

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

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

**DECLARATION OF D. CAMERON BAKER IN SUPPORT OF THE CLASS' MOTION
TO COMPEL RE RULE 30(B)(6) DEPOSITION ON HOUSEMAIL TOPIC AND
COMPLIANCE WITH LOCAL RULE 37.2**

I, D. CAMERON BAKER, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of California, New York and am admitted to the General Bar of the United States District Court in the Northern District of Illinois. I am of counsel at the law firm of Lerach Coughlin Stoia Geller Rudman & Robbins LLP, lead counsel for plaintiffs and the Class in the above-entitled action. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. On October 27, 2005, under instructions from the Court, plaintiffs served their Notice of Deposition of Household International, Inc. Pursuant to Federal Rule of Civil Procedure 30(b)(6). A true and correct copy is attached hereto as Exhibit A.

3. Attached hereto as Exhibit B is a true and correct copy of the Responses and Objections of Household Defendants to Plaintiffs' Notice of Deposition Pursuant to Federal Rule of Civil Procedure 30(b)(6). Attached hereto as Exhibit C is a true and correct copy of the November 22, 2005 letter from Landis Best to the Court, excluding the exhibits to the letter.

4. Attached hereto as Exhibit D is a true and correct copy of excerpts from the December 2, 2005 Christine Cunningham Deposition Transcript.

5. Attached hereto as Exhibit E is a true and correct copy of my December 8, 2005 letter to Howard Sloane of counsel for the Household defendants in this action. Attached hereto as Exhibit F is a true and correct copy of Peter Sloane's December 12, 2005 letter to me. Attached hereto as Exhibit G is a true and correct copy of my December 21, 2005 letter to Joshua Greenblatt also from Cahill, Gordon & Reindel LLP.

6. Following my letter, I spoke with Mr. Greenblatt via telephone on January 9, 2006, regarding various Housemail issues. I summarized our conversation in a letter dated January 9, 2006. Attached hereto as Exhibit H is a true and correct copy of my January 9, 2006 letter. Mr.

Greenblatt responded via a letter dated January 10, 2006, to which I also responded by letter. Attached hereto are Mr. Greenblatt's letter of January 10, 2006 and my letter of January 10, 2006, as Exhibits I and J, respectively.

7. On January 13, 2006, I spoke with Mr. Greenblatt via telephone. During the conversation, Mr. Greenblatt stated that Household would provide a narrative response. By letter dated January 13, 2006, Mr. Greenblatt provided that narrative response. By letter of that same date, I responded to Household's proposed response. Attached hereto are Mr. Greenblatt's letter of January 13, 2006 and my letter of January 13, 2006, as Exhibits K and L, respectively.

8. On January 17, 2006, Mr. Greenblatt and I exchanged further correspondence on this issue. Attached hereto are true and correct copies of his letter dated January 17, 2006, and my responsive letter of the same date, as Exhibits M and N, respectively. After reviewing Mr. Greenblatt's January 17, 2006 letter and earlier correspondence, I sent Mr. Greenblatt a second letter on January 17, 2006 with a proposed compromise on this dispute. Attached hereto as Exhibit O is a true and correct copy of my second January 17, 2005 letter.

9. On the morning of January 18, 2006, Mr. Greenblatt called to inform me that Household would not respond to the proposed compromise by close of business on January 18, 2006, as requested in my January 17, 2006 letter. He requested an extension of time to respond to the offer until Friday, due to a need to consult with in-house counsel. Mr. Greenblatt indicated that sometimes Household's in-house counsel did not reply to outside counsel's requests quickly. I rejected an extension on this basis as in-house counsel should respond in a timely fashion and on the grounds that a decision on plaintiffs' proposal should not be difficult given the period of time that the issue had been under discussion and Household's own proposed response. Subsequently, by email dated January 18, 2006, as a professional courtesy, I provided Household additional time up to

3 p.m. Pacific Standard Time on January 19, 2006 to respond to my proposal. Attached hereto is a true and correct copy of the email as Exhibit P.

10. Subsequent to my email, I received a letter from Mr. Greenblatt concerning our call. Attached hereto as Exhibit Q is a true and correct copy of Mr. Greenblatt's letter. I responded to Mr. Greenblatt's letter via a letter dated January 19, 2006. Attached hereto as Exhibit R is a true and correct copy of the letter.

11. On January 19, 2006, I received a letter via facsimile from Mr. Greenblatt responding to plaintiffs' January 17, 2006 proposed compromise. Attached hereto is a true and correct copy of the letter as Exhibit S. After receipt of Mr. Greenblatt's letter, I responded via letter dated January 20, 2006, that proposed a compromise to reflect Mr. Greenblatt's January 19, 2006 letter. Attached hereto as Exhibit T is a true and correct copy of the letter.

12. On January 23, 2006, I received a letter from Mr. Greenblatt in which he stated "enough is enough" and refused the compromise set forth in my January 20, 2006 letter. Attached hereto as Exhibit U is a true and correct copy of Mr. Greenblatt's January 23, 2006 letter.

13. By letter dated January 23, 2006 to Mr. Sloane, I made a final effort to resolve this dispute. Attached hereto as Exhibit V is a true and correct copy of my January 23, 2006 letter to Mr. Sloane.

14. By letter dated January 24, 2006, Mr. Sloane rejected my effort to resolve this dispute. Attached hereto as Exhibit W is a true and correct copy of Mr. Sloane's January 24, 2005 letter. Attached hereto as Exhibit X is a true and correct of my letter in response.

15. As part of the meet and confer, the parties have agreed on a briefing schedule wherein Household will file its opposition to this motion on January 31, 2006 and plaintiffs will file their reply on February 7, 2006.

16. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 24th day of January, 2006, at San Francisco, California.

/s/ D. Cameron Baker
D. CAMERON BAKER

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