UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

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

Plaintiff,

- against -

Lead Case No. 02-C5893 (Consolidated)

CLASS ACTION

HOUSEHOLD INTERNATIONAL, INC., ET AL.,

Defendants.

Judge Ronald A. Guzmán

DEFENDANTS' MOTION FOR JUDGMENT AS A MATTER OF LAW PURSUANT TO FED. R. CIV. P. 50(a) AFTER PLAINTIFFS HAVE BEEN FULLY HEARD

Defendants Household International, Inc. and its former officers and directors William F. Aldinger, David A. Schoenholz and Gary Gilmer (collectively, "Defendants") hereby move pursuant to Federal Rule of Civil Procedure 50(a) for an Order granting Defendants Judgment as a Matter of Law After Plaintiffs Have Been Fully Heard for the reasons stated in the accompanying Memorandum of Law.

Dated: April 22, 2009

Respectfully submitted,

CAHILL GORDON & REINDEL LLP

By: /s/ Thomas J. Kavaler

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- and-

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