

November 27, 2002

By Hand Delivery

Mr. James A. Bundy
Licensing Manager, Western District
Office of the Comptroller of the Currency
50 Fremont Street, Suite 3900
San Francisco, CA 94105

Re: HSBC Holdings plc -- Notice of a Change in Control of Household Bank
(SB) N.A. Pursuant to the Change in Bank Control Act and Request for
Confidential Treatment

Dear Mr. Bundy:

On behalf of our client, HSBC Holdings plc ("HSBC Holdings"), London, United Kingdom, we hereby submit to the Office of the Comptroller of the Currency (the "OCC") a notice pursuant to the Change in Bank Control Act, as amended (12 U.S.C. § 1817(j)) (the "CBCA"), of its intention to acquire, in connection with the acquisition of Household International, Inc. ("Household"), Prospect Heights, Illinois, Household's wholly owned credit card bank, Household Bank (SB) N.A. ("Household Bank"). Enclosed are one original and five copies of the notice and a check in the amount of \$2,000.

We respectfully request confidential treatment for the confidential attachment that we have submitted in connection with this notice. The confidential attachment contains sensitive, non-public commercial and financial information regarding the businesses of HSBC Holdings, Household, and their respective affiliates which is exempt from disclosure under the Freedom of

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Information Act, 5 U.S.C. § 552 (the "FOIA"), and the regulations of the OCC, 12 C.F.R. Part 4. The confidential attachment qualifies under § 552(b)(4) of the FOIA and 12 C.F.R. § 4.12(b)(4) of the regulations of the OCC as commercial or financial information furnished in confidence and is privileged and confidential.

Release of the confidential information would be likely to result in substantial competitive injury. Specifically, the release of this confidential information would provide competitors with details regarding the operating strategies of HSBC Holdings, Household, and their respective affiliates and the financial impact of the transaction. Because the parties do not have similar information on their competitors, the release of this information would put them at a competitive disadvantage.

If you have any questions regarding this notice, please feel free to call me at the telephone number above or my colleague Naomi W. Beard (202) 835-7544.

Sincerely,

Winthrop N. Brown

Enclosures

cc: Mr. Alan Herlands (OCC)
Richard E. T. Bennett, Esq.
Paul L. Lee, Esq.
Philip S. Toohey, Esq.
Janet L. Burak, Esq.
Naomi W. Beard, Esq.
Talis E. Seja, Esq.
Alina Ionescu, Esq.