



**N.Y. STOCK  
EXCHANGE**

William R. Bors  
Managing Director  
Corporate Services  
212-623-4780

August 22, 1984

Mr. Ronald C. Roselli  
Assistant Secretary  
Household International, Inc.  
2700 Sanders Road  
Prospect Heights, IL 60070

Dear Mr. Roselli:

I am pleased to inform you that the New York Stock Exchange, Inc. has authorized the listing of 61,651,034 Rights to purchase Series A Junior Participating Preferred Stock, of Household International, Inc., in accordance with the terms of the Corporation's application dated August 21, 1984.

Very truly yours,

*William R. Bors*



7-009131

New York Stock Exchange, Inc.  
20 Broad Street  
New York, New York 10005

HOUSEHOLD INTERNATIONAL, INC.

61,651,034 Rights to Purchase Series A  
Junior Participating Preferred Stock  
in connection with a Rights Dividend  
to holders of Common Stock

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Number of Rights  
Issued as of August 28, 1984:

Number of Holders  
of Common Stock  
as of \_\_\_\_\_, 1984:

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Rights Applied For But Not Yet Issued: \_\_\_\_\_  
(So long as the Rights are attached to the Common Stock as  
described under "Description of Transaction", \_\_\_\_\_  
Rights are issuable upon the issuance of Common Stock result-  
ing from the conversion of Household International's three  
series of Cumulative Convertible Voting Preferred Stock and  
upon the issuance of Common Stock under Household International's  
employee stock option and incentive plans.)

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DESCRIPTION OF TRANSACTION

On August 14, 1984 the Board of Directors of Household, International, Inc. ("Household International") declared a dividend of one preferred stock purchase right (the "Rights") on each outstanding share of Household International Common Stock ("Common Stock") effective August 28, 1984. Each Right will entitle the holder thereof until August 31, 1994 to buy one one-hundredth (1/100) of a share of a newly created series of Household International Series A Junior Participating Preferred Stock having the principal terms described below ("Preferred Stock") at an exercise price of \$100.00. The Rights will trade with the Common Stock certificates and will not be exercisable, or transferable apart from the Common Stock, until 10 days after someone acquires 20% of the Common Stock or makes an offer for 30% of the Common Stock. Separate certificates for the Rights will be mailed to holders of Common Stock as of such date. In the event that Household Interna-

A letter to Household International's shareholders explaining the Rights, the form of Rights Agreement between Household International and Harris Trust and Savings Bank specifying the terms of the Rights and the form of Certificate of Designation specifying the terms of the Preferred Stock are attached hereto as exhibits and are incorporated herein by reference. The foregoing description of the transaction is qualified by reference to such exhibits.

#### OPINION OF COUNSEL

The opinion of J. Richard Hull, Senior Vice President and General Counsel of Household International is being filed with the Exchange. The opinion is to the effect that: (i) Household International is a corporation duly organized and existing under the laws of the State of Delaware, (ii) the issuance of the Rights and the execution of the Rights Agreement have been validly authorized by all necessary corporate action on the part of Household International, (iii) upon issuance on the effective date of the Rights dividend, the Rights will have been validly issued, (iv) the issuance of the Rights as a dividend to the holders of Common Stock does not constitute an "offer" or "sale" within the meaning of the Securities Act of 1933 and therefore registration of such issuance is not required under such Act; and (v) a Registration Statement on Form 8-A with respect to the Rights has been filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

HOUSEHOLD INTERNATIONAL, INC.

BY

  
Name: Ronald C. Roselli  
Title: Assistant Secretary

The New York Stock Exchange, Inc. hereby authorizes the listing of 61,651,034 Rights to purchase Series A. Junior Participating Preferred Stock of Household International, Inc., upon official notice of issuance.