

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

FILED
OCT 08 2004

MICHAEL W. DOBBINS
CLERK, U.S. DISTRICT COURT

LAWRENCE E. JAFFE PENSION PLAN,)
on behalf of itself and all others similarly)
situated,)

Plaintiff,)

v.)

HOUSEHOLD INTERNATIONAL, INC.,)
et al.,)

Defendants.)

No. 02 C 5893

Judge Ronald A. Guzman
Magistrate Judge Nan R. Nolan

DOBBINS

OCT 12 2004

NOTICE OF FILING

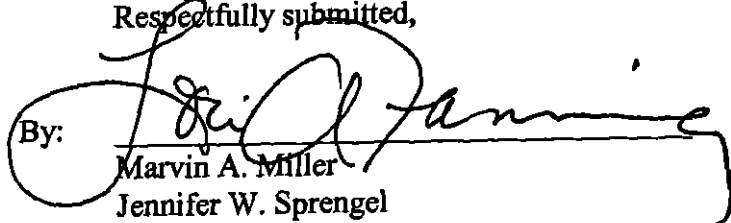
To: Counsel on the Attached Service List

PLEASE TAKE NOTICE that on October 8, 2004, we filed with the Clerk of the United States District Court for the Northern District of Illinois, Eastern Division, 219 South Dearborn Street, Chicago, Illinois, the *Stipulation and [Proposed] Order Regarding Class Action Certification*, a copy of which is hereby served upon you.

Dated: October 8, 2004

Respectfully submitted,

By:



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Lori A. Fanning

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CERTIFICATE OF SERVICE

I, Lori A. Fanning, one of the attorneys for plaintiffs, hereby certify that I caused the *Stipulation and [Proposed] Order Regarding Class Action Certification* to be served upon all counsel on the attached service list by e-mailing a copy in pdf format this 8th day of October, 2004, except the following which was served by facsimile transmission:

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

**MICHAEL W. DOBBINS
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LAWRENCE E. JAFFE PENSION PLAN, On)
Behalf of Itself and All Others Similarly)
Situating,)

Plaintiff,)

vs.)

HOUSEHOLD INTERNATIONAL, INC., et)
al.,)

Defendants.)

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

CLASS ACTION

Judge Ronald A. Guzman
Magistrate Judge Nan R. Nolan

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**STIPULATION AND [PROPOSED] ORDER REGARDING CLASS ACTION
CERTIFICATION**

182

WHEREAS, lead plaintiffs and proposed class representatives Glickenhau & Company, PACE Industry Union-Management Pension Fund and the International Union of Operating Engineers Local No. 132 Pension Plan ("plaintiffs") moved for class certification by motion dated June 30, 2004;

WHEREAS, plaintiffs have produced documents for all proposed class representatives and defendants have taken the deposition of one of the proposed class representatives; and

WHEREAS, based upon information made available to defendants and the parties' ongoing discussions;

1. The parties stipulate that all persons who purchased or otherwise acquired the securities of Household International, Inc. (as defined in the [Corrected] Amended Consolidated Class Action Complaint for Violation of the Federal Securities Laws) ("Household") between October 23, 1997 and October 11, 2002 ("Class Period") shall be certified as a class only with respect to claims brought pursuant to §§10 and 20 of the Securities Exchange Act of 1934 and Securities and Exchange Commission Rules promulgated thereunder (the "Class"). Excluded from the Class are defendants herein, members of defendants' immediate families, any person, firm, trust, corporation, officer, director or other individual or entity in which any defendant has a controlling interest or which is related to or affiliated with any defendant, and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party.

2. The parties stipulate that no class shall be certified for persons who purchased Household securities issued pursuant to Registration Statements declared effective during the Class Period for claims brought pursuant to §§11 and 15 of the Securities Act of 1933. Plaintiffs and their counsel stipulate that they will not seek to certify a class of §§11 or 15 claimants in this action, or otherwise, at any time (except as provided for herein in paragraph 5).

3. Defendants stipulate that they waive any right to move to decertify the Class as defined above, except that defendants shall retain any rights they currently possess to move no earlier than January 13, 2006, and no later than April 13, 2006 to decertify so much of the class certified hereunder as consists of the claims of those persons who acquired Household securities between October 23, 1997 and August 18, 1999 on the grounds that the Sarbanes-Oxley Act of 2002 does not revive certain claims that otherwise would have been time-barred. Except as set forth herein, all parties retain all arguments they possessed at the time this agreement was reached in connection with any such motion(s).

4. The parties agree that nothing herein precludes the parties from making any and all substantive arguments concerning the claims of the named plaintiffs and/or the Class.

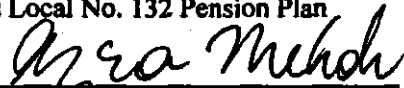
5. The parties stipulate that lead plaintiffs retain the right to move to certify all claims, including claims brought pursuant to the Securities Act of 1933, if any challenge to the agreed-upon Class (as defined above) is made by any person other than defendants, which right shall be triggered upon the filing of any such challenge. In the event lead plaintiffs exercise their right under this paragraph to move to certify all claims, including claims brought pursuant to the Securities Act of 1933, defendants shall have the right to oppose such motion on any grounds and to take any discovery necessary to support such opposition without regard to any limitations set forth or agreement contained in this stipulation, and the right to move to decertify the Class agreed to in paragraph 1 hereof.

6. Defendants agree to take no challenge to this agreement in the event of a change in the organizational structure or status of the plaintiffs' proposed class representatives.

7. The parties agree that this stipulation is for use in this case, and in this case only. It shall not be relied upon for purposes of any other matter.

Lead Plaintiffs Glickenhau & Company,
PACE Industry Union-Management Pension
Fund and The International Union of Operating
Engineers Local No. 132 Pension Plan

By:



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Lead Plaintiffs Glickenhau & Company,
PACE Industry Union-Management Pension
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Engineers Local No. 132 Pension Plan

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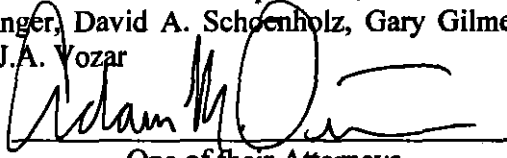
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* * *

APPROVED AND HEREBY ORDERED THIS _____ day of _____, 2004.

Honorable Nan R. Nolan
United States Magistrate Judge

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