

SUPPLEMENTAL AGREEMENT

This Supplemental Agreement, dated as of August 28, 1984, between Household International, Inc., a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois banking corporation (the "Rights Agent"), supplements a Rights Agreement, dated as of August 14, 1984, between the Company and the Rights Agent (the "Rights Agreement"). Capitalized terms used but not defined herein have the same meaning as in the Rights Agreement.

In clarification and supplementation of Section 3 of the Rights Agreement, the Company and the Rights Agent agree as follows:

1. Until the Distribution Date, with respect to certificates for the Common Stock outstanding as of August 28, 1984, the Rights will be evidenced by such certificates for the Common Stock registered in the names of the holders of the Common Stock with a copy of a Summary of Rights to Purchase Series A Junior Participating Preferred Stock (the "Summary of Rights") attached thereto.

The Company will mail the Summary of Rights, by first-class, postage prepaid mail, on August 28, 1984 or as soon as practicable thereafter, to each record holder of the Common Stock as of the close of business on August 28, 1984, as shown by the records of the Company, at the address of such holder shown on such records.

3. Certificates for the Common Stock issued after August 28, 1984 but prior to the earlier of the Distribution Date shall have impressed on, printed on, written on or otherwise affixed to them the following legend:

This certificate also entitles the holder hereof to certain Rights as set forth in a Rights Agreement between Household International, Inc. and Harris Trust and Savings Bank dated as of August 14, 1984, the terms of which are hereby incorporated by reference and a copy of which is on file at the principal executive offices of Household International, Inc. Under certain circumstances as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate.

With respect to such certificates containing the foregoing legend, until the Distribution Date, the Rights associated with the Common Stock represented by such certificates shall be evidenced by such certificates alone.

4. Until the Distribution Date, the surrender for transfer of any of the certificates for the Common Stock, even without a copy of the Summary of Rights attached thereto, shall also constitute the transfer of the Rights associated with the Common Stock represented by such certificate.

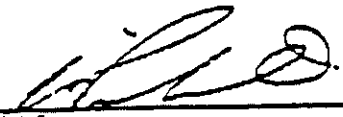
5. As of the Distribution Date, the Rights will be evidenced solely by the Right Certificates, which will be mailed as set forth in the Rights Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

Attest:

HOUSEHOLD INTERNATIONAL, INC.


Title: ASSISTANT SECRETARY

By: 
Title: JUNIOR VICE PRESIDENT -
HONORARY ATTORNEY & SECRETARY

Attest:

HARRIS TRUST AND SAVINGS BANK


Title: TRUST OFFICER

BY: 
Title: ASSISTANT VICE PRESIDENT

