

WACHTELL, LIPTON, ROSEN & KATZ

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September 7, 1984

Board of Directors
Household International, Inc.
2700 Sanders Road
Prospect Heights, Illinois 60070

Gentlemen:

This is to confirm the oral opinion we gave on August 14, 1984, as special counsel to Household International, Inc. (the "Company"), with respect to the issuance by the Company of rights (the "Rights") to purchase shares of Series A Junior Participating Preferred Stock (the "Preferred Stock") as a dividend to the holders of the Company's Common Stock, par value \$1.00 per share (the "Common Stock"). We understand that the Company issued one Right to purchase one one-hundredth (1/100) of a share of Preferred Stock for each share of Common Stock outstanding on August 28, 1984.

In connection with our opinion, we reviewed the Certificate of Incorporation and By-Laws of the Company, the Rights Agreement (the "Rights Agreement") entered into between the Company and Harris Trust and Savings Bank, as Rights Agent, containing the terms of the Rights, the Certificate of Designation, Preferences and Rights with respect to the Preferred Stock and such other matters and questions of law as we considered necessary in order to express the opinion set forth below. We are not members of the Bar of the State of Delaware. We understand that the Company also received an opinion as to the issuance of the Rights from Messrs. Richards, Layton & Finger, Delaware counsel to the Company.

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WACHTELL, LIPTON, ROSEN & KATZ

Board of Directors
Household International, Inc.
September 7, 1984
Page Two

We are of the opinion that the declaration of the Rights dividend was a matter properly within the business judgment of the Board of Directors of the Company and that the Rights have been validly issued and are binding obligations of the Company, entitled to the benefits of the Rights Agreement and enforceable in accordance with their terms and the terms of the Rights Agreement.

Very truly yours,

Wachtell, Lipton, Rosen & Katz

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