal cases”). Moreover, this Court held in a previous dispute in this case: “In federal question cases, like the case at bar, “the contours and exceptions of . . . privileges are clearly a matter of federal common law; state-created principles of privilege do not control.” *Jaffe v. Household*, December 9, 2005 Order at 5.

Second, disclosure of documents to an outside accountant to serve the needs of the accountant in conducting the accounting services destroys the confidentiality seal required of communications protected by the attorney-client privilege, notwithstanding that the federal securities laws require an independent audit. *Grand Jury Proceedings*, 220 F.3d at 571; *Pfizer*, 1993 U.S. Dist. LEXIS 18215, at **22-23 (where documents are created with the knowledge that they may be needed by the auditors, “[c]onfidentiality as to these documents is neither expected nor preserved”). *El Paso*, 682 F.2d at 540; *see also In re John Doe Corp.*, 675 F.2d 482, 489 (2d Cir. 1982). Moreover, the fact that the Household Defendants have asserted the attorney-client privilege haphazardly for certain of the documents, but not other substantially similar documents, further undermines their assertion of the privilege. Accordingly, the attorney-client privilege does not apply to any of the documents.

C. Any Privilege that May Have Existed with Respect to the Andersen Documents Has Been Waived

To determine whether inadvertent production waives any privilege a document may have enjoyed, the court uses a “balancing test looks to five factors to determine if waiver has occurred: 1) the reasonableness of the precautions taken to protect the document; 2) the time taken to rectify the error; 3) the scope of discovery; 4) the extent of the disclosure; and 5) the overriding issue of fairness.” *Urban Outfitters, Inc. v. DPIC Cos.*, 203 F.R.D. 376, 380 (N.D. Ill. 2001). This test applies to both the work-product doctrine and attorney-client privilege. *Id.* at 380 n.3.

Here, Andersen did not request the documents to be returned until January 31, 2006. This is 18 months after the first disputed document was produced, one year after the bulk of the documents were produced, and one month after the last document (Doc. No. 4) was produced. Such long delays favor finding waiver. *See id.* at 380 (delay of one year favors waiver); *MG Capital LLC v. Sullivan*, No. 01 C 5815, 2002 U.S. Dist. LEXIS 11803, at *10 (N.D. Ill. June 27, 2002) (failure to assert privilege for one month is unreasonable and favors waiver). Additionally, Household – the holder of any privileges that might exist – did not request the return of the documents on its own, or even bother to weigh in on the matter until it filed its brief more than three months after Andersen raised it.

As to the reasonableness factor, there are two aspects of the production that suggest that Andersen’s precautions were not reasonable. First, each of the documents was stamped “Confidential,” which would only be proper if it had been reviewed by an attorney and deemed confidential, a process that should have prevented the disclosure of privileged documents. Second,

Andersen's production was not inadvertent. Rather, Andersen produced multiple copies of some of the documents. This, too, suggests that the precautions taken were not reasonable.

As to the question of the extent of the disclosure, the documents were produced in their entirety.

The question of the scope of discovery falls neither one way nor the other. While Andersen produced some tens of thousands of pages, Andersen is regularly involved in litigation involving the production of vast numbers of pages of documents.

The last question is fairness. The Class has spent time analyzing these documents and weaving them into plaintiffs' theory of the case. Given the weakness of the claim of privilege and the lengthy delay in requesting the documents return, fairness favors a finding of waiver of any privilege that may have existed. Because the five factors favor finding waiver, this Court should find that any privilege there might have been for the Andersen Documents has been waived. Moreover, if the same document has been withheld by Household, it too should be found not to be protected from discovery.

IV. CONCLUSION

For the foregoing reasons and any additional arguments that the Court hears, the Class respectfully requests that it be permitted discovery of all the Disputed Documents, including the Andersen Documents at issue here, as well as the Household Documents listed in Exhibit A.

DATED: May 26, 2006

Respectfully submitted,

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
PATRICK J. COUGHLIN (90785466)
AZRA Z. MEHDI (90785467)
D. CAMERON BAKER (154452)
MONIQUE C. WINKLER (90786006)
LUKE O. BROOKS (90785469)
BING Z. RYAN (228641)

s/ Azra Z. Mehdi

AZRA Z. MEHDI

100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
WILLIAM S. LERACH
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

Lead Counsel for Plaintiffs

MILLER FAUCHER AND CAFFERTY LLP
MARVIN A. MILLER
30 North LaSalle Street, Suite 3200
Chicago, IL 60602
Telephone: 312/782-4880
312/782-4485 (fax)

Liaison Counsel

LAW OFFICES OF LAWRENCE G.
SOICHER
LAWRENCE G. SOICHER
305 Madison Avenue, 46th Floor
New York, NY 10165
Telephone: 212/883-8000
212/697-0877 (fax)

Attorneys for Plaintiff

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Exhibit A

Exhibit A – Documents Subject to the Class’ Cross-Motion

Number	Privilege Log Entry No.	Bates Range
1	2327	HHS 02982289-HHS 02982294
2	2328	HHS 02982289-HHS 02982294
3	2329	HHS 02982295-HHS 02982334
4	2375	HHS 03030586-HHS 03030625
5	2376	HHS 03030626-HHS 03030630
6	2384	HHS 03031537-HHS 03031542
7	2395	HHS 03032064-HHS 03032097
8	2400	HHS 03033049-HHS 03033088
9	2510	HHS 03101201-HHS 03101223
10	2511	HHS 03101224-HHS 03101230
11	2514	HHS 03101616-HHS 03101619
12	2515	HHS 03101639-HHS 03101643
13	2516	HHS 03101676-HHS 03101691
14	2517	HHS 03101801-HHS 03101829
15	2518	HHS 03101835-HHS 03101839
16	2521	HHS 03101942-HHS 03101945
17	2525	HHS 03103512-HHS 03103545
18	2526	HHS 03103546-HHS 03103553
19	2528	HHS 03106824-HHS 03106863
20	2530	HHS 03106866-HHS 03106870
21	2531	HHS 03106871-HHS 03106904
22	2532	HHS 03106905-HHS 03106934
23	2533	HHS 03106935-HHS 03106939
24	2534	HHS 03106940-HHS 03106945
25	2536	HHS 03106947-HHS 03106951
26	2537	HHS 03110994-HHS 03111026
27	2538	HHS 03111027-HHS 03111060
28	2539	HHS 03111061-HHS 03111068
29	2559	HHS 03118025-HHS 03118064
30	2561	HHS 03119369-HHS 03119407
31	2562	HHS 03119408-HHS 03119421
32	2580	HHS 03144133-HHS 03144189
33	2581	HHS 03144190-HHS 03144196
34	2582	HHS 03146159-HHS 03146215
35	2583	HHS 03146216-HHS 03146222

Number	Privilege Log Entry No.	Bates Range
36	2598	HHS 03152591-HHS 03152613
37	2601	HHS 03153646-HHS 03153674
38	2604	HHS 03154743-HHS 03154776
39	2610	HHS 03155458-HHS 03155492
40	2616	HHS 03156809-HHS 03156840; HHS 03156843-HHS 03156852 (document was inadvertently split)
41	2684	HHS 03238278-HHS 03238279
42	1880	HHS 02906204-HHS 02906243
43	1894	HHS 02910996-HHS 02911029
44	2512	HHS 03101301-HHS 03101313
45	2513	HHS 03101314-HHS 03101337
46	2520	HHS 03101841-HHS 03101842
47	3903	HHS 03299864-HHS 03299899
48	3911	HHS 03311262-HHS 03311296
49	3912	HHS 03311297-HHS 03311318
50	3916	HHS 03315987-HHS 03316020

The Class' [Corrected] Third Request for Production of Documents to Household International, Inc., William Aldinger, David Schoenholz, Gary Gilmer and J.A. Vozar

REQUEST NO. 17:

As to any database used by Household to track or monitor litigation, produce in electronic form a copy of that database containing all data fields relating to litigation, whether actual or anticipated, that either (a) was a class action, whether state or federal, for any violation(s) of a federal or state consumer protection law or regulation, or (b) any action brought by a state or federal government agency against Household for any violation(s) of a federal or state consumer protection law or regulation.

RESPONSE TO REQUEST NO. 18:

Documents relating to the establishment of litigation reserves and/or the amount of any litigation reserve during the period July 1, 1999 through October 12, 2002.

Exhibit B

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
1880	HHS 02906204- HHS 02906243	01/14/2002	Kenneth Robin (Exec. VP, General Counsel & Corpo- rate Secretary)	Arthur Andersen, LLP	David A. Schoenholz (CFO) Steve McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Assis- tant General Counsel)	Summary of pending or threatened litigation against Household	Letter to auditors summarizing pending or threatened litigation or claims against Household and certain of its subsidiar- ies.	Work Product; Letter to auditors summarizing pending or threatened litigation or claims against Household and certain of its subsidiar- ies.
1881	HHS 02907729	04/05/2002	Bernie D. Wilson (HFC Real Estate Collections)	Tami Leithliter (Executive Secretary for David B. Little (MD - Consumer Lending Operations))	N/A	Executive Complaint	E-mail correspondence reflects request for legal advice from Andy Budish, Esq. (Senior Counsel) regarding execu- tive complaint by customer.	Attorney-Client Privilege. Redacted material reflects request for legal advice from attorney regarding executive complaint by customer.
1882	HHS 02907791- HHS 02907793	06/12/2002	Tim J. Titus (CFO/Director - Financial Control)	Lisa M. Sodeika (VP - Con- sumer Affairs) Thomas M. Detelich (MD - Consumer Lending) Craig L. Castelein (HFC Sales) Donna Radzik, Esq. (House- hold Counsel) Ron L. Bryar (CL-Insurance)	Teresa Molloy (Executive Sec- retary to Tom Detelich Con- sumer Lending - Elmhurst)	Washington Exam Report Response.	Email with attached drafts of customer acceptance rate table and insurance draft response relative Washington report.	Work Product. Email with attached drafts of customer acceptance rate table and insurance draft response relative Washington report.
1883	HHS 02908048- HHS 02908053	05/06/2002	Thomas M. De- telich (MD - Con- sumer Lending)	Gary Gilmer (Vice-President, Household International, President, Consumer Lend- ing) Kathleen Curtin, Esq. (Household Counsel)	N/A	Bell, Vega, and Coy lawsuit matrix	Forwarding memo with attached matrix analyzing the Bell, Vega and Coy lawsuits.	Work Product; Forwarding memo with at- tached matrix analyzing the Bell, Vega and Coy lawsuits.
1884	HHS 02908077	05/28/2002	Gary Gilmer (Vice-President, Household Interna- tional, President, Consumer Lend- ing)	Kathleen Curtin, Esq. (Household Counsel)	N/A	Meeting with Depart- ment of Financial Institutions	Handwritten note in which client re- quests legal advice of Kathleen Curtin, Esq. regarding meeting with Depart- ment of Financial Institutions	Attorney-Client Privilege. Redacted material contains handwritten note in which client requests legal advice of attorney regarding meeting with Department of Financial Institu- tions
1885	HHS 02908375	07/17/2002	Elizabeth F. Byrne (Chief Counsel, Illinois Department of Financial Insti- tutions)	Kathleen K. Curtin, Esq. (General Counsel)	N/A	Letter of Understand- ing and Agreement	Email attaching Letter of Understand- ing and Agreement from State of Illinois Department of Financial Insti- tutions contains handwritten note from Gary Gilmer (Vice-President, House- hold International, President, Con- sumer Lending) to Kathleen Curtin, Esq. in which client requests legal	Attorney-Client Privilege. Redacted material requests legal advice of attorney concerning Letter of Understanding and Agreement.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
1893	HHS 02910773	06/18/2001	Susan B. Jewell, Esq. (Household Counsel)	President, Household International; President, Consumer Lending division) Susan Jewell, Esq. (Household Counsel) Chris Lloyd (CRA Mgr. - Delaware, Household Bank) Kathy Lundberg (Household employee) Ken Robin, Esq. (Exec. VP, General Counsel & Corporate Secretary) Walt Rybak (VP- Credit Risk) Dick Schaffer (Human Resources Assistant) Larry Bangs (Vice Chairman Household International)	N/A	OCC Report of Examination	Email relaying legal analysis of Janet L. Burak, Esq. concerning the OCC Report of Examination provided in meeting with client	Attorney-Client Privilege; Redacted material relays legal analysis of Janet L. Burak, Esq. (Household Counsel) concerning the OCC Report of Examination provided in meeting with client.
1894	HHS 02910996- HHS 02911029	01/14/2000	Kenneth Robin (Exec. VP, General Counsel & Corporate Secretary)	Arthur Andersen, LLP	David A. Schoenholz (CFO) Steven L. McDonald (CAO/Controller) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Assistant General Counsel)	Summary of pending or threatened litigation against Household	Letter to auditors summarizing pending or threatened litigation or claims against Household and certain of its subsidiaries	Work Product, Letter to auditors summarizing pending or threatened litigation or claims against Household and certain of its subsidiaries
1895	HHS 02911226- HHS 02911228	09/18/2000	Kathleen K. Curtin, Esq. (General Counsel)	Larry Bangs (Vice Chairman Household International) Ken Robin, Esq. (Exec. VP, General Counsel & Corporate Secretary) Janet Burak, Esq. (Household Counsel) Todd Jones (Sales Manager)	N/A	Litigation Risk Assessment	Memorandum relaying legal advice of Kathleen K. Curtin, Esq. concerning topics to be included in litigation risk assessment prepared by Responsible Lending Committee.	Attorney-Client Privilege; Memorandum relays legal advice of attorney concerning topics to be included in litigation risk assessment prepared by Responsible Lending Committee.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2323	HHS 02982027	10/11/2002	Rowan & Blewitt	N/A	N/A	AG settlement	with AG's. Draft email drafted by Rowan & Blewitt at request of counsel regarding settlement with AG's.	counsel regarding settlement with AG's. Work Product; Draft email drafted by consultants at request of counsel regarding settlement with AG's.
2324	HHS 02982029	10/11/2002	Rowan & Blewitt	N/A	N/A	AG agreement	Draft memo created by Rowan & Blewitt at request of counsel regarding suggested talking points on AG agreement.	Work Product; Draft memo created by Rowan & Blewitt at request of counsel regarding suggested talking points on AG agreement.
2325	HHS 02982105 - HHS 02982122	08/15/2002	Compliance Risk Management team	Lisa M. Sodeika (VP-Consumer Affairs)	N/A	Complaint Review - Attorney General Settlement	Draft summary of findings by Compliance Risk Management department regarding customer complaints in connection with Attorneys General settlement.	Work Product; Document summarizes findings of Compliance Risk Management department regarding customer complaints in connection with Attorneys General settlement.
2326	HHS 02982123 - HHS 02982152	08/15/2002	Compliance Risk Management team	Lisa M. Sodeika (VP-Consumer Affairs)	N/A	Complaint Review - Attorney General Settlement	Draft summary of findings by Compliance Risk Management department regarding customer complaints in connection with Attorneys General settlement.	Work Product; Document summarizes findings of Compliance Risk Management department regarding customer complaints in connection with Attorneys General settlement.
2327	HHS 02982273- HHS 02982281	07/17/2002	Kenneth Robin, Esq. (Household Counsel)	David Butler (KPMG LLP)	David Schoenholz (CFO) Steven L. McDonald (CAO) Mark Leopold, Esq. (Household Counsel)	Litigation update	Letter from Kenneth Robin, Esq. to outside auditor providing updates involving litigation, claims and/or assessments against Household, in response to attached request of Steven L. McDonald (CAO), and intended to remain confidential with auditor.	Attorney-Client Privilege and Work Product; Letter from attorney to outside auditor providing updates involving litigation, claims and/or assessments against Household, and intended to remain confidential with auditor.
2328	HHS 02982289- HHS 02982294	04/11/2002	Kenneth Robin, Esq. (Household Counsel)	David Butler (KPMG LLP)	David Schoenholz (CFO) Steven L. McDonald (CAO) Mark Leopold, Esq. (Household Counsel)	Litigation update	Letter from Kenneth Robin, Esq. to outside auditor providing updates involving litigation, claims and/or assessments against Household, in response to attached request of Steven L. McDonald (CAO), and intended to remain confidential with auditor.	Attorney-Client Privilege and Work Product; Letter from attorney to outside auditor providing updates involving litigation, claims and/or assessments against Household, and intended to remain confidential with auditor.
2329	HHS 02982295- HHS 02982334	01/14/2002	Kenneth Robin, Esq. (Household Counsel)	David Butler (KPMG LLP)	David Schoenholz (CFO) Steven L. McDonald (CAO) Mark Leopold, Esq. (Household Counsel)	Litigation update	Letter from Kenneth Robin, Esq. to outside auditor providing updates involving litigation, claims and/or assessments against Household, in response to attached request of Steven L. McDonald (CAO), and intended to remain confidential with auditor.	Attorney-Client Privilege and Work Product; Letter from attorney to outside auditor providing updates involving litigation, claims and/or assessments against Household, and intended to remain confidential with auditor.
2330	HHS 02982510- HHS 02982513	11/21/2002	Donna Marks, Esq. (Associate General Counsel)	John Blenke, Esq. (Household Counsel) Lisa Sodeika (VP—	Patrick Schwartz, Esq. (Household Counsel)	Chronology of discussions with Attorneys General	Email and attached memo from Donna Marks, Esq. requesting review and comments regarding preliminary draft chronology of discussions with the	Work Product and Attorney-Client Privilege; Email and attached memo from attorney requesting comment from other attorneys re-

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2374	HHS 03030545- HHS 03030571	N/A	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Handwritten notes on class action complaint filed by customers	Handwritten notes record impressions of attorney upon reading consumer class action complaint filed against Beneficial and Household.	Work Product; Handwritten notes record impressions of attorney upon reading consumer class action complaint filed against Beneficial and Household.
2375	HHS 03030586- HHS 03030625	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product; Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2376	HHS 03030626- HHS 03030630	04/11/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product; Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2377	HHS 03031225- HHS 03031236	N/A	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Arizona Civil Investigative Demand	Handwritten notes on list of assignments record impressions of counsel regarding what documents would be responsive to demand and progress of gathering responses	Work Product; Redacted material reflects impressions of counsel regarding what documents would be responsive to demand and progress of gathering responses
2378	HHS 03031238- HHS 03031254	N/A	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Arizona Civil Investigative Demand	Handwritten notes record impressions of counsel regarding what documents would be responsive to demand, how responses should be organized, and what objections should be made.	Work Product; Redacted handwritten notes reflect impressions of counsel regarding what documents would be responsive to civil investigative demand, how responses should be organized, and what objections should be made.
2379	HHS 03031259- HHS 03031267	N/A	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Arizona Civil Investigative Demand	Typed notes record impressions of counsel regarding what demands are objectionable and progress of gathering responses	Work Product; Redacted material reflects impressions of counsel regarding what demands are objectionable and progress of gathering responses
2380	HHS 03031300- HHS 03031302	N/A	HFC Law Department	N/A	N/A	Litigation Matter Summary Form for ACORN litigation	Form to summarize information relating to ACORN litigation, for use by HFC attorneys in managing litigation.	Work Product; Document summarizes information relating to ACORN litigation and was prepared for use by attorneys in managing litigation
2381	HHS 03031303- HHS 03031305	N/A	Donna Radzik, Esq. (Household Counsel)	Susan S. Lindsay (Paralegal)	N/A	Handwritten notes re: documentation to be included with various types of loans	Provide legal advice from attorney to client regarding recommendations for documentation to be included with different types of loans.	Attorney-Client Privilege; Document contains legal advice from attorney to client regarding recommendations for documentation to be included with different types of loans and containing confidential client information.
2382	HHS 03031310-	07/17/2002	Glen M.	Nancy J. Bromley, Esq.	N/A	Draft cover letter and	Draft of responses and objections to	Attorney-Client Privilege and Work Product

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
	HHS 03031359		Boudreaux, Esq. (Attorney, Boudreaux and Leonard, LLP)	(Senior Counsel)		objections and responses to Arizona civil investigative demand	Arizona civil investigative demand with draft cover letter to accompany them addressed to Sandra R Kane, Asst. AG of Arizona.	Document consists of draft objections and responses to Arizona civil investigative demand and draft cover letter.
2383	HHS 03031360- HHS 03031361	N/A	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Complaint log sample	Cover memo attaching sample of log of customer complaints for use in responding to Attorney General document requests, per suggestion of Andrew Budish, Esq.	Work Product: Document consists of sample complaint log to be used in responding to attorney General document requests
2384	HHS 03031537- HHS 03031542	04/11/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec Y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
	HHS 03031556	06/20/2002	John W. Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Susan S. Lindsay (Paralegal)	Thomas M. Detelich (MD - Consumer Lending) Curt A. Cunningham (VP - Policy and Compliance)	Illinois Attorney General Subpoena	Email exchange in which client requests, and attorney provides, legal advice concerning responding to document request in Illinois Attorney General subpoena.	Work Product and Attorney-Client Privilege: Document contains client request for legal advice concerning responding to document request in Illinois Attorney General subpoena and legal advice of attorney given in response to that request.
2385	HHS 03031569- HHS 03031570	06/12/2002	Susan S. Lindsay (Paralegal)	Andrew M. Budish, Esq. (Senior Counsel)	N/A	Illinois Attorney General Subpoena	Email chain in which Sean A. Rockway (Policy and Compliance) provides confidential client information to John W. Blenke, Esq. (V.P. Corporate Law and Assistant Secretary), cc: Loren J. Morris, Esq. (Household Counsel), Curt A. Cunningham (V.P. - Policy and Compliance), and Kathryn M. Nolan (Executive Legal Secretary) re: compliance with IL subpoena, and Blenke requests copy of subpoena from Budish.	Work Product and Attorney-Client Privilege: Document contains communication from attorney to client containing confidential client information for purposes of securing legal assistance in complying with subpoena, and also contains impressions of counsel regarding compliance with subpoena.
2386	HHS 03031596	08/16/2002	Nancy J. Bromley, Esq. (Senior Counsel)	Susan S. Lindsay (Paralegal)	N/A	Notary Policy	Email chain in which attorney requests assistance of paralegal in responding to request of Susan E. Krakowski (Underwriter) for legal advice re: clarification of notary policy.	Attorney-Client Privilege: Redacted material reflects client request for legal advice of attorney regarding clarification of notary policy.
2387	HHS 03031652	08/01/2002	Susan E. Krakowski (Household Bank Underwriter)	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	Notary Policy	Email chain in which client requests legal advice of attorney re: clarification of notary policy.	Attorney-Client Privilege: Redacted material reflects client request for legal advice of attorney regarding clarification of notary policy.
2388								

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2389	HHS 03031654 HHS 03031674	10/02/2002	Kathryn Moorshead, Esq. (HFC Law Department)	Susan E. Krakowski (Household Bank Underwriter)	Tom G. Sokan (Policy and Compliance Support) Daniel J. Doyle (Policy and Compliance) Kevin J. Sullivan (Regional QAC Manager) Jesse D. McClure (Underwriter, ACQ DD) Susan S. Lindsay (Paralegal)	Notary Policy	Email chain in which client requests, and attorney provides, legal advice of attorney re: clarification of notary policy.	Attorney-Client Privilege. Redacted material reflects client request for legal advice of attorney regarding clarification of notary policy and legal advice of attorney provided in response to that request.
2390	HHS 03031658- HHS 03031674	N/A	Susan S. Lindsay (Paralegal)	N/A	N/A	Handwritten notes re: responses to various AG subpoenas	Handwritten notes regarding the organization and coordination of responses to various AG subpoenas.	Work Product: Document was prepared to assist attorneys and client in organizing and coordinating responses to various AG subpoenas.
2391	HHS 03031741- HHS 03031754	06/04/2002	Nancy J. Bromley, Esq. (Senior Counsel)	N/A	N/A	Arizona civil investigative demand	Handwritten notes record impressions of attorney upon reading Arizona civil investigative demand.	Work Product: Redacted material reflects impressions of attorney upon reading Arizona civil investigative demand.
2392	HHS 03031763- HHS 03031769	N/A	Susan S. Lindsay (Paralegal)	N/A	N/A	Responses to various AG and ACORN customer complaints	Handwritten notes organize and coordinate responses to various AG and ACORN customer complaints, including efforts to resolve complaints.	Work Product: Document was prepared to assist attorneys and client in organizing and coordinating responses to various AG and ACORN customer complaints, including efforts to resolve complaints.
2393	HHS 03031770- HHS 03031773	05/23/2002	Daniel J. Dunne, Jr., Esq. (Attorney - Heller, Ehrman, White & McAuliffe LLP)	Lynne C. Zaremba (Paralegal)	N/A	New Luna Complaint/Update	Forwarding email from Dunne to Andrew M. Budish, Esq. (Senior Counsel), cc: Melissa A. Tracey (Heller, Ehrman, White & McAuliffe LLP), Lynn J. Hood (Heller, Ehrman, White & McAuliffe LLP), and Kenneth E. Payson, Esq. (Attorney - Heller, Ehrman, White & McAuliffe LLP) providing legal advice concerning new amended complaint in Luna matter.	Work Product and Attorney-Client Privilege. Document contains communication to client of legal advice of attorney concerning new amended complaint in Luna matter.
2394	HHS 03032040- HHS 03032045	01/22/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2395	HHS 03032064- HHS 03032097	01/15/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International)	Letter to auditor re: pending or threatened	Inform auditor of pending or threatened litigation in connection with audit of	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2396	HHS 03032279- HHS 03032280	03/06/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	Sieven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Litigation	Household's financial statements. Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	remain confidential with auditor. Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2397	HHS 03032457- HHS 03032458	05/01/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2398	HHS 03032600- HHS 03032602	09/04/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2399	HHS 03032748- HHS 03032755	11/01/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2400	HHS 03033049- HHS 03033088	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2401	HHS 03033237- HHS 03033240	03/05/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2504	HHS 03100800- HHS 03100817	11/26/2003	Katten Muchin Zavis Rosenman LLP	Steven McDonald (Control- ler)	N/A	Draft "Appendix A" re: customer account management policies	Household Attorney-Client Privilege and Work Product; Draft document prepared by attorneys as appendix to response to SEC information request.	
	HHS 03100818- HHS 03100845	11/25/2003	Katten Muchin Zavis Rosenman LLP	Steven McDonald (Control- ler)	N/A	Draft letter to Kent W McAllister, Senior Attorney - Division of Enforcement, U.S. SEC	Attorney-Client Privilege and Work Product; Draft by outside counsel of response to SEC inquiry in an investigation by Division of Enforcement reflecting attorneys' thought processes, and communicated to client.	
2505	HHS 03100848- HHS 03100866	12/01/2003	Katten Muchin Zavis Rosenman LLP	Steven McDonald (Control- ler)	N/A	Draft "Appendix A" re: customer account management policies	Attorney-Client Privilege and Work Product; Draft document prepared by attorneys as appendix to response to SEC information request.	
2506	HHS 03100867- HHS 03100887	12/02/2003	Cahill Gordon and Remdel, LLP	Steven McDonald (Control- ler)	N/A	In the Matter of Household International, C-03571	Attorney-Client Privilege and Work Product; Memo encloses draft letter, prepared by outside counsel, in response to SEC request for information pursuant to investigation of Household.	
2507	HHS 03100888- HHS 03100907	12/02/2003	Katten Muchin Zavis Rosenman LLP	Steven McDonald (Control- ler)	N/A	Draft "Appendix A" re: customer account management policies	Attorney-Client Privilege and Work Product; Draft document prepared by attorneys as appendix to response to SEC information request.	
2508	HHS 03100908- HHS 03100931	12/04/2003	Katten Muchin Zavis Rosenman LLP	Steven McDonald (Control- ler)	N/A	Draft "Appendix A" re: customer account management policies	Attorney-Client Privilege and Work Product; Draft document prepared by attorneys as appendix to response to SEC information request.	
2509	HHS 03101201- HHS 03101223	01/19/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	N/A	Letter to auditor re: pending or threatened litigation	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.	
2510	HHS 03101224- HHS 03101230	01/19/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	N/A	Letter to auditor re: pending or threatened litigation	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.	
2511				John Keller (Arthur Andersen)				

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2512	HHS 03101301- HHS 03101313	01/14/1998	Mark F. Leopold, Esq. (Assistant General Counsel)	Steven L. McDonald (Controller)	Mark F. Leopold, Esq. (Asst. General Counsel) N/A	Resolved Litigation	Draft letter from Kenneth H. Robin, Esq. to Arthur Andersen containing summary of pending and threatened litigation, provided in response to client request.	Attorney-Client Privilege and Work Product. Draft letter, prepared per client request, containing opinions of attorney regarding resolved litigation.
2513	HHS 03101314- HHS 03101337	01/15/1998	Kenneth H. Robin, Esq. (Senior Vice President/General Counsel/Corporate Secretary)	Steven L. McDonald (Controller)	N/A	Pending and Threatened Litigation	Draft letter from Kenneth H. Robin, Esq. to Arthur Andersen containing summary of pending and threatened litigation, provided in response to client request.	Work Product and Attorney-Client Privilege. Draft letter to Arthur Andersen, prepared per request of client, contains summaries by attorney of pending and threatened litigation.
2514	HHS 03101616- HHS 03101619	10/18/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2515	HHS 03101639- HHS 03101643	04/18/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2516	HHS 03101676- HHS 03101691	01/14/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2517	HHS 03101801- HHS 03101829	01/18/1999	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.

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2518	HHS 03101835- HHS 03101839	10/22/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	General Counsel David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2519	HHS 03101840	11/25/1998	Mark F. Leopold, Esq. (Assistant General Counsel)	Steven L. McDonald (Controller)	N/A	TIER Ex-employee Claims & Lemelleo Lawsuit	Communicate to client requests for information and relay strategy regarding TIER ex-employee claims and Lemelleo lawsuit.	Work Product and Attorney-Client Privilege: Email from attorney to client requests information and relays strategy regarding ongoing litigation matters.
2520	HHS 03101841- HHS 03101842	12/31/1998	Steven L. McDonald (Controller)	Kenneth H. Robin, Esq. (Senior Vice President/ General Counsel/ Corporate Secretary)	N/A	Pending and Threatened Litigation	Letter requesting from Kenneth H. Robin, Esq. an evaluation of pending and threatened litigation (to be sent to Arthur Andersen)	Attorney-Client Privilege and Work Product: Letter from client requesting from attorney an evaluation of pending and threatened litigation.
2521	HHS 03101942- HHS 03101945	07/22/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2522	HHS 03102477- HHS 03102483	02/22/2001	Wanda Podgurski (Household Bank Law Dept.)	Household Bank, f.s.b. Board of Directors	N/A	Litigation Report	Memo enclosing summary of current Household litigation matters, including status updates and legal strategies for each matter.	Attorney-Client Privilege and Work Product: Redacted litigation summary contains information about pending litigation matters as well as status updates and legal strategies for each case.
2523	HHS 03102724- HHS 03102738	07/10/2002	Lawrence Connell (Chairman of Household Bank, f.s.b. Board of Directors)	Household Bank, f.s.b. Board of Directors	N/A	Litigation Report	Memo enclosing summary of current Household litigation matters, including status updates and legal strategies for each matter.	Attorney-Client Privilege and Work Product: Redacted litigation summary contains information about pending litigation matters as well as status updates and legal strategies for each case.
2524	HHS 03103468- HHS 03103500	11/13/2000	Kenneth H. Robin, Esq. (Exec. VP, General Counsel & Corporate Secretary)	Household International Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Communicate to the HI Audit Committee the General Counsel's annual assessment of HI personnel's compliance with HI's Statement of Business Principles	Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of the extent of HI personnel's compliance with both legal and ethical standards and reflects confidential client communications made to the General Counsel for purposes of that assess-

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
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2525	HHS 03103512 - HHS 03103545	01/15/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
	HHS 03103546 - HHS 03103553	01/15/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2526	HHS 03104064 - HHS 03104094	11/08/1999	Kenneth H. Robin, Esq. (Exec. VP, General Counsel & Corporate Secretary)	Household International Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Communicate to the HI Audit Committee the General Counsel's annual assessment of HI personnel's compliance with HI's Statement of Business Principles.	Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of the extent of HI personnel's compliance with both legal and ethical standards and reflects confidential client communications made to the General Counsel for purposes of that assessment
	HHS 03106824 - HHS 03106863	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor
2528	HHS 03106864 - HHS 03106865	12/03/2001	Steven L. McDonald (CAO)	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	N/A	Auditor Letter	Letter from client to attorney requesting attorney to prepare letter to auditor re: pending or threatened litigation; contains confidential client information re: representations made to the auditor.	Attorney-Client Privilege: Document contains request from client to attorney to detail pending or threatened litigation for auditor letter and contains confidential client information re: representations made to the auditor.
	HHS 03106866 - HHS 03106870	07/19/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
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				To	CC/BCC			
2531	HHS 03106871 - HHS 03106904	01/14/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2532	HHS 03106905 - HHS 03106934	01/14/1999	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2533	HHS 03106935 - HHS 03106939	01/14/1999	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2534	HHS 03106940 - HHS 03106945	01/11/1999	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2535	HHS 03106946	12/04/1998	Mark F. Leopold, Esq. (Assistant General Counsel)	Steve McDonald (Controller)	Tom M. Boler (Director - HI Corporate Accounting) Kay Nelson (Corporate Controller) Cliff Mizialko (Assistant Controller)	Lemleledo Litigation	Communicate to client facts and legal advice regarding reserves and terms of recent case settlement and negotiations to settle upcoming cases.	Work Product and Attorney-Client Privilege, Email correspondence relays legal advice and information of attorney regarding settlements and pending actions.

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2536	HHS 03106947 - HHS 03106951	10/23/1997	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Arthur Andersen LLP	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
	HHS 03110994 - HHS 03111026	01/10/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2537	HHS 03111027 - HHS 03111060	01/12/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2538	HHS 03111061 - HHS 03111068	01/10/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2539	HHS 03112148 - HHS 03112154	08/17/2000	Wanda Podgurski (Household Bank Law Dept.)	Household Bank, f.s.b. Board of Directors	N/A	Litigation Report	Memo enclosing summary of current Household litigation matters, including status updates and legal strategies for each matter.	Attorney-Client Privilege and Work Product: Redacted litigation summary contains information about pending litigation matters as well as status updates and legal strategies for each case.
2540	HHS 03112363 - HHS 03115376	03/15/2002	Household Legal Department	Household Bank, f.s.b. Board of Directors	N/A	Litigation Report	Communicate to Board the status of litigation matters involving Household Bank, f.s.b.	Work Product and Attorney-Client Privilege: Redacted material contains material communicated to the Board from the Legal Department summarizing status of pending litigation matters involving Household Bank, f.s.b.
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2556	HHS 03115809 - HHS 03115813	11/10/1997	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Communicate to the HI Audit Committee the General Counsel's annual assessment of HI personnel's compliance with HI's Statement of Business Principles.	General Counsel for purposes of that assessment. Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of the extent of HI personnel's compliance with both legal and ethical standards and reflects confidential client communications made to the General Counsel for purposes of that assessment.
	HHS 03116315 - HHS 03116319	11/09/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Communicate to the HI Audit Committee the General Counsel's annual assessment of HI personnel's compliance with HI's Statement of Business Principles.	Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of the extent of HI personnel's compliance with both legal and ethical standards and reflects confidential client communications made to the General Counsel for purposes of that assessment.
2557	HHS 03117186 - HHS 03117189	07/26/2002	John W. Blenke, Esq. (VP Corporate Law and Asst. Secretary, HI)	William F. Aldinger (CEO/Chairman, Household International) Janet L. Burak, Esq. (Household Counsel) Steven L. McDonald (CAO) Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y) Patrick D. Schwartz, Esq. (Household Counsel) David A. Schoenholz (CFO, Household International)	Elizabeth A. Van Schaick (Exec. Secretary to Steve McDonald) Sharon A. Randall (Sr. Executive Assistant) Mary L. Hicks (Secretary to William F. Aldinger, CEO/Chairman)	OCC Accounting Language for Review	Communicate to recipients proposed disclosure for upcoming 10-Q relating to an OCC accounting issue.	Attorney-Client Privilege: Email correspondence contains attorney's draft language for public filing with the SEC that was communicated to client, and reflects ongoing attorney-client consultation concerning final language to be included in public filing.
	HHS 03118025 - HHS 03118064	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2559	HHS 03118190	01/08/2002	Steven Schaeffers (AVP, Asset Secu-	Joseph W. Hoff (National Director of Financial Con-	Barney B. Moss (VP of Specialty Finance)	Email re: Private Label Charge Off	Email summarizing the adjustment made to private label credit card trust	Attorney-Client Privilege: Redacted material reflects legal advice of Patrick D. Schwartz, Esq. (Household Counsel) relating to disbo-
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#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
2561	HHS 03119369 - HHS 03119407	01/07/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Steven L. McDonald (CAO) Cliff S. Mizialko (Asst. Controller) Patrick D. Schwartz, Esq. (Household Counsel)	Steven H. Smith (Director, Asset-Backed Financing, Derek R. Rogers (Retail Services))	Adjustment	for December 2001.	sure of policy change, in response to request from client.
	HHS 03119408 - HHS 03119421	01/07/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen) David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Draft letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2562	HHS 03123437 - HHS 03123451	10/21/2002	Household Legal Department	Household Bank, f s b. Board of Directors	N/A	Litigation Report	Communicate to Board the status of litigation matters involving Household Bank, f s b.	Work Product and Attorney-Client Privilege: Redacted material contains material communicated to the Board from the Legal Department summarizing status of pending litigation matters involving Household Bank, f s b.
	HHS 03123643 - HHS 03123650	12/07/2001	Household Legal Department	Household Bank, f s b. Board of Directors	N/A	Litigation Report	Communicate to Board the status of litigation matters involving Household Bank, f s b.	Work Product and Attorney-Client Privilege: Redacted material contains material communicated to the Board from the Legal Department summarizing status of pending litigation matters involving Household Bank, f s b.
2565	HHS 03124159 - HHS 03124165	04/20/2001	Household Legal Department	Household Bank, f s b. Board of Directors	N/A	Litigation Report	Communicate to Board the status of litigation matters involving Household Bank, f s b.	Work Product and Attorney-Client Privilege: Redacted material contains material communicated to the Board from the Legal Department summarizing status of pending litigation matters involving Household Bank, f s b.
	HHS 03124366 - HHS 03124373	06/16/2000	Household Legal Department	Household Bank, f s b. Board of Directors	N/A	Litigation Report	Communicate to Board the status of litigation matters involving Household Bank, f s b.	Work Product and Attorney-Client Privilege: Redacted material contains material communicated to the Board from the Legal Department summarizing status of pending litigation matters involving Household Bank, f s b.

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	HHS 03139922		behalf of Doug Friedrich - Managing Director, Specialty Finance)	Secretary, HF)	Development) David J. Fatma (VP, Portfolio Acquisition & Secondary Marketing, HMS) Chris K. Worwa (Controllers Group) Gregory A. Gibson (Mortgage Services - COO) Jeffrey S. Bransford (Wholesale Mortgage Processor)	Restructuring	restructured loans in response to email from attorney to client evaluating legal issues with respect to same.	attorney for purposes of clarifying HMS policy regarding interest on restructured loans in response to email from attorney to client evaluating legal issues with respect to same.
2577	HHS 03139945 - HHS 03139946	01/19/2001	Patrick D. Schwartz, Esq. (Household Counsel)	Curt Cunningham (V.P. - Policy and Compliance)	N/A	Email re: Recapture of Restructured Interest	Email from attorney to client providing legal advice concerning legality of changing customers' interest terms in response to question from client.	Attorney-Client Privilege: Redacted portions contain legal advice from attorney to client concerning legality of changing customers' interest terms in response to question to attorney from client.
2578	HHS 03139950	01/19/2001	Patrick D. Schwartz, Esq. (Household Counsel)	Curt Cunningham (V.P. - Policy and Compliance)	N/A	Email re: Recapture of Restructured Interest	Email from attorney to client providing legal advice concerning legality of changing customers' interest terms in response to question from client.	Attorney-Client Privilege: Redacted portions contain legal advice from attorney to client concerning legality of changing customers' interest terms in response to question to attorney from client.
2579	HHS 03140131	04/14/2000	Patrick D. Schwartz, Esq. (Household Counsel)	Curt Cunningham (V.P. - Policy and Compliance)	Robin L. Allcock (Policy & Compliance Support)	Restructures	Email chain in which client requests and receives legal advice of Patrick D. Schwartz, Esq. re: legality of collection of interest on restructured accounts	Attorney-Client Privilege: Document contains client request for legal advice of attorney re: legality of collection of interest on restructured accounts, and legal advice of attorney provided in response to that request.
2580	HHS 03144133 - HHS 03144189	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2581	HHS 03144190 - HHS 03144196	08/26/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2582	HHS 03146159 - HHS 03146215	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David J. Butler (KPMG)	David A. Schoenholz (CFO, Household International)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
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2583	HHS 03146216 - HHS 03146222	08/26/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David J. Butler (KPMG)	Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Asst. General Counsel)	litigation Letter to auditor re: pending or threatened litigation	Household's financial statements Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	ing or threatened litigation and was intended to remain confidential with auditor. Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2584	HHS 03148304 - HHS 03148306	07/25/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International, Inc. Board of Directors	N/A	Memorandum re: Household and H&R Block Tax Refund Anticipation Loan Class Action Litigation	Communicate to Board of Directors the current status of class action litigation over RALs, including anticipated settlement and explanation of Board action necessary to achieve settlement	Attorney-Client Privilege and Work Product Redacted material contains text of memorandum written by General Counsel to communicate to Board of Directors the current status of class action litigation over RALs, including anticipated settlement and explanation of Board action necessary to achieve settlement.
2585	HHS 03149272 - HHS 03149273	12/23/2002	Patrick D. Schwartz, Esq. (Household Counsel)	Household International, Inc. Board of Directors	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Memorandum re: Consent Resolutions - AG Settlement and Guarantee of Wells Fargo	Communicate to Board of Directors what actions Board needs to take in order to ratify AG settlement and to continue refund lending operations after surrender of the Household Bank, f.s.b. charter.	Work Product and Attorney-Client Privilege Redacted material contains instructions by counsel to Board of Directors for ratifying AG settlement and contains legal advice revealing confidential client information concerning funding arrangements for refund lending operations.
2586	HHS 03149545	05/01/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Louis E. Levy (Chairman, Audit Committee)	David A. Schoenholz (CFO, Household International) John R. Davis (Vice President, Audit)	Memorandum re: "Financially Literate" definition	Confirm recipient's proposed definition of "financially literate" with respect to Audit Committee members to comply with NYSE rules and recommend action to adopt definition.	Attorney-Client Privilege: Redacted material contains legal advice from attorney to client in response to client's proposed definition of "financially literate" with respect to Audit Committee members to comply with NYSE rules.
2587	HHS 03149991 - HHS 03149997	04/25/2001	John W. Blenke, Esq. (VP Corporate Law and Asst. Secretary, HI)	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	David A. Schoenholz (CFO, Household International) Sharon A. Randall (Sr. Executive Assistant)	Email re: Audit Committee	Email containing draft Audit Committee charter from attorney to client for further comments and discussion.	Attorney-Client Privilege: Redacted material contains draft Audit Committee charter drafted by attorney and communicated to client and revealing client communications regarding further action with respect to same.
2588	HHS 03150151 - HHS 03150155	09/11/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Communicate to the HI Audit Committee the General Counsel's annual assessment of HI personnel's compliance with HI's Statement of Business Principles.	Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of the extent of HI personnel's compliance with both legal and ethical standards and reflects confidential client communications made to the General Counsel for purposes of that assessment.

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2594	HHS 03151783 - HHS 03151786	10/28/1999	John W. Blenke, Esq. (VP Corporate Law and Asst. Secretary, HI)	Household International Audit Committee	N/A	Memorandum re: Audit Committee Proposals	Communicate to the HI Audit Committee an assessment of new NYSE and SEC proposed rule changes and their impact on HI.	Attorney-Client Privilege. Document reflects counsel's assessment of proposed regulations and HI's compliance with same.
2595	HHS 03151860 - HHS 03151863	11/04/1997	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved that was communicated from General Counsel to Board of Directors.
2596	HHS 03152183 - HHS 03152186	01/06/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2597	HHS 03152504 - HHS 03152505	03/03/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2598	HHS 03152591 - HHS 03152613	01/19/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2599	HHS 03152826 - HHS 03152827	05/04/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2600	HHS 03152962 - HHS 03152965	11/02/1998	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege. Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.

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2601	HHS 03153646 - HHS 03153674	01/18/1999	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2602	HHS 03154490 - HHS 03154492	01/04/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2603	HHS 03154713 - HHS 03154714	03/06/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2604	HHS 03154743 - HHS 03154776	01/14/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2605	HHS 03155027 - HHS 03155030	05/02/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved that was communicated from General Counsel to Board of Directors.
2606	HHS 03155052 - HHS 03155057	05/01/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	Minutes of the Meeting of the Board of Directors of Household International, Inc on March 14, 2000	Record minutes of Board of Directors meeting at which General Counsel was present and provided update on current status of litigation and status of "no action" letters from SEC.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of litigation matters in which HI was involved and the status of "no action" letters from the SEC that was communicated from General Counsel to Board of Directors.
2607	HHS 03155126 - HHS 03155130	11/06/2000	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated

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2608	HHS 03155132 - HHS 03155133	11/06/2000	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	Executive Summary— Office of Thrift Supervision Report of Examination	Communicate to the Board of Directors the results of OTS examination, explain the reasons for those results, and recommend further Board action	litigation matters in which HI is involved that was communicated from General Counsel to Board of Directors. Work Product and Attorney-Client Privilege: Redacted material reflects the General Counsel's assessment of the reasons for HI's rating following the examination, including confidential client information, and provides legal guidance with respect to further action to be taken by the Board and the General Counsel.
2609	HHS 03155429 - HHS 03155435	01/22/2001	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2610	HHS 03155458 - HHS 03155492	01/15/2001	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci; (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2611	HHS 03155708 - HHS 03155709	03/06/2001	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2612	HHS 03155973 - HHS 03155974	05/01/2001	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2613	HHS 03156204 - HHS 03156206	11/04/2001	Kenneth H. Robbin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege: Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.

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2614	HHS 03156437 - HHS 03156444	11/01/2001	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2615	HHS 03156747 - HHS 03156753	01/21/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Household International Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to the Board of Directors the General Counsel's assessment of several active and anticipated litigation matters in which HI is involved.	Work Product and Attorney-Client Privilege Redacted material reflects General Counsel's assessment of several active and anticipated litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2616	HHS 03156809 - HHS 03156840; HHS 03156843 - HHS 03156852 (document was inadvertently split)	01/14/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corp. Sec'y)	Christopher Bianucci (Arthur Andersen)	David A. Schoenholz (CFO, Household International) Steven L. McDonald (CAO) John Keller (Arthur Andersen) Mark F. Leopold, Esq. (Asst. General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
2617	HHS 03156992- HHS 03156994	03/06/2002	Adam D. Chinn, Esq. (Wachtell, Lipton, Rosen & Katz) Jeannemarie O'Brien, Esq. (Wachtell, Lipton, Rosen & Katz)	Household International, Inc.	N/A	Change in Control Recommendations	Communicate to recipients thoughts and recommendations of attorneys regarding changes in control benefits and protections for executive officers and senior management of Household International, Inc.	Attorney-Client Privilege: Memorandum contains legal advice communicated to recipients from attorneys regarding review of and recommendations for changes in control benefits and protections for senior Household employees.
2618	HHS 03157019- HHS 03157022	03/05/2002	Kenneth H. Robin, Esq. (Senior Vice President, General Counsel, and Corporate Secretary)	Members of the Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to Board of Directors the General Counsel's assessment of several active litigation matters in which HI is involved	Work Product and Attorney-Client Privilege, Redacted material reflects General Counsel's assessment of several active litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2619	HHS 03157262- HHS 03157268	05/06/2002	Kenneth H. Robin, Esq. (Senior Vice President, General Counsel, and Corporate Secretary)	Members of the Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to Board of Directors the General Counsel's assessment of several active litigation matters in which HI is involved	Work Product and Attorney-Client Privilege, Redacted material reflects General Counsel's assessment of several active litigation matters in which HI is involved, as communicated from General Counsel to Board of Directors.
2620	HHS 03157487- HHS 03157491	09/03/2002	Kenneth H. Robin, Esq. (Senior Vice President, General Counsel, and Corp.	Members of the Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Communicate to Board of Directors the General Counsel's assessment of several active litigation matters in which HI is involved, as communicated	Work Product and Attorney-Client Privilege, Redacted material reflects General Counsel's assessment of several active litigation matters in which HI is involved, as communicated

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	HHS 03238033- HHS 03238034	09/06/2002	Kevin H. Robin, Esq. (Senior Vice President, General Counsel, and Corporate Secretary)	Members of the Board of Directors	N/A	Status summary of Multi-State Settlement Discussions	Communicate to Board of Directors legal advice of attorney regarding strategy and analysis in connection with status summary of Multi-State Settlement Discussions.	Work Product and Attorney-Client Privilege; Memo contains legal advice of attorney communicated to recipients regarding strategy and analysis in connection with status summary of Multi-State Settlement Discussions.
2681	HHS 03238268- HHS 03238270	09/17/2002	Jan L. McGowan (Executive Legal Secretary)	Jean M. Tierney (Sr. Executive Assistant to Kenneth Robin, Esq.)	N/A	Document Retention Policy	Email forwards legal advice of Donna Marks, Esq. concerning attached draft memorandum under Ken Robin's name regarding retention of documents related to securities litigation.	Work Product; Email forward and attached draft memorandum provide legal thoughts and impressions of attorney regarding retention of documents related to securities litigation.
2682	HHS 03238271	09/20/2002	Kenneth H. Robin, Esq. (Exec. V.P., General Counsel and Corporate Secretary)	All Band D & S employees	N/A	Document Retention Policy	Draft memorandum provides legal advice of Kenneth Robin, Esq. regarding retention of documents related to securities litigation.	Work Product; Draft memorandum provides the legal thoughts and impressions of attorney regarding retention of documents related to securities litigation.
2683	HHS 03238278- HHS 03238279	11/18/2002	Kenneth H. Robin, Esq. (Exec. V.P., General Counsel and Corporate Secretary)	David J. Butler (KPMG LLP)	S. L. McDonald (CAO) M. F. Leopold, Esq. (Assistant General Counsel)	Status of Illinois RAL litigation, H&R Block litigation, discussions with ACORN and state AGs and regulators of Elaine Markell's complaint	Letter provides legal thoughts and impressions of Kenneth Robin, Esq. regarding status of Illinois RAL litigation, H&R Block litigation, discussions with ACORN and state AGs and regulators of Elaine Markell's complaint, per request from auditor.	Work Product; Letter provides legal thoughts and impressions of attorney regarding status of Illinois RAL litigation, H&R Block litigation, discussions with ACORN and state AGs and regulators, and investigation of Elaine Markell's complaint, per request from auditor.
2684	HHS 03238281- HHS 03238298	07/01/2002	John M. Keller (Ernst & Young LLP)	Kenneth H. Robin, Esq. (Sr. V.P. and General Counsel) Kathleen K. Curtin, Esq. (Household Counsel)	N/A	Retention of Ernst & Young LLP	Auditor's letter to Kenneth Robin, Esq. along with attached appendices, reflects auditor's understanding of the scope, approach and fees involved in undertaking a review of client's lending processes for potential fair lending and sales practices risk points, in connection with ongoing predatory lending litigation.	Work Product; Auditor's letter to attorney, along with attached appendices, reflects auditor's understanding of the scope, approach and fees involved in undertaking a review of client's lending processes for potential fair lending and sales practices risk points, in connection with ongoing predatory lending litigation.
2685	HHS 03238299- HHS 03238316	07/01/2002	John M. Keller (Ernst & Young LLP)	Kenneth H. Robin, Esq. (Sr. V.P. and General Counsel) Kathleen K. Curtin, Esq. (Household Counsel)	N/A	Retention of Ernst & Young LLP	Auditor's letter to Kenneth Robin, Esq. along with attached appendices, reflects auditor's understanding of the scope, approach and fees involved in undertaking a review of client's lending processes for potential fair lending and sales practices risk points, in connection with ongoing predatory lending litigation.	Work Product; Auditor's letter to attorneys, along with attached appendices, reflects auditor's understanding of the scope, approach and fees involved in undertaking a review of client's lending processes for potential fair lending and sales practices risk points, in connection with ongoing predatory lending litigation.
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3899	HHS 03299250- HHS 03299254	N/A	Kenneth H. Robin, Esq. (Exec. VP and General Counsel)	HI Audit Committee	N/A	Annual Report of the General Counsel to the Audit Committee	Report from attorney to client communicates legal advice regarding policy statement distribution, interpretation and compliance.	Attorney-Client Privilege. Redacted material is a confidential communication from attorney to client regarding policy statement distribution, interpretation and compliance.
3900	HHS 03299358- HHS 03299363	03/19/2003	Russell J. Broemmer, Esq. (Wachtell, Lipton, Rosen & Katz)	Audit Committee of the Board of Directors for Household International, Inc	KPMG	Report on Management Integrity	Memorandum from outside counsel to Audit Committee of Board of Directors for HI communicates legal advice regarding its review of management integrity in connection with Wilmer investigation of Markell allegations.	Work Product and Attorney-Client Privilege. Redacted material is a confidential communication between outside counsel and client regarding its review of management integrity in connection with Wilmer investigation of Markell allegations.
3901	HHS 03299616- HHS 03299620	11/05/2002	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corporate Secretary)	Members of the HI Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Memorandum created by attorney for Board of Directors communicates legal advice regarding litigation and controversies.	Work Product and Attorney-Client Privilege. Document is a confidential communication from attorney to Board of Directors regarding litigation and controversies; reflects thoughts and impressions of counsel regarding ongoing litigation matters.
3902	HHS 03299726	08/12/2002	Louis E. Levy (Chairman, Household International Audit Committee)	N/A	N/A	Minutes of Special Audit Committee Meeting	Minutes of the special Audit Committee meeting of August 12, 2002 drafted by client relay confidential communication of Wachtell, Lipton, Rosen & Katz to Audit Committee regarding CEO and CFO certificates.	Attorney-Client Privilege. Redacted material is part of a confidential document created by client relaying a confidential communication from outside counsel to client regarding CEO and CFO certificates.
3903	HHS 03299864- HHS 03299899	01/17/2003	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corporate Secretary)	David J. Butler (KPMG LLP)	David A. Schoenholz (CFO) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Assistant General Counsel)	Letter to auditor re: pending or threatened litigation	Inform auditor of pending or threatened litigation in connection with audit of Household's financial statements.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
3904	HHS 03310840- HHS 03310843	10/28/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Members of HI Audit Committee of the Board of Directors	N/A	Audit Committee Proposals	Memorandum from attorney to client communicates legal advice regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI	Attorney-Client Privilege. Document is a confidential communication from attorney to client regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.
3905	HHS 03310844- HHS 03310847	10/28/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Members of HI Audit Committee of the Board of Directors	N/A	Audit Committee Proposals	Memorandum from attorney to client communicates legal advice regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.	Attorney-Client Privilege. Document is a confidential communication from attorney to client regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.
3906	HHS 03310870- HHS 03310873	10/28/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Members of HI Audit Committee of the Board of Directors	N/A	Audit Committee Proposals	Memorandum from attorney to client communicates legal advice regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.	Attorney-Client Privilege. Document is a confidential communication from attorney to client regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
3907	HHS 03310896- HHS 03310899	10/28/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Members of HI Audit Com- mittee of the Board of Direc- tors	N/A	Audit Committee Proposals	Memorandum from attorney to client communicates legal advice regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.	their potential effect on HI. Attorney-Client Privilege. Document is a confi- dential communication from attorney to client regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.
3908	HHS 03310900- HHS 03310903	10/28/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Members of HI Audit Com- mittee of the Board of Direc- tors	N/A	Audit Committee Proposals	Memorandum from attorney to client communicates legal advice regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.	Attorney-Client Privilege. Document is a confi- dential communication from attorney to client regarding Audit Committee proposals made by NYSE, SEC, and ASB Exposure Draft, and their potential effect on HI.
3909	HHS 03310904- HHS 03310911	03/09/1999	John Blenke, Esq. (V.P. Corporate Law and Assistant Secretary)	Dave Schoenholz (CFO) Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corporate Secretary) John R. Davis (V.P. - Audit) Steve L. McDonald (CAO)	N/A	Blue Ribbon Panel - Audit Committee	Memorandum from attorney to client and other attorney communicates legal advice regarding attached Blue Ribbon Panel recommendations for audit committees	Attorney-Client Privilege. Document is a confi- dential communication from attorney to client and other attorney regarding attached Blue Ribbon Panel recommendations for audit com- mittees.
3910	HHS 03310961- HHS 03310962	05/12/1999	John Blenke, Esq., (V.P. Corporate Law and Assistant Secretary)	David Schoenholz (CFO) Steve L. McDonald (CAO) Cliff Mizialko (Assistant Controller)	N/A	SEC Earnings Man- agement	Memorandum from attorney to client communicates legal advice regarding suggested approach to reserves for SEC compliance.	Attorney-Client Privilege. Redacted material is a confidential communication from attorney to client providing legal advice regarding sug- gested approach to reserves for SEC compli- ance.
3911	HHS 03311262- HHS 03311296	01/07/2003	Mark F. Leopold, Esq. (Assistant General Counsel)	Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corporate Secretary) Steve L. McDonald (CAO) David J. Butler (KPMG LLP)	N/A	Draft letter to auditor re pending or threat- ened litigation	Inform auditor of pending or threat- ened litigation in connection with audit of Household's financial state- ments.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
3912	HHS 03311297- HHS 03311318	01/07/2003	Kenneth H. Robin, Esq. (Sr. VP, Gen- eral Counsel and Corporate Secre- tary)	David J. Butler (KPMG LLP)	David A. Schoenholz (CFO) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Assistant General Counsel)	Draft letter to auditor re pending or threat- ened litigation	Inform auditor of pending or threat- ened litigation in connection with audit of Household's financial state- ments.	Work Product. Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
3913	HHS 03315615- HHS 03315656	03/17/2003	Wilmer, Cutler & Pickering	Audit Committee of the Board of Directors of Household International, Inc.	N/A	Draft of Final Report to Audit Committee Board of Directors of Household Interna- tional, Inc. Concern-	Draft of report to HI Audit Committee created by attorneys regarding allega- tions of Elaine Markell with respect to loan restructuring practices.	Attorney-Client Privilege and Work Product. Document is a draft report to HI Audit Commit- tee created by attorneys regarding allegations of Elaine Markell.

#	Bates Number	Date	Author/From	Recipient(s)		Subject Matter	Purpose for Its Production	Explanation of Privilege
				To	CC/BCC			
3914	HHS 03315818- HHS 03315900	04/01/2003	Kathryn for John Blenke, Esq. (V.P. Corporate Law and Assistant Secre- tary)	Dacie Oakes (Assistant to the Corporate Secretary Kenneth H. Robin, Esq. (Sr. VP, General Counsel and Corporate Secretary))	Patrick Schwartz, Esq. (House- hold Counsel)	Wilmer, Cutler & Pickering's Reports to Audit Committee Dated March 25, 2003	Memorandum from in-house counsel to other in-house counsel enclosing original copies of Wilmer, Cutler & Pickering Reports to the Audit Com- mittee of the Board of Directors.	Attorney-Client Privilege and Work Product; Document is a confidential communication among in-house attorneys enclosing original copies of confidential reports submitted to the Audit Committee by outside counsel
3915	HHS 03315961- HHS 03315965	01/20/2003	Kenneth H. Robin, Esq.	Members of the HI Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Memorandum created by attorney for Board of Directors communicates legal advice regarding litigation and contro- versies and attaches charts created by attorney regarding same.	Work Product and Attorney-Client Privilege; Document is a confidential communication from attorney to Board of Directors regarding litigation and controversies and attaching charts created by attorney regarding same, reveals thoughts and impressions of counsel regarding active litigation matters
3916	HHS 03315987- HHS 03316020	01/13/2003	Kenneth H. Robin, Esq. (Sr. VP, Gen- eral Counsel and Corporate Secre- tary)	David J Butler (KPMG LLP)	David A. Schoenholz (CFO) Steven L. McDonald (CAO) Mark F. Leopold, Esq. (Assistant General Counsel)	Letter to auditor re: pending or threat- ened litigation	Inform auditor of pending or threat- ened litigation in connection with audit of Household's financial state- ments.	Work Product: Document reflects thoughts and impressions of attorney concerning pending or threatened litigation and was intended to remain confidential with auditor.
3917	HHS 03316143- HHS 03316149	01/21/2002	Kenneth H. Robin, Esq. (Sr. VP, Gen- eral Counsel and Corporate Secre- tary)	Members of the HI Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Memorandum created by attorney for Board of Directors communicates legal advice regarding litigation and contro- versies and attaching charts created by attorney regarding same.	Work Product and Attorney-Client Privilege; Document is a confidential communication from attorney to Board of Directors regarding litigation and controversies and attaching charts created by attorney regarding same
3918	HHS 03316245- HHS 03316251	05/06/2002	Kenneth H. Robin, Esq.	Members of the HI Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Memorandum created by attorney for Board of Directors communicates legal advice regarding litigation and contro- versies and attaches charts created at request of attorney regarding same.	Work Product and Attorney-Client Privilege; Document is a confidential communication from attorney to Board of Directors regarding litigation and controversies and attaching charts created by attorney regarding same
3919	HHS 03316310- HHS 03316312	11/05/2002	Kenneth H. Robin, Esq. (Sr. VP, Gen- eral Counsel and Corporate Secre- tary)	Members of the HI Board of Directors	N/A	General Counsel's Report on Litigation and Controversies	Memorandum created by attorney for Board of Directors communicates legal advice regarding litigation and contro- versies.	Work Product and Attorney-Client Privilege; Document is a confidential communication from attorney to Board of Directors regarding litigation and controversies.
3920	HHS 03316345- HHS 03316350	11/07/2002	Kenneth H. Robin, Esq. (Sr. VP, Gen- eral Counsel and Corporate Secre- tary)	Members of the HI Audit Committee	David A. Schoenholz (CFO)	Audit Committee Charter	Memorandum from attorneys to client communicates legal advice regarding	Attorney-Client Privilege; Document is a confi- dential communication from attorneys to client

DECLARATION OF SERVICE BY EMAIL AND BY U.S. MAIL

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 interested party in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on May 26, 2006, declarant served by electronic mail and by U.S. Mail the **THE CLASS' RESPONSE TO THE HOUSEHOLD DEFENDANTS' MEMORANDUM OF LAW IN SUPPORT OF THE RETURN OF CERTAIN ARTHUR ANDERSEN DOCUMENTS AND CROSS-MOTION TO COMPEL PRODUCTION OF CERTAIN DOCUMENTS PROVIDED TO OUTSIDE AUDITORS BY HOUSEHOLD DEFENDANTS (REDACTED VERSION)** to the parties listed on the attached Service List. The parties' email addresses are as follows:

TKavaler@cahill.com
PSloane@cahill.com
PFarren@cahill.com
DOwen@cahill.com
NEimer@EimerStahl.com
ADeutsch@EimerStahl.com
mmiller@millerfaucher.com
lfanning@millerfaucher.com

and by U.S. Mail to:

Lawrence G. Soicher, Esq.
Law Offices of Lawrence G. Soicher
305 Madison Ave., 46th Floor
New York, New York 10165

David R. Scott, Esq.
Scott & Scott LLC
108 Norwich Avenue
Colchester, CT 06415

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of May, 2006, at San Francisco, California.

/s/ Monina O. Gamboa
MONINA O. GAMBOA

HOUSEHOLD INTERNATIONAL (LEAD)

Service List - 5/25/2006 (02-0377)

Page 1 of 1

Counsel for Defendant(s)

Thomas J. Kavalier
Peter Sloane
Patricia Farren
Cahill Gordon & Reindel LLP
80 Pine Street
New York, NY 10005-1702
212/701-3000
212/269-5420(Fax)

Nathan P. Eimer
Adam B. Deutsch
Eimer Stahl Klevorn & Solberg LLP
224 South Michigan Avenue, Suite 1100
Chicago, IL 60604
312/660-7600
312/692-1718(Fax)

Counsel for Plaintiff(s)

Lawrence G. Soicher
Law Offices of Lawrence G. Soicher
110 East 59th Street, 25th Floor
New York, NY 10022
212/883-8000
212/355-6900(Fax)

William S. Lerach
Lerach Coughlin Stoia Geller Rudman &
Robbins LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
619/231-1058
619/231-7423(Fax)

Patrick J. Coughlin
Azra Z. Mehdi
Monique C. Winkler
Lerach Coughlin Stoia Geller Rudman &
Robbins LLP
100 Pine Street, Suite 2600
San Francisco, CA 94111-5238
415/288-4545
415/288-4534(Fax)

Marvin A. Miller
Jennifer Winter Sprengel
Lori A. Fanning
Miller Faucher and Cafferty LLP
30 N. LaSalle Street, Suite 3200
Chicago, IL 60602
312/782-4880
312/782-4485(Fax)

David R. Scott
Scott + Scott, LLC
108 Norwich Avenue
Colchester, CT 06415
860/537-5537
860/537-4432(Fax)