

December 12, 2002

By Federal Express (cc by facsimile)

Mr. James A. Bundy
Licensing Manager
Licensing Division
Comptroller of the Currency
Administrator of National Banks
50 Fremont Street, Suite 3900
San Francisco, CA 94105-2292

Re: HSBC Holdings plc -- Notice of Change in Bank Control -- Household Bank (SB) National Association, Las Vegas, Nevada (Charter Number 22675; OCC Control Number 2002-WE-11-0004)

Dear Mr. Bundy:

We are writing to amend the Notice of Change in Bank Control filed with your office on November 27, 2002 with respect to the change in control of Household Bank (SB) National Association resulting from the proposed merger of a subsidiary of HSBC Holdings plc with Household International, Inc. The amendments are as follows (terms in this letter are as defined in the Notice):

1. HSBC Holdings has decided to alter the structure of the transaction such that it will not form NewHoldco. With reference to the second paragraph of section 1 of the Notice, HSBC Holdings will therefore not, following the merger with Household with and into its newly formed direct subsidiary, MergerCo, contribute the shares of Household to NewHoldco. Consequently, following the merger, HSBC Holdings will own all of the shares of each of Household and HNAI directly rather than through a newly formed top-tier US

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holding company. Amended organization charts depicting the structure before and after the acquisition are attached as Revised Attachment A.

2. Due to a typographical error on the first page of the Notice, the Notice refers to HSBC Holdings' proposal "to offer 2.675 of its ordinary shares (or, at the election of the shareholder, .0535 American Depository Receipts) to holders of Household common stock for each share of common stock that they own." The parenthetical should have read "(or, at the election of the shareholder, 0.535 American Depository Receipts)."

If you require any further information or have any questions regarding this application, please call me at the telephone number above or my colleague Naomi W. Beard at (202) 835-7544.

Sincerely,

Winthrop N. Brown

Attachments

cc: Mr. Alan Herlands (OCC)
Paul L. Lee, Esq.

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bcc: Richard E.T. Bennett, Esq.
Philip S. Toohey, Esq.
Janet L. Burak, Esq.
Naomi W. Beard, Esq.
Talis E. Seja, Esq.
Alina Ionescu, Esq.