

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 2005

OR

() TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from To

Commission file number 1-9618



NAVISTAR INTERNATIONAL
CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-3359573
(I.R.S. Employer
Identification No.)

4201 Winfield Road, P.O. Box 1488
Warrenville, Illinois 60555
(Address of principal executive offices, Zip Code)

Registrant's telephone number, including area code (630) 753-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes X No ____

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act.)
Yes X No ____

**APPLICABLE ONLY TO ISSUERS INVOLVED
IN BANKRUPTCY PROCEEDINGS DURING
THE PRECEDING FIVE YEARS**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ____ No ____

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of May 31, 2005, the number of shares outstanding of the registrant's common stock was 70,060,514.

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

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PART I - FINANCIAL INFORMATION**ITEM 1. Condensed Consolidated Financial Statements****STATEMENT OF INCOME (Unaudited)**

Millions of dollars, except per share data

Navistar International Corporation and Consolidated Subsidiaries				
	Three Months Ended		Six Months Ended	
	April 30		April 30	
	2005	2004	2005	2004
		* As Restated		* As Restated
Sales and revenues				
Sales of manufactured products.....	\$ 2,904	\$ 2,276	\$ 5,395	\$ 4,162
Finance revenue.....	58	71	120	127
Other income	8	6	13	9
Total sales and revenues.....	<u>2,970</u>	<u>2,353</u>	<u>5,528</u>	<u>4,298</u>
Costs and expenses				
Cost of products and services sold	2,498	1,976	4,675	3,629
Restructuring and other non-recurring charges	-	-	-	4
Postretirement benefits expense	60	58	119	119
Engineering and research expense.....	86	51	163	115
Selling, general and administrative expense.....	202	150	378	299
Interest expense	38	33	71	65
Other expense	5	8	14	15
Total costs and expenses	<u>2,889</u>	<u>2,276</u>	<u>5,420</u>	<u>4,246</u>
Income before income taxes	81	77	108	52
Income tax expense	<u>28</u>	<u>25</u>	<u>37</u>	<u>14</u>
Net income	<u><u>\$ 53</u></u>	<u><u>\$ 52</u></u>	<u><u>\$ 71</u></u>	<u><u>\$ 38</u></u>
Earnings per share				
Basic	\$ 0.76	\$ 0.75	\$ 1.02	\$ 0.55
Diluted	\$ 0.70	\$ 0.68	\$ 0.95	\$ 0.52
Average shares outstanding (millions)				
Basic	70.1	69.8	70.1	69.5
Diluted.....	80.1	80.6	80.2	76.3

See Notes to Financial Statements.

* See Note Q to the Financial Statements.

STATEMENT OF FINANCIAL CONDITION (Unaudited)

Millions of dollars

	Navistar International Corporation and Consolidated Subsidiaries		
	April 30 2005	October 31 2004	April 30 2004
ASSETS			* As Restated
Current assets			
Cash and cash equivalents.....	\$ 665	\$ 605	\$ 398
Marketable securities	160	182	121
Receivables, net	1,114	1,215	959
Inventories.....	1,008	790	751
Deferred tax asset, net	187	207	156
Other assets	<u>194</u>	<u>168</u>	<u>188</u>
Total current assets.....	3,328	3,167	2,573
Marketable securities	529	73	515
Finance and other receivables, net	1,024	1,222	804
Property and equipment, net	1,492	1,444	1,380
Investments and other assets	528	374	294
Prepaid and intangible pension assets	69	73	65
Deferred tax asset, net	<u>1,293</u>	<u>1,239</u>	<u>1,307</u>
Total assets.....	<u>\$ 8,263</u>	<u>\$ 7,592</u>	<u>\$ 6,938</u>
LIABILITIES AND SHAREOWNERS' EQUITY			
Liabilities			
Current liabilities			
Notes payable and current maturities of long-term debt	\$ 1,455	\$ 823	\$ 293
Accounts payable, principally trade	1,527	1,462	1,186
Other liabilities.....	<u>1,015</u>	<u>965</u>	<u>955</u>
Total current liabilities	3,997	3,250	2,434
Debt: Manufacturing operations	1,697	1,258	1,026
Financial services operations	158	787	1,367
Postretirement benefits liability	1,408	1,382	1,389
Other liabilities.....	<u>387</u>	<u>384</u>	<u>354</u>
Total liabilities.....	<u>7,647</u>	<u>7,061</u>	<u>6,570</u>
Commitments and contingencies			
Shareowners' equity			
Series D convertible junior preference stock	4	4	4
Common stock and additional paid in capital (75.3 million shares issued)	2,084	2,096	2,121
Retained earnings (deficit)	(533)	(604)	(803)
Accumulated other comprehensive loss	(769)	(789)	(773)
Common stock held in treasury, at cost (5.3 million, 5.3 million and 5.5 million shares held).....	<u>(170)</u>	<u>(176)</u>	<u>(181)</u>
Total shareowners' equity	<u>616</u>	<u>531</u>	<u>368</u>
Total liabilities and shareowners' equity	<u>\$ 8,263</u>	<u>\$ 7,592</u>	<u>\$ 6,938</u>

See Notes to Financial Statements.

* See Note Q to the Financial Statements.

STATEMENT OF CASH FLOW (Unaudited)
Millions of dollars

Navistar International Corporation and Consolidated Subsidiaries		
Six Months Ended		
April 30		
	2005	2004
		* As Restated
Cash flow from operating activities		
Net income	\$ 71	\$ 38
Adjustments to reconcile net income to cash provided by (used in) operating activities:		
Depreciation and amortization	120	100
Deferred income taxes	(5)	16
Postretirement benefits funding less than (in excess of) expense	24	(42)
Gains on sales of receivables	(11)	(23)
Other, net	(16)	(38)
Change in operating assets and liabilities, net of effect of acquisitions:		
Receivables	(95)	(80)
Inventories	(200)	(152)
Prepaid and other current assets	(2)	(27)
Accounts payable	98	85
Other liabilities	24	37
Cash provided by (used in) operating activities	8	(86)
Cash flow from investment programs		
Purchases of retail notes and lease receivables	(800)	(755)
Collections/sales of retail notes and lease receivables	1,181	914
Purchases of marketable securities	(846)	(225)
Sales or maturities of marketable securities	424	184
Capital expenditures	(50)	(49)
Property and equipment leased to others	16	13
Investment in affiliates	(228)	(1)
Other investment programs	(47)	(2)
Cash provided by (used in) investment programs	(350)	79
Cash flow from financing activities		
Issuance of debt	413	58
Principal payments on debt	(57)	(88)
Net increase (decrease) in notes and debt outstanding under bank revolving credit facility and commercial paper programs	53	(67)
Other financing activities	(7)	35
Cash provided by (used in) financing activities	402	(62)
Cash and cash equivalents		
Increase (decrease) during the period	60	(69)
At beginning of the period	605	467
Cash and cash equivalents at end of the period	\$ 665	\$ 398
Supplemental cash flow information		
Interest paid	\$ 69	\$ 67
Income taxes paid, net of refunds	\$ 11	\$ 5

See Notes to Financial Statements.

* See Note Q to the Financial Statements.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note A. Summary of Accounting Policies

Navistar International Corporation (NIC) is a holding company whose principal operating subsidiary is International Truck and Engine Corporation (International). As used hereafter, “company” or “Navistar” refers to Navistar International Corporation and its consolidated subsidiaries. Navistar operates in three principal industry segments: truck, engine (collectively called “manufacturing operations”), and financial services. The consolidated financial statements include the results of the company’s manufacturing operations, majority owned dealers and its wholly owned financial services subsidiaries. The effects of transactions between the manufacturing, dealer and financial services operations have been eliminated to arrive at the consolidated totals.

The accompanying unaudited financial statements have been prepared in accordance with accounting policies described in the 2004 Annual Report on Form 10-K and should be read in conjunction with the disclosures therein.

In the opinion of management, these interim financial statements reflect all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position, results of operations and cash flow for the periods presented. Interim results are not necessarily indicative of results for the full year. Certain 2004 amounts have been reclassified to conform with the presentation used in the 2005 financial statements.

Statement of Financial Accounting Standards (SFAS) No. 123 (SFAS No. 123), “Accounting for Stock-Based Compensation” and Statement of Financial Accounting Standards No. 148 (SFAS No. 148), “Accounting for Stock-Based Compensation – Transition and Disclosure,” encourage, but do not require, companies to record compensation cost for stock-based employee compensation plans at fair value. The company has chosen to continue to account for stock-based compensation in accordance with Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees,” and related interpretations. Accordingly, no compensation cost has been recognized for fixed stock options because the exercise prices of the stock options equal the market value of the company’s common stock at the date of grant. The following table illustrates the effect on the company’s net income and earnings per share if the company had applied the fair value recognition provision of SFAS No. 123 in accordance with the disclosure provisions of SFAS No. 148.

Millions of dollars, except per share data	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
Net income, as reported	\$ 53	\$ 52	\$ 71	\$ 38
Add: Interest expense on 2.5% senior convertible and 4.75% subordinated exchangeable debt for dilutive purposes (net of tax)	3	3	5	2
Adjusted net income available to common shareholders plus assumed conversions	56	55	76	40
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards net of related tax effects	(3)	(2)	(6)	(7)
Pro forma net income	<u>\$ 53</u>	<u>\$ 53</u>	<u>\$ 70</u>	<u>\$ 33</u>
Earnings per share:				
Basic – as reported	\$ 0.76	\$ 0.75	\$ 1.02	\$ 0.55
Basic – pro forma	\$ 0.73	\$ 0.72	\$ 0.93	\$ 0.45
Diluted – as reported	\$ 0.70	\$ 0.68	\$ 0.95	\$ 0.52
Diluted – pro forma	\$ 0.67	\$ 0.65	\$ 0.87	\$ 0.43

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note B. New Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (revised 2004), "Share-Based Payment." This Statement generally requires the recognition of the cost of employee services received in exchange for an award of equity instruments. This cost is based on the grant date fair value of the equity award and will be recognized over the period during which the employee is required to provide service in exchange for the award. The effective date for the company is the beginning of the first fiscal quarter of 2006. The company is still evaluating its share-based payment programs and the related impact, if any, this Statement may have on its results of operations, financial condition or cash flows.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. The Statement clarifies that abnormal inventory costs should be recognized in the period in which they occur. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The company will adopt this Statement in fiscal 2006 and will determine the effect, if any, this Statement may have on its results of operations, financial condition or cash flows.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets," to amend Accounting Principles Board Opinion No. 29, "Accounting for Nonmonetary Transactions" (APB No. 29). The Statement eliminates the exception from fair value measurement for nonmonetary exchanges of similar products in APB No. 29 and replaces it with an exception for exchanges that do not have commercial substance. This Statement will be applied prospectively for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. The company does not expect this statement will have a material impact on its results of operations, financial condition or cash flows.

In December 2004, the FASB issued two FASB Staff Positions (FSP's) that provide accounting guidance on how companies should account for the effects of the American Jobs Creation Act of 2004 (the Act) that was signed into law on October 22, 2004. The Act could affect how companies report their deferred income tax balances. The first FSP is FSP FAS 109-1 (FSP 109-1); the second is FSP FAS 109-2 (FSP 109-2). In FSP 109-1, the FASB concludes that the tax relief (special tax deduction for domestic manufacturing) from the Act should be accounted for as a "special deduction" instead of a tax rate reduction. FSP 109-2 gives a company additional time to evaluate the effects of the Act on any plan for reinvestment or repatriation of foreign earnings for purposes of applying SFAS No. 109, "Accounting for Income Taxes." However, the company must provide certain disclosures if it chooses to utilize the additional time granted by the FASB. The company is evaluating the impact, if any, these FSP's may have on its results of operations, financial condition or cash flows.

In March 2005, the FASB issued FASB Interpretation (FIN) No. 47, "Accounting for Conditional Asset Retirement Obligations." This Interpretation addresses diverse accounting practices that developed with respect to the timing of liability recognition for legal obligations associated with the retirement of a tangible long-lived asset when the timing and (or) method of settlement of the obligation are conditional on a future event. FIN No. 47 concludes that an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. This Interpretation is effective no later than the end of fiscal years ending after December 15, 2005. The company does not have any such asset retirement obligations at this time. The company expects that this Interpretation will have no impact on the company's results of operations, financial condition or cash flows.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note C. Business Combinations

In April 2005, the company's South American engine subsidiary, International Engine South America, acquired MWM Motores Diesel Ltda (MWM), a Brazilian entity. MWM produces a broad line of medium and high-speed diesel engines in the 50 to 310 horsepower range for use in pick-ups, trucks, vans, light and semi-heavy trucks, as well as agricultural, marine and electric generator applications. MWM recorded revenues of approximately \$370 million in 2004. MWM's headquarters and manufacturing facility are located in Sao Paulo, Brazil. The acquisition supports the company's overall growth strategy, adds to its engineering capability and allows the company to better serve customers in the South American market. The acquisition was made effective April 1, 2005, therefore, the company's Condensed Consolidated Financial Statements include the operating results of MWM for the month of April. Management considers the impact of this acquisition to be immaterial to the consolidated financial statements.

While the acquisition has been completed, the Administrative Council for Economic Defense (CADE), the Brazilian antitrust regulatory authority, must review and approve the acquisition, and that review is pending. Only minimal synergies can be achieved prior to CADE approval and CADE may require divestiture of assets or impose other conditions on the acquisition. This uncertainty inhibits the company from completing certain aspects of the purchase accounting associated with the acquisition of MWM. Once CADE finalizes its review, management will evaluate its engine operations within Brazil, decide how to best utilize its resources to meet the needs of its customers and complete the accounting associated with the acquisition.

Note D. Postretirement Benefits*Postretirement Benefits Expense*

The company provides postretirement benefits to a substantial portion of its employees. Costs associated with postretirement benefits include pension and postretirement healthcare expenses for employees, retirees and surviving spouses and dependents. In addition, as part of the 1993 restructured healthcare and life insurance plans, profit sharing payments to the Retiree Supplemental Benefit Trust (Trust) are required.

The cost of postretirement benefits is segregated as a separate component on the Statement of Income and is as follows:

	Three Months Ended		Six Months Ended	
	April 30		April 30	
Millions of dollars	2005	2004	2005	2004
Pension expense	\$ 18	\$ 18	\$ 35	\$ 38
Other benefits expense	42	35	84	76
Profit sharing provision to Trust.....	-	5	-	5
Net postretirement benefits expense.....	<u>\$ 60</u>	<u>\$ 58</u>	<u>\$ 119</u>	<u>\$ 119</u>

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note D. Postretirement Benefits (continued)

Net periodic postretirement benefits expense included on the Statement of Income is composed of the following:

Millions of dollars	Pension Expense			
	Three Months Ended		Six Months Ended	
	April 30		April 30	
	2005	2004	2005	2004
Service costs for benefits earned during the period.....	\$ 6	\$ 7	\$ 12	\$ 14
Interest on obligation.....	56	58	111	116
Amortization of cumulative losses	14	12	29	25
Amortization of prior service cost	2	1	4	3
Other	7	7	13	13
Less expected return on assets.....	(67)	(67)	(134)	(133)
Net pension expense	<u>\$ 18</u>	<u>\$ 18</u>	<u>\$ 35</u>	<u>\$ 38</u>

Millions of dollars	Other Benefits Expense			
	Three Months Ended		Six Months Ended	
	April 30		April 30	
	2005	2004	2005	2004
Service costs for benefits earned during the period.....	\$ 4	\$ 3	\$ 9	\$ 7
Interest on obligation.....	36	34	72	70
Amortization of cumulative losses	15	10	30	21
Other	-	2	-	5
Less expected return on assets.....	(13)	(14)	(27)	(27)
Net other benefits expense	<u>\$ 42</u>	<u>\$ 35</u>	<u>\$ 84</u>	<u>\$ 76</u>

“Other” includes the expense related to yearly lump-sum payments to retirees required by negotiated labor contracts, expense related to defined contribution plans and other postretirement benefit costs.

Employer Contributions

The company previously disclosed in its financial statements for the year ended October 31, 2004 that it expected to contribute approximately \$20 million to its pension plans in 2005. Current expectations regarding 2005 pension plan contributions have not changed since that time. As of April 30, 2005, \$11 million of contributions have been made to the company’s qualified pension plans.

The company also makes contributions to partially fund retiree healthcare benefits. As of April 30, 2005, \$3 million of contributions have been made to the company’s retiree healthcare plans and the company anticipates contributing an additional \$3 million in 2005 for a total contribution of \$6 million.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note E. Income Taxes

The Statement of Income reflects tax expense which primarily reduces the cumulative benefit of NOL carryforwards currently recognized as a deferred tax asset, net of valuation allowances, in the Statement of Financial Condition. Cash payment of income taxes may be required for certain state income, foreign income and withholding and federal alternative minimum taxes. Until the company has utilized its significant NOL carryforwards, the cash payment of United States (U.S.) federal and state income taxes will be minimal.

Note F. Inventories

Inventories are as follows:

Millions of dollars	April 30 2005	October 31 2004	April 30 2004
Finished products	\$ 584	\$ 505	\$ 446
Work in process	102	47	86
Raw materials and supplies	322	238	219
Total inventories	<u>\$ 1,008</u>	<u>\$ 790</u>	<u>\$ 751</u>

Note G. Sales of Receivables

Navistar Financial Corporation's (NFC) primary business is to provide wholesale, retail and lease financing for new and used trucks sold by International and International's dealers and, as a result, NFC's finance receivables and leases have significant concentration in the trucking industry. NFC retains as collateral an ownership interest in the equipment associated with leases and a security interest in equipment associated with wholesale notes and retail notes.

During the first six months of fiscal 2005, NFC sold \$1,174 million of retail notes and leases for a pre-tax gain of \$11 million compared to the first six months of fiscal 2004, when NFC sold \$795 million of retail receivables for a pre-tax gain of \$23 million.

Note H. Debt

In March 2005, the company sold \$400 million in Senior Notes due 2012 (Notes). The Notes were sold in a Rule 144A private unregistered offering and priced to yield 6.25 percent. The Notes are guaranteed on a senior unsecured basis by International. The Notes will rank behind in right of payment to all of the company's future secured debt and equally in right of payment to all of the company's existing and future senior unsecured debt. The company may redeem some or all of the Notes at any time on or after March 1, 2009 at redemption prices set forth in the offering memorandum. The company may also redeem up to 35 percent of the aggregate principal amount of the Notes using the proceeds of certain equity offerings completed before March 1, 2008. The proceeds will be used for general corporate purposes.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note I. Restructuring and Other Non-recurring Charges*Restructuring Charges*

In 2000 and 2002, the company's board of directors approved separate plans to restructure its manufacturing and corporate operations. The company incurred charges for severance and other benefits, curtailment losses, lease terminations, asset and inventory write-downs and other exit costs relating to these plans. The following are the major restructuring, integration and cost reduction initiatives originally included in the 2000 and 2002 Plans of Restructuring (Plans of Restructuring):

- Replacement of steel cab trucks with a new line of High Performance Vehicles (HPV) and a concurrent realignment of the company's truck manufacturing facilities
- Launch of the next generation technology diesel engines (NGD)
- Consolidation of corporate operations
- Realignment of the bus and truck dealership network and termination of various dealerships' contracts
- Closure of certain facilities and operations and exit of certain activities including the Chatham, Ontario heavy truck assembly facility, the Springfield, Ohio body plant and a manufacturing production line within one of the company's plants
- Offer of early retirement and voluntary severance programs to certain union represented employees

The Plans of Restructuring originally called for a reduction in workforce of approximately 5,400 employees, primarily in North America, resulting in charges totaling \$169 million. The decision, in 2003, to keep open the Chatham facility along with changes in staffing requirements at other manufacturing facilities lowered the total number of employee reductions to 4,200. The change in expected employee reductions along with an evaluation of the severance reserves related to the HPV and NGD product programs resulted in a net reversal to the previously recorded severance and other benefits reserves totaling \$50 million.

A curtailment loss of \$157 million was recorded in 2002 relating to the company's postretirement plans. This loss was the result of an early retirement program for represented employees at the company's Springfield and Indianapolis plants and the planned closure of the Chatham facility. Subsequently, the decision to keep open the Chatham facility, the offer of an early retirement and voluntary severance program to certain employees at the Chatham facility, and the completion of the sign-up period for the early retirement window program offered to certain eligible, long serviced UAW employees, resulted in a net reduction of \$3 million to the previously recorded curtailment loss. The curtailment liability has been classified as a postretirement benefits liability on the Statement of Financial Condition.

Lease termination charges include estimated lease costs, net of probable sublease income, under long-term non-cancelable lease agreements. These charges primarily relate to the lease at the company's previous corporate office in Chicago, Illinois, which expires in 2010.

Dealer termination costs include the termination of certain dealer contracts in connection with the realignment of the company's bus distribution network. Other exit costs include contractually obligated exit and closure costs associated with facility closures and an accrual for the loss on sale of Harco National Insurance Company. As of April 30, 2005, \$55 million of the total net charge of \$66 million has been incurred.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

I. Restructuring and Other Non-recurring Charges (continued)*Other Non-Recurring Charges*

In October 2002, Ford Motor Company (Ford) advised the company that its current business case for a V-6 diesel engine in the specified vehicles was not viable and discontinued its program for the use of these engines. Accordingly, the company recorded charges of \$170 million for the write-off of deferred pre-production costs, the write-down of fixed assets that were abandoned, lease obligations under non-cancelable operating leases, and accruals for amounts contractually owed to suppliers. In 2003, the company recorded an adjustment of \$11 million for additional amounts contractually owed to suppliers related to the V-6 diesel engine program. In April 2003, the company reached a comprehensive agreement with Ford concerning the termination of its V-6 diesel engine program. The terms of the agreement include compensation to neutralize certain current and future V-6 diesel engine program related costs not accrued for as part of the 2002 non-recurring charge, resolution of ongoing pricing related to the company's V-8 diesel engine program and a release by the parties of all of their obligations under the V-6 diesel engine contract. The company, under current agreements, will continue as Ford's exclusive supplier of V-8 diesel engines through 2012. The agreement with Ford does not have a material net impact on the Statement of Financial Condition or the Statement of Income for the periods covered in this report.

Summary

Through April 30, 2005, the company has recorded cumulative charges of \$818 million relating to the Plans of Restructuring and other non-recurring charges.

The remaining components of the company's Plans of Restructuring and other non-recurring charges are shown in the following table.

Millions of dollars	Balance October 31 2004	Amount Incurred	Balance April 30 2005
Lease terminations	\$ 21	\$ (3)	\$ 18
Dealer terminations and other charges	12	(1)	11
Other non-recurring charges	64	(5)	59
Total.....	<u>\$ 97</u>	<u>\$ (9)</u>	<u>\$ 88</u>

The remaining liability of \$88 million is expected to be funded from existing cash balances and internally generated cash flows from operations. The total cash outlay for the remainder of 2005 is expected to be \$9 million with the remaining obligation of \$79 million, primarily related to non-recurring charges and long-term non-cancelable lease agreements, to be settled in 2006 and beyond.

The company is in the process of completing certain aspects of the Plans of Restructuring and will continue to evaluate the remaining restructuring reserves as the plans are executed. As a result, there may be additional adjustments to the reserves noted above. Since the company-wide restructuring plans are an aggregation of many individual components requiring judgments and estimates, actual costs have differed from estimated amounts.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note J. Financial Instruments

The company uses derivative financial instruments as part of its overall interest rate and foreign currency risk management strategy.

The financial services operations manage exposure to fluctuations in interest rates by limiting the amount of fixed rate assets funded with variable rate debt. This is accomplished by selling fixed rate receivables on a fixed rate basis and by utilizing derivative financial instruments. These derivative financial instruments may include interest rate swaps, interest rate caps and forward contracts. The fair value of these instruments is estimated based on quoted market prices and is subject to market risk as the instruments may become less valuable due to changes in market conditions or interest rates. NFC manages exposure to counter-party credit risk by entering into derivative financial instruments with major financial institutions that can be expected to fully perform under the terms of such agreements. NFC does not require collateral or other security to support derivative financial instruments with credit risk.

NFC's counter-party credit exposure is limited to the positive fair value of contracts at the reporting date. As of April 30, 2005, NFC's derivative financial instruments had a positive net fair value. Notional amounts of derivative financial instruments do not represent exposure to credit loss.

At April 30, 2005, the notional amounts and fair values of the company's derivatives are presented in the following table, in millions of dollars. The fair values of all these derivatives are recorded in other assets or other liabilities on the Statement of Financial Condition.

<u>Inception Date</u>	<u>Maturity Date</u>	<u>Derivative Type</u>	<u>Notional Amount</u>	<u>Fair Value</u>
November 2002 – April 2005	March 2007 – September 2009	Interest rate swaps*	\$ 79	\$ -
July 2001 – April 2005	June 2005 – June 2011	Interest rate swaps	305	3
October 2000 – December 2004	June 2005 – November 2012	Interest rate caps	1,073	1

*Accounted for as non-hedging instruments.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note K. Guarantees

The company and its subsidiaries occasionally provide guarantees that could obligate them to make future payments if the primary entity fails to perform under its contractual obligations. The company has not recorded a liability for these guarantees. The company has no recourse as guarantor in case of default.

International provides a full and unconditional guarantee on the \$400 million 9.375% Senior Notes due 2006, the \$250 million 7.5% Senior Notes due 2011 and the \$190 million 2.5% Senior Convertible Notes due 2007. NIC also provides a guarantee on the \$19 million 9.95% Senior Notes due 2011. As of April 30, 2005, the outstanding balance on the 9.95% Senior Notes was \$13 million.

NIC and International are obligated under certain agreements with public and private lenders of NFC to maintain the subsidiary's income before interest expense and income taxes at not less than 125% of its total interest expense. No income maintenance payments were required for the six months ended April 30, 2005.

NIC guarantees lines of credit made available to its Mexican finance subsidiaries by third parties and NFC. NFC guarantees the borrowings of the Mexican finance subsidiaries. The following table summarizes the borrowings as of April 30, 2005, in millions of dollars.

Entity	Amount of Guaranty	Outstanding Balance	Maturity dates extend to
NIC	\$ 393	\$ 106	2010
NFC	134	92	2010
NIC and NFC	100	24	2005

The company also guarantees many of the operating leases of its operating subsidiaries. The leases have various expiration dates that extend through June 2014. The remaining maximum obligation under these leases as of April 30, 2005, totaled approximately \$537 million.

The company and International also guarantee real estate operating leases of International and of the subsidiaries of the company. The leases have various maturity dates extending through 2019. As of April 30, 2005, the total remaining obligation under these leases is approximately \$44 million.

The company and NFC have issued residual value guarantees in connection with various operating leases. The amount of the guarantees is undeterminable because in some instances, neither the company nor NFC is responsible for the entire amount of the guaranteed lease residual. The company's and NFC's guarantees are contingent upon the fair value of the leased assets at the end of the lease term. The difference between this fair value and the guaranteed lease residual represents the amount of the company's and NFC's exposure.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note K. Guarantees (continued)

As of April 30, 2005, NFC had guaranteed derivative contracts for interest rate swaps and cross currency swaps related to two of the company's Mexican finance subsidiaries. NFC is liable up to the fair market value of these derivative contracts only in cases of default by the two Mexican finance subsidiaries. As of April 30, 2005, there was an outstanding notional balance of \$41 million related to interest rate swaps and cross currency swaps, and the fair market value of the outstanding balance was immaterial.

At April 30, 2005, the company's Canadian operating subsidiary was contingently liable for \$411 million of retail customers' contracts and \$36 million of retail leases that are financed by a third party. The Canadian operating subsidiary is responsible for the residual values of these financing arrangements. These contract amounts approximate the resale market value of the collateral underlying the note liabilities.

In addition, the company entered into various guarantees for purchase commitments, insurance loss reserves, credit guarantees and buyback programs with various expiration dates that total approximately \$92 million. In the ordinary course of business, the company also provides routine indemnifications and other guarantees whose terms range in duration and often are not explicitly defined. The company does not believe these will have a material impact on the results of operations or financial condition of the company.

Product Warranty

Provisions for estimated expenses related to product warranty are made at the time products are sold. These estimates are established using historical information about the nature, frequency and average cost of warranty claims. Management actively studies trends of warranty claims and takes action to improve vehicle quality and minimize warranty claims. Management believes that the warranty reserve is appropriate; however, actual claims incurred could differ from the original estimates, requiring adjustments to the reserve.

Changes in the product warranty accrual for the six months ended April 30, 2005, were as follows:

Millions of dollars	
Balance, beginning of period	\$ 286
Change in liability for warranties issued during the period	113
Change in liability for pre-existing warranties	14
Payments made	(134)
Balance, end of period	<u>\$ 279</u>

Note L. Legal Proceedings and Environmental Matters

The company and its subsidiaries are subject to various claims arising in the ordinary course of business, and are parties to various legal proceedings that constitute ordinary routine litigation incidental to the business of the company and its subsidiaries. The majority of these claims and proceedings relate to commercial, product liability and warranty matters. In the opinion of the company's management, the disposition of these proceedings and claims, including those discussed below, after taking into account established reserves and the availability and limits of the company's insurance coverage, will not have a material adverse effect on the business or the financial results of the company.

The company has been named a potentially responsible party (PRP), in conjunction with other parties, in a number of cases arising under an environmental protection law, the Comprehensive Environmental Response, Compensation and Liability Act, popularly known as the Superfund law. These cases involve sites that allegedly received wastes from current or former company locations. Based on information available to the company which, in most cases, consists of data related to quantities and characteristics of material generated at current or former

Note L. Legal Proceedings and Environmental Matters (continued)

company locations, material allegedly shipped by the company to these disposal sites, as well as cost estimates from PRPs and/or federal or state regulatory agencies for the cleanup of these sites, a reasonable estimate is calculated of the company's share, if any, of the probable costs and is provided for in the financial statements. These obligations are generally recognized no later than completion of the remedial feasibility study and are not discounted to their present value. The company reviews all accruals on a regular basis and believes that, based on these calculations, its share of the potential additional costs for the cleanup of each site will not have a material effect on the company's financial results.

Two sites formerly owned by the company, Wisconsin Steel in Chicago, Illinois and Solar Turbines in San Diego, California, were identified as having soil and groundwater contamination. While investigations and cleanup activities continue at both sites, the company anticipates that all necessary costs to complete the cleanup have been adequately reserved.

In December 2003, the United States Environmental Protection Agency (US EPA) issued a Notice of Violation to the company in conjunction with the operation of its engine casting facility in Indianapolis, Indiana. Specifically, the US EPA alleged that the company violated applicable environmental regulations by failing to obtain the necessary permit in connection with the construction of certain equipment and complying with the best available control technology for emissions from such equipment. The company is currently in discussions with the US EPA and believes that its discussions will result in capital improvements together with monetary sanctions which will not be material.

Various claims and controversies have arisen between the company and its former fuel system supplier, Caterpillar Inc. (Caterpillar), regarding the ownership and validity of certain patents covering fuel system technology used in the company's new version of diesel engines that were introduced in February 2002. In June 1999, in Federal Court in Peoria, Illinois, Caterpillar sued Sturman Industries, Inc. (Sturman), the company's joint venture partner in developing fuel system technology, alleging that technology invented and patented by Sturman and licensed to the company, belongs to Caterpillar. After a trial, on July 18, 2002, the jury returned a verdict in favor of Caterpillar finding that this technology belongs to Caterpillar under a prior contract between Caterpillar and Sturman. Sturman appealed the adverse judgment, and the jury's verdict was reversed by the appellate court on October 28, 2004 and remanded to the district court for retrial. The company is cooperating with Sturman in this effort. In May 2003, in Federal Court in Columbia, South Carolina, Caterpillar sued the company, its supplier of fuel injectors and joint venture, Siemens Diesel Systems Technology, L.L.C., and Sturman for patent infringement alleging that the Sturman fuel system technology patents and certain Caterpillar patents are infringed in the company's new engines. The company believes that it has meritorious defenses to the claims of infringement of the Sturman patents as well as the Caterpillar patents and will vigorously defend such claims. In January 2002, Caterpillar sued the company in the Circuit Court in Peoria County, Illinois, alleging the company breached the purchase agreement pursuant to which Caterpillar supplied fuel systems for the company's prior version of diesel engines. Caterpillar's claims involve a 1990 agreement to reimburse Caterpillar for costs associated with the delayed launch of the company's V-8 diesel engine program. Reimbursement of the delay costs was made by a surcharge of \$8.08 on each injector purchased and the purchase of certain minimum quantities of spare parts. In 1999, the company concluded that, in accordance with the 1990 agreement, it had fully reimbursed Caterpillar for its delay costs and stopped paying the surcharge and purchasing the minimum quantities of spare parts. Caterpillar is asserting that the surcharge and the spare parts purchase requirements continue throughout the life of the contract and has sued the company to recover these amounts, plus interest. Caterpillar also asserts that the company failed to purchase all of its fuel injector requirements under the contract and, in collusion with Sturman, failed to pursue a future fuel systems supply relationship with Caterpillar. The company believes that it has meritorious defenses to Caterpillar's claims.

Along with other vehicle manufacturers, the company and certain of its subsidiaries have been subject to an increase in the number of asbestos-related claims in recent years. Management believes that such claims will not have a material adverse affect on the company's financial results. In general these claims relate to illnesses alleged to have resulted from asbestos exposure from component parts found in older vehicles, although some cases relate to the presence of asbestos in company facilities. In these claims the company is not the sole defendant, and the claims name as defendants numerous manufacturers and suppliers of a wide variety of products allegedly containing asbestos. Management has strongly disputed these claims, and it has been the

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note L. Legal Proceedings and Environmental Matters (continued)

company's policy to defend against them vigorously. Historically, the actual damages paid out to claimants have not been material to the company's results of operations and financial condition. However, management believes the company and other vehicle manufacturers are being more aggressively targeted, largely as a result of bankruptcies of manufacturers of asbestos and products containing asbestos. It is possible that the number of these claims will continue to grow, and that the costs for resolving asbestos related claims could become significant in the future.

On October 13, 2004, the company received a request from the staff of the Securities and Exchange Commission (SEC) to voluntarily produce certain documents and information related to the company's accounting practices with respect to defined benefit pension plans and other postretirement benefits. The company is fully cooperating with this request. Based on the status of the inquiry, the company is not able to predict the final outcome.

On January 31, 2005, the company announced that it would restate its financial results for fiscal years 2002 and 2003 and the first three quarters of fiscal 2004. The SEC notified the company on February 9, 2005, that it was conducting an informal inquiry into the company's restatement. On March 17, 2005, the company was advised by the SEC that the status of the inquiry had been changed to a formal investigation. The company is fully cooperating with the SEC on this investigation. Based on the status of the investigation, the company is not able to predict the final outcome.

Note M. Segment Data

Reportable operating segment data is as follows:

Millions of dollars	Truck	Engine	Financial Services	Total
For the quarter ended April 30, 2005				
External revenues	\$ 2,226	\$ 678	\$ 61	\$ 2,965
Intersegment revenues	-	185	15	200
Total revenues	<u>\$ 2,226</u>	<u>\$ 863</u>	<u>\$ 76</u>	<u>\$ 3,165</u>
Segment profit	\$ 94	\$ 15	\$ 27	\$ 136
For the six months ended April 30, 2005				
External revenues	\$ 4,144	\$ 1,251	\$ 125	\$ 5,520
Intersegment revenues	-	334	28	362
Total revenues	<u>\$ 4,144</u>	<u>\$ 1,585</u>	<u>\$ 153</u>	<u>\$ 5,882</u>
Segment profit (loss)	\$ 149	\$ (4)	\$ 62	\$ 207
As of April 30, 2005				
Segment assets	\$ 2,097	\$ 1,560	\$ 2,409	\$ 6,066
For the quarter ended April 30, 2004				
External revenues	\$ 1,720	\$ 557	\$ 73	\$ 2,350
Intersegment revenues	-	146	10	156
Total revenues	<u>\$ 1,720</u>	<u>\$ 703</u>	<u>\$ 83</u>	<u>\$ 2,506</u>
Segment profit	\$ 70	\$ 32	\$ 37	\$ 139
For the six months ended April 30, 2004				
External revenues	\$ 3,147	\$ 1,017	\$ 129	\$ 4,293
Intersegment revenues	-	281	19	300
Total revenues	<u>\$ 3,147</u>	<u>\$ 1,298</u>	<u>\$ 148</u>	<u>\$ 4,593</u>
Segment profit	\$ 79	\$ 37	\$ 60	\$ 176
As of April 30, 2004				
Segment assets	\$ 1,684	\$ 1,070	\$ 2,197	\$ 4,951

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note M. Segment Data (continued)

Reconciliation to the consolidated financial statements as of and for the three and six months ended April 30 is as follows:

	Three Months Ended April 30		Six Months Ended April 30	
Millions of dollars	2005	2004	2005	2004
Segment sales and revenues	\$ 3,165	\$ 2,506	\$ 5,882	\$ 4,593
Other income	5	3	8	5
Intercompany	(200)	(156)	(362)	(300)
Consolidated sales and revenues	<u>\$ 2,970</u>	<u>\$ 2,353</u>	<u>\$ 5,528</u>	<u>\$ 4,298</u>
 Segment profit	 \$ 136	 \$ 139	 \$ 207	 \$ 176
Restructuring adjustment	-	-	-	(4)
Corporate items	(41)	(51)	(71)	(95)
Manufacturing net interest expense	(14)	(11)	(28)	(25)
Consolidated pre-tax income	<u>\$ 81</u>	<u>\$ 77</u>	<u>\$ 108</u>	<u>\$ 52</u>
 Segment assets	 \$ 6,066	 \$ 4,951		
Cash and marketable securities	652	379		
Deferred taxes	1,480	1,446		
Corporate intangible pension assets	1	3		
Other corporate and eliminations	64	159		
Consolidated assets	<u>\$ 8,263</u>	<u>\$ 6,938</u>		

Note N. Comprehensive Income

The components of comprehensive income are as follows:

	Three Months Ended April 30		Six Months Ended April 30	
Millions of dollars	2005	2004	2005	2004
Net income	\$ 53	\$ 52	\$ 71	\$ 38
Other comprehensive income	15	2	20	4
Total comprehensive income	<u>\$ 68</u>	<u>\$ 54</u>	<u>\$ 91</u>	<u>\$ 42</u>

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note O. Earnings Per Share

Earnings per share was computed as follows:

Millions of dollars, except share and per share data	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
Net income	\$ 53	\$ 52	\$ 71	\$ 38
Add: Interest expense on 2.5% senior convertible and 4.75% subordinated exchangeable debt for dilutive purposes (net of tax)	3	3	5	2
Net income available to common shareholders plus assumed conversions	<u>\$ 56</u>	<u>\$ 55</u>	<u>\$ 76</u>	<u>\$ 40</u>
Average shares outstanding (millions)				
Basic.....	70.1	69.8	70.1	69.5
Convertible debt	9.5	9.5	9.5	5.6
Stock options	0.5	1.3	0.6	1.2
Diluted	<u>80.1</u>	<u>80.6</u>	<u>80.2</u>	<u>76.3</u>
Earnings per share				
Basic.....	\$ 0.76	\$ 0.75	\$ 1.02	\$ 0.55
Diluted	\$ 0.70	\$ 0.68	\$ 0.95	\$ 0.52

The computation of diluted shares outstanding for the six months ended April 30, 2004 excludes incremental shares of 3.9 million related to convertible debt. These shares are excluded due to their anti-dilutive effect, as a result of the company's losses for the first three months of 2004. Slight changes within the diluted shares outstanding are the result of an increase or decrease in the amount of exercisable employee stock options which are affected by fluctuations in the company's stock price.

Note P. Condensed Consolidating Guarantor and Non-Guarantor Financial Information

The following tables set forth the condensed consolidating Statements of Financial Condition as of April 30, 2005 and 2004, and the Statements of Income and Cash Flow for the six months ended April 30, 2005 and 2004. The following information is included as a result of International's guarantees, exclusive of its subsidiaries, of NIC's indebtedness under its 9.375% Senior Notes due 2006, 2.5% Senior Convertible Notes due 2007 and 7.5% Senior Notes due 2011. International is a direct wholly owned subsidiary of NIC. None of NIC's other subsidiaries guarantee any of these notes. Each of the guarantees is full and unconditional. Separate financial statements and other disclosures concerning International have not been presented because management believes that such information is not material to investors. NIC includes the consolidated financial results of the parent company only, with all of its wholly owned subsidiaries accounted for under the equity method. International, for purposes of this disclosure only, includes the consolidated financial results of its wholly owned subsidiaries accounted for under the equity method. "Non-Guarantor Companies and Eliminations" includes the consolidated financial results of all other non-guarantor subsidiaries including the elimination entries for all intercompany transactions. All applicable corporate expenses have been allocated appropriately among the guarantor and non-guarantor subsidiaries.

NIC files a consolidated U.S. federal income tax return that includes International and its U.S. subsidiaries. International has a tax allocation agreement (Tax Agreement) with NIC which requires International to compute its separate federal income tax expense based on its adjusted book income. Any resulting tax liability is paid to NIC. In addition, under the Tax Agreement, International is required to pay to NIC any tax payments received from its subsidiaries. The effect of the Tax Agreement is to allow the parent company, rather than International, to utilize U.S. operating income/losses and NIC operating loss carryforwards.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note P. Condensed Consolidating Guarantor and Non-Guarantor Financial Information (continued)

Millions of dollars	NIC	International	Non-Guarantor Companies and Eliminations	Consolidated
CONDENSED CONSOLIDATING STATEMENT OF INCOME FOR THE SIX MONTHS ENDED APRIL 30, 2005				
Sales and revenues.....	\$ 4	\$ 4,230	\$ 1,294	\$ 5,528
Cost of products and services sold.....	3	3,944	728	4,675
All other operating expenses.....	(16)	540	221	745
Total costs and expenses.....	(13)	4,484	949	5,420
Equity in income (loss) of non-consolidated subsidiaries.....	91	286	(377)	-
Income (loss) before income taxes.....	108	32	(32)	108
Income tax expense (benefit).....	37	25	(25)	37
Net income (loss).....	\$ 71	\$ 7	\$ (7)	\$ 71
CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL CONDITION AS OF APRIL 30, 2005				
Assets				
Cash and marketable securities.....	\$ 543	\$ 28	\$ 783	\$ 1,354
Receivables, net.....	1	134	2,003	2,138
Inventories.....	-	478	530	1,008
Property and equipment, net.....	-	723	769	1,492
Investment in affiliates.....	(2,615)	1,282	1,333	-
Deferred tax asset and other assets.....	1,427	204	640	2,271
Total assets.....	\$ (644)	\$ 2,849	\$ 6,058	\$ 8,263
Liabilities and shareowners' equity				
Debt.....	\$ 1,458	\$ 13	\$ 1,839	\$ 3,310
Postretirement benefits liability.....	-	1,356	230	1,586
Amounts due to (from) affiliates.....	(2,850)	3,314	(464)	-
Other liabilities.....	132	1,585	1,034	2,751
Total liabilities.....	(1,260)	6,268	2,639	7,647
Shareowners' equity (deficit).....	616	(3,419)	3,419	616
Total liabilities and shareowners' equity.....	\$ (644)	\$ 2,849	\$ 6,058	\$ 8,263
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED APRIL 30, 2005				
Cash provided by (used in) operating activities.....	\$ (432)	\$ 186	\$ 254	\$ 8
Cash flow from investment programs				
Purchases, net of collections, of finance receivables.....	-	-	381	381
Net increase (decrease) in marketable securities.....	26	-	(448)	(422)
Capital expenditures.....	-	(26)	(24)	(50)
Other investing activities.....	-	64	(323)	(259)
Cash provided by (used in) investment programs.....	26	38	(414)	(350)
Cash flow from financing activities				
Net borrowing (repayments) of debt.....	400	(2)	11	409
Other financing activities.....	(4)	(218)	215	(7)
Cash provided by (used in) financing activities.....	396	(220)	226	402
Cash and cash equivalents				
Increase (decrease) during the period.....	(10)	4	66	60
At beginning of the period.....	406	22	177	605
Cash and cash equivalents at end of the period.....	\$ 396	\$ 26	\$ 243	\$ 665

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note P. Condensed Consolidating Guarantor and Non-Guarantor Financial Information (continued)

Millions of dollars	NIC	International	Non-Guarantor Companies and Eliminations	Consolidated
CONDENSED CONSOLIDATING STATEMENT OF INCOME FOR THE SIX MONTHS ENDED APRIL 30, 2004				
Sales and revenues.....	\$ 1	\$ 3,260	\$ 1,037	\$ 4,298
Cost of products and services sold.....	(36)	3,002	663	3,629
Restructuring and other non-recurring charges	-	-	4	4
All other operating expenses.....	(9)	480	142	613
Total costs and expenses.....	(45)	3,482	809	4,246
Equity in income (loss) of non-consolidated subsidiaries	6	129	(135)	-
Income (loss) before income taxes	52	(93)	93	52
Income tax expense (benefit)	14	11	(11)	14
Net income (loss).....	\$ 38	\$ (104)	\$ 104	\$ 38
CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL CONDITION AS OF APRIL 30, 2004				
Assets				
Cash and marketable securities	\$ 239	\$ 11	\$ 784	\$ 1,034
Receivables, net.....	-	186	1,577	1,763
Inventories.....	-	371	380	751
Property and equipment, net	-	745	635	1,380
Investment in affiliates	(2,773)	916	1,857	-
Deferred tax asset and other assets	1,466	186	358	2,010
Total assets.....	\$ (1,068)	\$ 2,415	\$ 5,591	\$ 6,938
Liabilities and shareowners' equity				
Debt	\$ 840	\$ 16	\$ 1,830	\$ 2,686
Postretirement benefits liability	-	1,488	197	1,685
Amounts due to (from) affiliates.....	(2,411)	2,808	(397)	-
Other liabilities	135	1,338	726	2,199
Total liabilities.....	(1,436)	5,650	2,356	6,570
Shareowners' equity (deficit).....	368	(3,235)	3,235	368
Total liabilities and shareowners' equity.....	\$ (1,068)	\$ 2,415	\$ 5,591	\$ 6,938
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED APRIL 30, 2004				
Cash provided by (used in) operating activities	\$ (21)	\$ (74)	\$ 20	\$ (86)
Cash flow from investment programs				
Purchases, net of collections, of finance receivables.....	-	-	159	159
Net increase (decrease) in marketable securities	28	-	(69)	(41)
Capital expenditures.....	-	(31)	(18)	(49)
Other investing activities	(8)	43	(36)	10
Cash provided by (used in) investment programs.....	20	12	36	79
Cash flow from financing activities				
Net repayment of debt.....	-	(1)	(96)	(97)
Other financing activities	28	53	(46)	35
Cash provided by (used in) financing activities	28	52	(142)	(62)
Cash and cash equivalents				
Increase (decrease) during the period	27	(10)	(86)	(69)
At beginning of the period	218	21	228	467
Cash and cash equivalents at end of the period	\$ 245	\$ 11	\$ 142	\$ 398

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note Q: Restatement of Prior Period Financial Statements

In December 2004, NFC determined that it would restate its consolidated financial statements for the first three quarters of fiscal 2004 and the fiscal years ended October 31, 2003 and 2002 due to certain misapplications of GAAP. The primary area where it was determined that GAAP was incorrectly applied was in the accounting for retail note securitizations. As a result of NFC's restatement, the company concluded that it was necessary to restate its financial statements for the same periods. In the course of preparing the restatement of its consolidated financial statements, the company determined that it was appropriate to make other adjustments as well. These adjustments were primarily related to trade payables at the company's Mexican truck assembly facility, accruals relating to employee plans and the consolidation of majority owned truck dealerships. In the restatement of the first three quarters of fiscal 2004 and the fiscal years ended October 31, 2003 and 2002 adjustments were recorded to properly reflect stock option exercises satisfied using treasury stock at average cost, as opposed to fair market value. This adjustment resulted in a reclassification between common stock held in treasury and retained earnings (deficit) on the Statement of Financial Condition but had no effect on total shareowners' equity.

The significant effects of the restatements on the consolidated financial statements for the three months and six months ended April 30, 2004, primarily due to the consolidation of majority owned truck dealerships and the accounting for retail note securitizations at NFC, are included below. The amounts shown below have minor differences to the unaudited Selected Quarterly Financial Data disclosed in Note 22 to the company's Annual Report on Form 10-K. The changes represent timing within the quarters and do not change year-end amounts.

STATEMENT OF INCOME	Navistar International Corporation and Consolidated Subsidiaries			
	Three Months Ended April 30, 2004		Six Months Ended April 30, 2004	
	As Previously Reported [1]	As Restated	As Previously Reported [1]	As Restated
Millions of dollars				
Sales and revenues				
Sales of manufactured products	\$ 2,255	\$ 2,276	\$ 4,061	\$ 4,162
Finance revenue	70	71	120	127
Other income	6	6	9	9
Total sales and revenues.....	2,331	2,353	4,190	4,298
Costs and expenses				
Cost of products and services sold.....	1,976	1,976	3,579	3,629
Restructuring and other non-recurring charges.....	-	-	4	4
Postretirement benefits expense	58	58	119	119
Engineering and research expense	51	51	115	115
Selling, general and administrative expense.....	133	150	254	299
Interest expense	30	33	61	65
Other expense	9	8	16	15
Total costs and expenses	2,257	2,276	4,148	4,246
Income before income taxes.....	74	77	42	52
Income tax expense	24	25	10	14
Net income	\$ 50	\$ 52	\$ 32	\$ 38
Earnings per share				
Basic	\$ 0.72	\$ 0.75	\$ 0.46	\$ 0.55
Diluted	\$ 0.65	\$ 0.68	\$ 0.45	\$ 0.52
Average shares outstanding (millions)				
Basic	69.8	69.8	69.5	69.5
Diluted	80.6	80.6	76.3	76.3

[1] In addition to the adjustments noted above, second quarter results for 2004 were restated to reflect the retroactive impact of adopting FSP 106-2, regarding accounting for the impact of the Medicare Prescription Drug, Improvement and Modernization Act of 2003, in the third quarter of fiscal 2004.

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note Q: Restatement of Prior Period Financial Statements (continued)

STATEMENT OF FINANCIAL CONDITION		Navistar International Corporation and Consolidated Subsidiaries	
		As of	
		April 30, 2004	
Millions of dollars		As Previously Reported	As Restated
ASSETS			
Current assets			
Cash and cash equivalents		\$ 389	\$ 398
Marketable securities		121	121
Receivables, net		942	959
Inventories.....		621	751
Deferred tax asset, net.....		154	156
Other assets		<u>177</u>	<u>188</u>
Total current assets.....		2,404	2,573
Marketable securities		515	515
Finance and other receivables, net.....		804	804
Property and equipment, net.....		1,283	1,380
Investments and other assets.....		326	294
Prepaid and intangible pension assets.....		65	65
Deferred tax asset, net.....		<u>1,481</u>	<u>1,307</u>
Total assets.....		<u>\$ 6,878</u>	<u>\$ 6,938</u>
LIABILITIES AND SHAREOWNERS' EQUITY			
Liabilities			
Current liabilities			
Notes payable and current maturities of long-term debt		\$ 262	\$ 293
Accounts payable, principally trade		1,159	1,186
Other liabilities.....		<u>961</u>	<u>955</u>
Total current liabilities.....		2,382	2,434
Debt:Manufacturing operations		854	1,026
Financial services operations.....		1,367	1,367
Postretirement benefits liability		1,403	1,389
Other liabilities		<u>504</u>	<u>354</u>
Total liabilities		<u>6,510</u>	<u>6,570</u>
Commitments and contingencies			
Shareowners' equity			
Series D convertible junior preference stock.....		4	4
Common stock and additional paid in capital (75.3 million shares issued).....		2,121	2,121
Retained earnings (deficit).....		(830)	(803)
Accumulated other comprehensive loss		(780)	(773)
Common stock held in treasury, at cost (5.5 million shares held)		<u>(147)</u>	<u>(181)</u>
Total shareowners' equity		<u>368</u>	<u>368</u>
Total liabilities and shareowners' equity		<u>\$ 6,878</u>	<u>\$ 6,938</u>

Navistar International Corporation and Consolidated Subsidiaries
Notes to Financial Statements (Unaudited)

Note R. Subsequent Events

On March 1, 2005, the company sold the \$400 million 6.25% Senior Notes due 2012 (Notes) in a private placement transaction that was exempt from registration under the Federal Securities Act of 1933. The company also entered into a registration rights agreement requiring us to use commercially reasonable efforts to consummate an exchange offer for the Notes, no later than March 2, 2006. If the company does not do so, additional interest payments will be payable on the Notes. On June 1, 2005, the company filed a registration statement on Form S-4 with the SEC to affect the exchange offer, but it has not yet been declared effective.

Additional Financial Information (Unaudited)

The following additional financial information is provided based upon the continuing interest of certain shareowners and creditors to assist them in understanding our core manufacturing business.

Navistar International Corporation (with financial services operations on an equity basis)

Condensed Statement of Income Millions of dollars	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
		As Restated		As Restated
Sales of manufactured products	\$ 2,904	\$ 2,277	\$ 5,395	\$ 4,164
Other income	5	3	8	5
Total sales and revenues	2,909	2,280	5,403	4,169
Cost of products sold	2,487	1,962	4,655	3,603
Restructuring and other non-recurring charges	-	-	-	4
Postretirement benefits expense	59	58	117	118
Engineering and research expense	87	50	164	115
Selling, general and administrative expense	182	137	344	271
Other expense	40	35	77	68
Total costs and expenses	2,855	2,242	5,357	4,179
Income (loss) before income taxes:				
Manufacturing operations	54	38	46	(10)
Financial services operations	27	39	62	62
Income before income taxes	81	77	108	52
Income tax expense	28	25	37	14
Net income	\$ 53	\$ 52	\$ 71	\$ 38

Condensed Statement of Financial Condition Millions of dollars	April 30 2005	October 31 2004	April 30 2004
			As Restated
Cash, cash equivalents and marketable securities	\$ 751	\$ 737	\$ 464
Inventories	1,006	779	735
Property and equipment, net	1,363	1,283	1,207
Equity in non-consolidated subsidiaries	589	549	500
Other assets	1,409	1,129	874
Deferred tax asset, net	1,471	1,445	1,462
Total assets	\$ 6,589	\$ 5,922	\$ 5,242
Accounts payable, principally trade	\$ 1,544	\$ 1,436	\$ 1,182
Postretirement benefits liability	1,564	1,544	1,664
Debt	1,741	1,329	1,082
Other liabilities	1,124	1,082	946
Shareowners' equity	616	531	368
Total liabilities and shareowners' equity	\$ 6,589	\$ 5,922	\$ 5,242

Additional Financial Information (Unaudited)

Navistar International Corporation (with financial services operations on an equity basis)

Condensed Statement of Cash Flow Millions of dollars	Six Months Ended	
	April 30	
	2005	2004
		As Restated
Cash flow from operating activities		
Net income	\$ 71	\$ 38
Adjustments to reconcile net income to cash provided by (used in) operating activities:		
Depreciation and amortization	118	91
Deferred income taxes	(28)	1
Postretirement benefits funding less than (in excess of) expense	24	(42)
Equity in earnings of investees, net of dividends received	(45)	(39)
Other, net	(7)	(40)
Change in operating assets and liabilities	(118)	(67)
Cash provided by (used in) operating activities	15	(58)
Cash flow from investment programs		
Purchases of marketable securities	(400)	(225)
Sales or maturities of marketable securities	423	183
Capital expenditures	(50)	(49)
Receivable from financial services operations	(51)	9
Investment in affiliates	(228)	(1)
Other investment programs	(47)	(2)
Cash used in investment programs	(353)	(85)
Cash provided by financing activities	374	43
Cash and cash equivalents		
Increase (decrease) during the period	36	(100)
At beginning of the period	556	444
Cash and cash equivalents at end of the period	\$ 592	\$ 344

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Navistar International Corporation is a holding company and its principal operating subsidiary is International Truck and Engine Corporation (International). Navistar operates in three principal industry segments: truck, engine (collectively called "manufacturing operations") and financial services. The company's principal operations are located in the U.S., Canada, Mexico, and Brazil. In this discussion and analysis, "company", "Navistar", "we" or "our" refers to Navistar International Corporation and its consolidated subsidiaries.

The company is currently focused on four key areas: great products, delivering on our commitments, cost and growth. The company will focus on offering new products based on current product platforms while delivering on commitments to our customers as well as our shareowners. The company anticipates growth in the truck and engine segments through new products and new markets while continuing to focus on ways to improve the cost structure to help the company succeed in a competitive marketplace.

In the second quarter of 2005, the company continued to focus on these key objectives. The company acquired MWM Motores Diesel Ltda (MWM), a Brazilian entity, which produces a broad line of medium and high-speed diesel engines in the 50 to 310 horsepower range. The acquisition supports the company's overall growth strategy, adds to its engineering capability and allows the company to better serve customers in the South American market. The company continued to deliver on its commitments by reporting a solid profit for the quarter. Gross margin improved over the prior year, however the effects of industry-wide supplier constraints, including axles and tires in the truck segment, had a negative impact. The company continued its growth within the Class 8 heavy truck market by increasing market share to 20%, up one percentage point over the comparable period last year and the first quarter of 2005.

Restatement of Prior Period Financial Statements

The accompanying management's discussion and analysis gives effect to the restatement of the consolidated financial statements for the three and six months ended April 30, 2004, as discussed in Note Q to the consolidated financial statements.

Results of Operations

The following table illustrates the key financial indicators that management uses to assess the consolidated financial results for the three months and six months ended April 30, 2005 and 2004.

Key Financial Indicators:	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
<u>(Millions of dollars, except per share data and margin)</u>				
Sales and revenues.....	\$ 2,970	\$ 2,353	\$ 5,528	\$ 4,298
Cost of products and services sold	2,498	1,976	4,675	3,629
Total expenses	<u>391</u>	<u>300</u>	<u>745</u>	<u>617</u>
Total costs and expenses	2,889	2,276	5,420	4,246
Net income.....	<u>\$ 53</u>	<u>\$ 52</u>	<u>\$ 71</u>	<u>\$ 38</u>
Diluted earnings per share.....	\$ 0.70	\$ 0.68	\$ 0.95	\$ 0.52
Manufacturing gross margin	14.3%	13.8%	13.7%	13.5%

Results of Operations (continued)

The company continued to improve earnings and sales and revenues over the comparable periods last year as a result of better operating results from the company's truck segment. These improved results were primarily due to higher sales volume. Income from the financial services segment improved compared to the first quarter and was consistent with the prior year. The events that impacted the performance of the company's three operating segments will be analyzed, in detail, later in this discussion.

Gross margins from manufacturing operations in the second quarter of 2005 were 14.3%, which was a 4% increase over the second quarter a year ago. Gross margins for the six months ended also showed improvement over the prior year. Improvements in performance and volumes were offset in part by high steel prices and incremental expenses associated with component supply issues. Due to increased industry demand, constraints within the supply base contributed to the company finishing the quarter with approximately the same number of trucks in inventory as in the first quarter of 2005.

Over the comparable three-month period last year, total expenses increased \$91 million as a result of higher engineering and selling, general and administrative expenses. Engineering expenses increased \$35 million due to costs associated with 2007 emissions compliance within the company's engine segment and costs associated with other development programs including the new LH truck program. Selling, general and administrative expenses increased \$52 million driven by the addition of several new wholly owned dealers and incremental spending within the truck segment.

The following sections analyze the company's second quarter operating results as they relate to its three principal segments: truck, engine, and financial services.

Truck

The truck segment manufactures and distributes a full line of Class 6 through 8 diesel-powered trucks and school buses in the common carrier, private carrier, government/service, leasing, construction, energy/petroleum and student transportation markets. The truck segment also provides customers with proprietary products needed to support the International® truck and the ICTM bus lines, together with a wide selection of other standard truck and trailer aftermarket parts. Sales of Class 6 through 8 trucks have historically been cyclical, with demand affected by such economic factors as industrial production, construction, demand for consumer durable goods, interest rates as well as the earnings and cash flow of dealers and customers. In addition, the Class 6 through 8 truck markets in the U.S. and Canada are highly competitive. The intensity of this competition results in price discounting and margin pressures throughout the industry. Even though sales volume has improved, the company is still experiencing competitive pricing pressure on its new truck sales, especially in the medium truck market. In addition to the influence of price, market position is driven by product quality, engineering, styling, utility and distribution.

Results of Operations (continued)*Truck (continued)*

The following table highlights the truck segment's financial and industry results for the three months and six months ended April 30, 2005 and 2004.

	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
Results (Millions of dollars):				
Sales	\$ 2,226	\$ 1,720	\$ 4,144	\$ 3,147
Segment profit.....	94	70	149	79
Industry data (in units) [1]:				
U.S. and Canadian sales (Class 6 through 8)	104,700	84,100	201,100	157,800
Class 8 heavy truck	66,400	51,500	131,600	95,800
Class 6 and 7 medium truck [2]	31,300	25,900	56,800	48,500
School buses	7,000	6,700	12,700	13,500
Company data (in units):				
U.S. and Canadian sales (Class 6 through 8)	30,000	23,600	56,200	44,200
Class 8 heavy truck sales	13,000	9,600	25,300	16,400
Class 6 and 7 medium truck [2]	12,600	10,200	22,900	19,900
School buses	4,400	3,800	8,000	7,900
Order backlog (in units)			25,900	25,900
Overall U.S. and Canada market share (Class 6 through 8 and bus)	28.6%	28.1%	27.9%	28.0%

[1] Industry data derived from materials produced by Ward's Communications.

[2] The company does not meaningfully participate in the Class 5 medium truck market.

The truck segment's improved performance in 2005 is the result of increased sales volume within medium and heavy truck and continued cost reductions within its manufacturing processes. While truck segment operating results improved, high commodity costs and engineering expenses for the new LH program negatively impacted profit margins. The company's overall market share in the second quarter of 2005 increased slightly over the comparable period last year. The company's 2005 second quarter Class 8 heavy truck market share has continued to improve, increasing to 20%, an increase of one percentage point over the first quarter of 2005 and the second quarter of 2004. The company's growth within the Class 8 heavy truck market is a direct result of the company's recommitment to the market and our dealer distribution strategy. Market share within medium truck and bus was up slightly. The medium truck market continues to experience pricing competition in a very competitive marketplace. The company's U.S. and Canadian order backlog is unchanged from the comparable period last year.

The company has raised its truck industry forecast for fiscal 2005 from 389,500 units to 408,000 units, which reflects an increase in Class 8 trucks of 11,000 units, an increase in Class 6 and 7 trucks of 9,000 units and a decrease in school buses of 1,500 units. Using the new guidance, the company forecast currently projects fiscal 2005 U.S. and Canadian Class 8 heavy truck demand to be 273,000 units, up 24% from fiscal 2004. Class 6 and 7 medium truck demand, excluding school buses, is forecast to be 109,000 units, up 9% from 2004. Demand for school buses is expected to be 26,000 units, which is essentially unchanged from 2004.

Results of Operations (continued)*Engine*

The engine segment designs and manufactures diesel engines in the 50-325 horsepower range for use primarily in the company's Class 6 and 7 medium trucks, school buses and selected Class 8 heavy truck models. The company's diesel engines are also produced for original equipment manufacturers (OEMs), principally Ford Motor Company (Ford). This segment also sells engines for industrial and agricultural applications. In addition, the engine segment provides customers with proprietary products needed to support the International® engine lines, together with a wide selection of other standard engine and aftermarket parts.

The following table highlights the engine segment's financial results and sales data for the three months and six months ended April 30, 2005 and 2004.

	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
Results (Millions of dollars):				
Sales.....	\$ 863	\$ 703	\$ 1,585	\$ 1,298
Segment profit (loss).....	15	32	(4)	37
Sales data (in units):				
Total engine sales	127,800	109,200	233,500	200,600
OEM sales	106,100	91,100	194,300	165,700

The engine segment's sales for the three months ended April 30, 2005 improved 23% over the comparable period in 2004, primarily due to higher sales volumes, however net income was lower. The increase in engine sales, period over period, was across all product lines. The engine segment's lower profit for the three and six months ended April 30, 2005, is primarily the result of a lower profit margin on the I-6 engine which was launched in the second quarter of 2004 and increased engineering costs related to 2007 emissions compliance. The company's V-8 shipments to Ford accounted for 82% of all year-to-date OEM engine sales as compared to 88% in the comparable period. The decrease in the Ford V-8 shipment percentage is the result of increased sales to other OEMs. Shipments of V-8 engines to Ford are up 10% year-to-date when compared to 2004. Increased sales to other OEMs is due to the company's acquisition of MWM.

The company is updating its forecast for OEM shipments of mid-range diesel engines in fiscal 2005 to be 430,800 units. This is an increase of 18% from our prior forecast for fiscal 2005 of 365,400 units and 20% higher than fiscal 2004. The increase in fiscal 2005 OEM shipments is primarily due to the acquisition of MWM.

Financial Services

Financial Services provides wholesale, retail and lease financing for sales of new and used trucks sold by the company and its dealers in the U.S. and Mexico. Financial services also finances the company's wholesale accounts and selected retail accounts receivable. Sales of new products (including trailers) of other manufacturers are also financed regardless of whether they are designed or customarily sold for use with the company's truck products.

Results of Operations (continued)*Financial Services (continued)*

The following table highlights the financial services segment's financial results for the three months and six months ended April 30, 2005 and 2004.

	Three Months Ended April 30		Six Months Ended April 30	
	2005	2004	2005	2004
Results (Millions of dollars):				
Revenue	\$ 76	\$ 83	\$ 153	\$ 148
Segment profit	27	37	62	60
Sales of retail receivables	\$ 417	\$ 600	\$ 1,174	\$ 795
Gain on sales of retail receivables .	-	19	11	23

The decrease in segment profit for the three months ended April 30, 2005 is primarily attributable to lower interest rate spreads and the absence of a gain on sales of finance receivables. The increase in segment profit for the six months ended April 30, 2005 is mainly due to higher wholesale note revenue from higher dealer inventory balances, the servicing income related to the higher total serviced portfolio balance and higher generation of retail account activity. Partially offsetting these favorable items are reductions in interest rate spreads on owned receivables, lower operating lease balances and lower gains on sales of finance receivables. Sales volumes on receivables reflect a timing difference between quarters.

Restructuring and Other Non-recurring Charges*Restructuring*

In 2000 and 2002, the company's board of directors approved two separate plans to restructure its manufacturing and corporate operations (Plans of Restructuring). The company incurred charges for severance and other benefits, curtailment losses, lease terminations, asset and inventory write-downs and other exit costs relating to the major restructuring, integration and cost reduction initiatives originally included in the Plans of Restructuring. A detailed discussion of the charges and initiatives can be found in Note I to the financial statements.

Other Non-Recurring Charges

The company entered into an agreement with Ford to develop and manufacture a V-6 diesel engine to be used in specific Ford vehicles. In October 2002, Ford advised the company that its current business case for a V-6 diesel engine in the specified vehicles was not viable and discontinued its program for the use of these engines. Accordingly, in 2002, the company recorded charges for the write-off of deferred pre-production costs, the write-down of fixed assets that were abandoned, lease obligations under non-cancelable operating leases, and accruals for amounts contractually owed to suppliers. In April 2003, the company reached a comprehensive agreement with Ford concerning termination of its V-6 diesel engine program. The terms of the agreement include compensation to neutralize certain current and future V-6 diesel engine program related costs not accrued for as part of the 2002 non-recurring charge, resolution of ongoing pricing related to the company's V-8 diesel engine program and a release by the parties of all of their obligations under the V-6 diesel engine contract. The company, under current agreements, will continue as Ford's exclusive supplier of V-8 diesel engines through 2012.

Restructuring and Other Non-recurring Charges (continued)*Status*

Through April 30, 2005, the company has recorded cumulative charges of \$818 million relating to the Plans of Restructuring and non-recurring charges. The initiatives for the Plans of Restructuring are expected to generate at least \$70 million of annualized savings for the company, primarily from lower salary and benefit costs and plant operating costs. The company will continue to realize these benefits in 2005 and beyond.

The remaining components of the company's Plans of Restructuring and other non-recurring charges are shown in the following table.

Millions of dollars	Balance October 31 2004	Amount Incurred	Balance April 30 2005
Lease terminations	\$ 21	\$ (3)	\$ 18
Dealer terminations and other charges	12	(1)	11
Other non-recurring charges	64	(5)	59
Total.....	<u>\$ 97</u>	<u>\$ (9)</u>	<u>\$ 88</u>

The remaining liability of \$88 million is expected to be funded from existing cash balances and internally generated cash flows from operations. The total cash outlay for the remainder of 2005 is expected to be \$9 million with the remaining obligation of \$79 million, primarily related to non-recurring charges and long-term non-cancelable lease agreements, to be settled in 2006 and beyond.

The company is in the process of completing certain aspects of the Plans of Restructuring and will continue to evaluate the remaining restructuring reserves as the plans are executed. As a result, there may be additional adjustments to the reserves noted above. Since the company-wide restructuring plans are an aggregation of many individual components requiring judgments and estimates, actual costs have differed from estimated amounts.

Liquidity and Capital Resources*Cash Requirements*

The company generates cash flow from the manufacture and sale of trucks, mid-range diesel engines and service parts. In addition, cash flow is generated from product financing provided to the company's dealers and retail customers by the financial services segment. It is the opinion of management that, in the absence of significant unanticipated cash demands, current and forecasted cash flow from the company's manufacturing operations, financial services operations and financing capacity will provide sufficient funds to meet operating requirements and capital expenditures. Management of the company's financial services operations believes that collections on the outstanding receivables portfolios as well as funds available from various funding sources will permit the financial services operations to meet the financing requirements of International's dealers and retail customers. The manufacturing operations are generally able to incur material amounts of additional debt due to their current levels of performance.

Liquidity and Capital Resources (continued)*Sources and Uses of Cash*

<u>Millions of dollars</u>	<u>Six Months Ended April 30, 2005</u>
Cash flow from operating activities	\$ 8
Cash flow from investment programs	(350)
Cash flow from financing activities	402
Total cash flow	<u>\$ 60</u>
Cash and cash equivalents, beginning balance	\$ 605
Cash and cash equivalents, ending balance.....	\$ 665
Outstanding capital commitments	\$ 131

The company had negative working capital of \$669 million at April 30, 2005, primarily attributable to a shift in outstanding debt from long-term to short-term since various funding facilities of NFC and its affiliates mature in 2005, compared to working capital of \$139 million at April 30, 2004. NFC and its affiliates intend to refinance these facilities prior to their respective maturities. Cash provided by operations during the six months ended totaled \$8 million, reflecting net income of \$71 million, an increase in accounts payable of \$98 million and \$120 million of depreciation and amortization, a non-cash item. These amounts were offset by a \$95 million increase in receivables due to a net increase in wholesale notes and account balances and a \$200 million increase in inventory related to higher truck and engine production volume as well as constraints within the supply base. Cash used in investment programs of \$350 million includes a net decrease in retail notes and lease receivables of \$381 million related to the timing of the sale of finance receivables, offset by \$422 million used for investments in marketable securities and \$275 million used to invest in MWM (a Brazilian engine manufacturer) and additional truck dealerships. Cash provided by financing activities primarily resulted from a net increase in debt of \$409 million.

In March 2005, the company sold \$400 million in Senior Notes due 2012 (Notes). The Notes were sold in a Rule 144A private unregistered offering and priced to yield 6.25 percent. The Notes are guaranteed on a senior unsecured basis by International. The Notes will rank behind in right of payment to all of the company's future secured debt and equally in right of payment to all of the company's existing and future senior unsecured debt. The company may redeem some or all of the Notes at any time on or after March 1, 2009 at redemption prices set forth in the offering memorandum. The company may also redeem up to 35 percent of the aggregate principal amount of the Notes using the proceeds of certain equity offerings completed before March 1, 2008.

There have been no material changes in the company's hedging strategies or derivative positions since October 31, 2004. Further disclosure may be found in Note J to the Financial Statements.

Financial Services

The financial services segment, mainly Navistar Financial Corporation (NFC), has traditionally obtained the funds to provide financing to the company's dealers and retail customers from sales of finance receivables, commercial paper, short and long-term bank borrowings and medium and long-term debt. As of April 30, 2005, NFC's funding consisted of sold finance receivables of \$4,204 million, bank and other borrowings of \$1,189 million and secured borrowings of \$128 million. NFC securitizes and sells receivables through Navistar Financial Retail Receivables Corporation (NFRRC), Navistar Financial Securities Corporation (NFSC), Truck Retail Accounts Corporation (TRAC), Truck Engine Receivables Financing Corporation (TERFCO) and Truck Retail Installment Paper Corporation (TRIP), all special purpose corporations and wholly owned subsidiaries of NFC. The sales of finance receivables in each securitization constitute sales under accounting principles generally accepted in the United States of America, with the result that the sold receivables are removed from NFC's balance sheet and the investors' interests in the related trust or conduit are not reflected as liabilities.

Liquidity and Capital Resources (continued)*Financial Services (continued)*

Through the asset-backed public market and private placement sales, NFC has been able to fund fixed rate retail notes and finance leases at rates which are more economical than those available to NFC in the unsecured public bond market. During the first six months of 2005, NFC sold \$1,174 million of retail notes and finance leases, net of unearned finance income, for a pre-tax gain of \$11 million. The receivables were sold through NFRRC to an owner trust which, in turn, issued asset-backed securities that were sold to investors. At April 30, 2005, the remaining shelf registration available to NFRRC for the public issuance of asset-backed securities was \$3,250 million.

The following are the funding facilities, in millions, that NFC and its related affiliates have in place as of April 30, 2005.

<u>Company</u>	<u>Instrument type</u>	<u>Total Amount</u>	<u>Purpose of funding</u>	<u>Amount utilized</u>	<u>Matures or expires</u>
TERFCO	Trust	\$ 100	Unsecured Ford trade receivables	\$ 100	2005
NFSC	Revolving wholesale note trust	\$1,642	Eligible wholesale notes	\$ 1,167	2005 through 2008
TRAC	Revolving retail account conduit	\$ 100	Eligible retail accounts	\$ 100	2005
TRIP	Revolving retail facility	\$ 500	Retail notes and leases	\$ -	2005
NFC	Revolving credit facilities	\$ 820	Retail notes and leases	\$ 713	2005

As of April 30, 2005, the aggregate available to fund finance receivables under the various facilities was \$1,082 million.

Pension and Other Postretirement Benefits

Generally, the company's pension plans are non-contributory. The company's policy is to fund its pension plans in accordance with applicable U.S. and Canadian government regulations and to make additional payments as funds are available to achieve full funding of the accumulated benefit obligation. Other benefits obligations are primarily funded in accordance with the legal agreement, which governs the Voluntary Employees Beneficiary Association (VEBA).

Critical Accounting Policies

The company has identified critical accounting policies that, as a result of the judgments, uncertainties, uniqueness and complexities of the underlying accounting standards and operations involved, could result in material changes to its financial condition or results of operations under different conditions or using different assumptions. The company's most critical accounting policies are related to sales allowances, sales of receivables, product warranty, product liability, pension and other postretirement benefits, allowance for losses and impairment of long-lived assets. Details regarding the company's use of these policies are described in the 2004 Annual Report on Form 10-K filed with the Securities and Exchange Commission. There have been no material changes to these policies since October 31, 2004.

Off-Balance Sheet Arrangements

The company enters into various arrangements not reflected on its balance sheet that have or could have an effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources. The principal off-balance sheet arrangements that the company enters into are guarantees, sales of receivables and postretirement benefits. Details regarding the company's use of these arrangements are described in the 2004 Annual Report on Form 10-K filed with the Securities and Exchange Commission. There have been no material changes to these policies since October 31, 2004.

Contractual Obligations

In March 2005, the company sold \$400 million in Senior Notes due 2012 (Notes). The Notes were sold in a Rule 144A private unregistered offering and priced to yield 6.25 percent. The Notes are guaranteed on a senior unsecured basis by International. The Notes will rank behind in right of payment to all of the company's future secured debt and equally in right of payment to all of the company's existing and future senior unsecured debt. The company may redeem some or all of the Notes at any time on or after March 1, 2009 at redemption prices set forth in the offering memorandum. The company may also redeem up to 35 percent of the aggregate principal amount of the Notes using the proceeds of certain equity offerings completed before March 1, 2008.

Income Taxes

The Statement of Financial Condition at April 30, 2005, includes a deferred tax asset of \$1,480 million, net of valuation allowances of \$76 million. The company performs extensive analysis to determine the amount of the deferred tax asset. Such analysis is based on the premise that the company is, and will continue to be, a going concern and that it is more likely than not that deferred tax benefits will be realized through the generation of future taxable income.

New Accounting Pronouncements

In December 2004, the FASB issued SFAS No. 123 (revised 2004), "Share-Based Payment." This Statement generally requires the recognition of the cost of employee services received in exchange for an award of equity instruments. This cost is based on the grant date fair value of the equity award and will be recognized over the period during which the employee is required to provide service in exchange for the award. The effective date for the company is the beginning of the first fiscal quarter of 2006. The company is still evaluating its share-based payment programs and the related impact, if any, this Statement may have on its results of operations, financial condition or cash flows.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. The Statement clarifies that abnormal inventory costs should be recognized in the period in which they occur. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The company will adopt this Statement in fiscal 2006 and will determine the effect, if any, this Statement may have on its results of operations, financial condition or cash flows.

New Accounting Pronouncements (continued)

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets," to amend Accounting Principles Board Opinion No. 29, "Accounting for Nonmonetary Transactions" (APB No. 29). The Statement eliminates the exception from fair value measurement for nonmonetary exchanges of similar products in APB No. 29 and replaces it with an exception for exchanges that do not have commercial substance. This Statement shall be applied prospectively for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. The company does not expect this statement will have a material impact on its results of operations, financial condition or cash flows.

In December 2004, the FASB issued two FASB Staff Positions (FSP's) that provide accounting guidance on how companies should account for the effects of the American Jobs Creation Act of 2004 (the Act) that was signed into law on October 22, 2004. The Act could affect how companies report their deferred income tax balances. The first FSP is FSP FAS 109-1 (FSP 109-1); the second is FSP FAS 109-2 (FSP 109-2). In FSP 109-1, the FASB concludes that the tax relief (special tax deduction for domestic manufacturing) from the Act should be accounted for as a "special deduction" instead of a tax rate reduction. FSP 109-2 gives a company additional time to evaluate the effects of the Act on any plan for reinvestment or repatriation of foreign earnings for purposes of applying SFAS No. 109, "Accounting for Income Taxes." However, the company must provide certain disclosures if it chooses to utilize the additional time granted by the FASB. The company is evaluating the impact, if any, these FSP's may have on its results of operations, financial condition or cash flows.

In March 2005, the FASB issued FASB Interpretation (FIN) No. 47, "Accounting for Conditional Asset Retirement Obligations." This Interpretation addresses diverse accounting practices that developed with respect to the timing of liability recognition for legal obligations associated with the retirement of a tangible long-lived asset when the timing and (or) method of settlement of the obligation are conditional on a future event. FIN No. 47 concludes that an entity is required to recognize a liability for the fair value of a conditional asset retirement obligation when incurred if the liability's fair value can be reasonably estimated. This Interpretation is effective no later than the end of fiscal years ending after December 15, 2005. The company does not have any such asset retirement obligations at this time. The company expects that this Interpretation will have no impact on the company's results of operations, financial condition or cash flows.

Forward Looking Statements

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, and such forward-looking statements only speak as of the date of this Form 10-Q. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate" or similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this Form 10-Q, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. For a further description of these factors, see Exhibit 99.1 to Form 10-K for the year ended October 31, 2004, filed with the SEC on February 15, 2005.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The company's primary market risks include fluctuations in interest rates and currency exchange rates as further described in Item 7A of the 2004 Annual Report on Form 10-K.

Interest rate risk is the risk that the company will incur economic losses due to adverse changes in interest rates. The company measures its interest rate risk by estimating the net amount by which the fair value of all of its interest rate sensitive assets and liabilities would be impacted by selected hypothetical changes in market interest rates. Fair value is estimated using a discounted cash flow analysis. Assuming a hypothetical instantaneous 10% adverse change in interest rates as of April 30, 2005, the net fair value of these instruments would decrease by approximately \$37 million. The company's interest rate sensitivity analysis assumes a parallel shift in interest rate yield curves. The model, therefore, does not reflect the potential impact of changes in the relationship between short-term and long-term interest rates.

The company is exposed to changes in the price of commodities used in its manufacturing operations. Due to the amount of steel used in its production of truck cabs, buses and engines, the company is exposed to steel price fluctuations. In the first two quarters of 2005, steel prices were higher than 2004, but the company expects prices to level off during the year. The company estimates the cost of steel will have an impact of approximately \$100 million on its cost structure in 2005.

Foreign currency risk is the risk that the company will incur economic losses due to adverse changes in foreign currency exchange rates. The company's primary exposures to foreign currency exchange fluctuations are the Canadian dollar/U.S. dollar, Mexican peso/U.S. dollar and Brazilian real/U.S. dollar. The potential reduction in future earnings from a hypothetical instantaneous 10% adverse change in quoted foreign currency spot rates applied to foreign currency sensitive instruments would be approximately \$7 million at April 30, 2005.

Item 4. Controls and ProceduresEvaluation of disclosure controls and procedures

The company's principal executive officer and principal financial officer, along with other management of the company, evaluated the effectiveness of the company's disclosure controls and procedures (as defined in rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of April 30, 2005. Based on that evaluation, the principal executive officer and principal financial officer of the company concluded that, as of April 30, 2005, there were weaknesses in the disclosure controls and procedures within the company's finance subsidiary, NFC, related to the lack of a sufficient quantity of specialized accounting personnel. Because of the weakness noted within the finance subsidiary, the principal executive officer and principal financial officer of the company concluded that the disclosure controls and procedures in place at the company were not effective. Management of the company's finance subsidiary is in the process of adding additional specialized accounting personnel.

Changes in internal controls over financial reporting

The company has not made any significant changes to its internal control over financial reporting (as defined in rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended April 30, 2005 that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting except for the controls relating to securitization accounting at NFC. In response to the identified weakness, NFC added additional levels of review in its financial reporting process and accessed external resources to provide immediate improvements relative to accounting for securitizations. NFC is in the process of adding internal accounting personnel with securitization experience.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The company and its subsidiaries are subject to various claims arising in the ordinary course of business, and are parties to various legal proceedings that constitute ordinary routine litigation incidental to the business of the company and its subsidiaries. The majority of these claims and proceedings relate to commercial, product liability and warranty matters. In the opinion of the company's management, the disposition of these proceedings and claims, including those discussed below, after taking into account established reserves and the availability and limits of the company's insurance coverage, will not have a material adverse affect on the business or the financial condition of the company.

In December 2003, the United States Environmental Protection Agency (US EPA) issued a Notice of Violation to the company in conjunction with the operation of its engine casting facility in Indianapolis, Indiana. Specifically, the US EPA alleged that the company violated applicable environmental regulations by failing to obtain the necessary permit in connection with the construction of certain equipment and complying with the best available control technology for emissions from such equipment. The company is currently in discussions with the US EPA and believes that its discussions will result in capital improvements together with monetary sanctions which will not be material.

Various claims and controversies have arisen between the company and its former fuel system supplier, Caterpillar Inc. (Caterpillar), regarding the ownership and validity of certain patents covering fuel system technology used in the company's new version of diesel engines that were introduced in February 2002. In June 1999, in Federal Court in Peoria, Illinois, Caterpillar sued Sturman Industries, Inc. (Sturman), the company's joint venture partner in developing fuel system technology, alleging that technology invented and patented by Sturman and licensed to the company, belongs to Caterpillar. After a trial, on July 18, 2002, the jury returned a verdict in favor of Caterpillar finding that this technology belongs to Caterpillar under a prior contract between Caterpillar and Sturman. Sturman appealed the adverse judgment, and the jury's verdict was reversed by the appellate court on October 28, 2004 and remanded to the district court for retrial. The company is cooperating with Sturman in this effort. In May 2003, in Federal Court in Columbia, South Carolina, Caterpillar sued the company, its supplier of fuel injectors and joint venture, Siemens Diesel Systems Technology, L.L.C., and Sturman for patent infringement alleging that the Sturman fuel system technology patents and certain Caterpillar patents are infringed in the company's new engines. The company believes that it has meritorious defenses to the claims of infringement of the Sturman patents as well as the Caterpillar patents and will vigorously defend such claims. In January 2002, Caterpillar sued the company in the Circuit Court in Peoria County, Illinois, alleging the company breached the purchase agreement pursuant to which Caterpillar supplied fuel systems for the company's prior version of diesel engines. Caterpillar's claims involve a 1990 agreement to reimburse Caterpillar for costs associated with the delayed launch of the company's V-8 diesel engine program. Reimbursement of the delay costs was made by a surcharge of \$8.08 on each injector purchased and the purchase of certain minimum quantities of spare parts. In 1999, the company concluded that, in accordance with the 1990 agreement, it had fully reimbursed Caterpillar for its delay costs and stopped paying the surcharge and purchasing the minimum quantities of spare parts. Caterpillar is asserting that the surcharge and the spare parts purchase requirements continue throughout the life of the contract and has sued the company to recover these amounts, plus interest. Caterpillar also asserts that the company failed to purchase all of its fuel injector requirements under the contract and, in collusion with Sturman, failed to pursue a future fuel systems supply relationship with Caterpillar. The company believes that it has meritorious defenses to Caterpillar's claims.

Along with other vehicle manufacturers, the company and certain of its subsidiaries have been subject to an increase in the number of asbestos-related claims in recent years. Management believes that such claims will not have a material adverse affect on the company's financial condition or results of operations. In general these claims relate to illnesses alleged to have resulted from asbestos exposure from component parts found in older vehicles, although some cases relate to the presence of asbestos in company facilities. In these claims the company is not the sole defendant, and the claims name as defendants numerous manufacturers and suppliers of a wide variety of products allegedly containing asbestos. Management has strongly disputed these claims, and it has been the company's policy to defend against them vigorously. Historically, the actual damages paid out to claimants have not been material to the company's results of operations and financial condition. However, management believes

PART II - OTHER INFORMATION

Item 1. Legal Proceedings (continued)

the company and other vehicle manufacturers are being more aggressively targeted, largely as a result of bankruptcies of manufacturers of asbestos and products containing asbestos. It is possible that the number of these claims will continue to grow, and that the costs for resolving asbestos related claims could become significant in the future.

On October 13, 2004, the company received a request from the staff of the SEC to voluntarily produce certain documents and information related to the company's accounting practices with respect to defined benefit pension plans and other postretirement benefits. The company is fully cooperating with this request. Based on the status of the inquiry, the company is not able to predict the final outcome.

On January 31, 2005, the company announced that it would restate its financial results for fiscal years 2002 and 2003 and the first three quarters of fiscal 2004. The SEC notified the company on February 9, 2005, that it was conducting an informal inquiry into the company's restatement. On March 17, 2005, the company was advised by the SEC that the status of the inquiry had been changed to a formal investigation. The company is fully cooperating with the SEC on this investigation. Based on the status of the investigation, the company is not able to predict the final outcome.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Directors of the company who are not employees receive an annual retainer and meeting fees payable at their election in shares of common stock of the company or in cash. Currently the board of directors mandates that at least one-fourth of the annual retainer be paid in the form of common stock of the company. For the period covered by this report, receipt of approximately 1420 shares were deferred as payment for the fiscal year 2005 annual retainer and meeting fees. In each case, the shares were acquired at prices ranging from \$31.865 to \$39.90 per share, which represented the fair market value of such shares on the date of acquisition. Exemption from registration of the shares is claimed by the company under Section 4(2) of the Securities Act of 1933, as amended.

Payments of cash dividends and the repurchase of common stock are currently limited due to restrictions contained in the company's \$400 million Senior Notes due 2006, \$400 million Senior Notes due 2012 and \$19 million Senior Notes. The company has not paid dividends on the common stock since 1980 and does not expect to pay cash dividends on the common stock in the foreseeable future.

The following table sets forth information with respect to purchases of shares of the company's common stock made during the quarter ended April 30, 2005 by or on behalf of the company.

Issuer Purchase of Equity Securities

Period	Total Number of Shares (or Units) Purchased (1)	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
2/1/05 – 2/28/05	2,734	\$38.304	0	0
3/1/05 – 3/31/05	23,028	\$42.324	0	0
4/1/05 – 4/30/05	544	\$32.936	0	0

(1) The total number of shares purchased is due to shares delivered to or withheld by the company in connection with stock-for-stock stock option exercises and employee payroll tax withholding upon exercise of stock options, vesting of restricted stock, and settlement of restricted stock units.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

At the company's Annual Meeting of Shareowners on March 23, 2005, the following nominees were elected to the board of directors to serve three-year terms expiring at the 2008 Annual Meeting of Shareowners and until their successors are duly elected and qualified. There were no broker non-votes or abstentions with respect to this matter. The results of the voting for the election of directors were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Eugenio Clariond	54,883,954	3,333,319
John D. Correnti	54,739,492	3,477,781
Daniel C. Ustian	56,862,532	1,354,741

Accordingly, the three nominees received a plurality of the votes cast in the election of directors at the meeting and were elected. The names of the remaining directors who did not stand for election at the Annual Meeting and whose terms of office as directors continued after such meeting are Michael N. Hammes, James H. Keyes, Southwood J. Morcott, Y. Marc Belton, Dr. Abbie J. Griffin, Robert C. Lannert and David McAllister.

A second proposal put before the Shareowners at the Annual Meeting was the ratification of the selection of Deloitte & Touche, LLP as the company's independent auditors for the fiscal year ending October 31, 2005. The results of voting for the ratification of Deloitte & Touche, LLP as the company's independent auditors for the fiscal year ending October 31, 2005 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
57,163,971	696,598	356,704

Accordingly, the number of affirmative votes cast on the proposal constituted more than a majority of the votes cast on the proposal at the Annual Meeting and the proposal was approved.

A third proposal put before the Shareowners at the Annual Meeting was the approval of certain amendments to the company's 2004 Performance Incentive Plan. The results of voting for the approval of the amendments to the company's 2004 Performance Incentive Plan were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
30,649,774	18,123,654	382,117	9,061,728

Accordingly, the number of affirmative votes cast on the proposal constituted more than a majority of the votes cast on the proposal at the Annual Meeting and the proposal was approved.

Navistar International Corporation and Consolidated Subsidiaries

PART II - OTHER INFORMATION

Item 6. Exhibits	<u>Page</u>
(a) Exhibits:	
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11. Computation of Earnings per Share (incorporated by reference from Note O to the Financial Statements)	19
31.1 CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	E-9
31.2 CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	E-10
32.1 CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	E-11
32.2 CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	E-12

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

(Registrant)

Date: June 9, 2005

/s/ Mark T. Schwetschenau

Mark T. Schwetschenau

Senior Vice President and Controller

(Principal Accounting Officer)

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

ARTICLES OF INCORPORATION AND BY-LAWS

The following documents of Navistar International Corporation are incorporated herein by reference:

- 3.1 Restated Certificate of Incorporation of Navistar International Corporation effective July 1, 1993, filed as Exhibit 3.2 to Annual Report on Form 10-K dated October 31, 1993, which was filed on January 27, 1994, Commission File No. 1-9618, and amended as of May 4, 1998.
- 3.2 Certificate of Retirement of Stock filed with the Secretary of State for the State of Delaware effective July 30, 2003 retiring the Class B common stock of Navistar International Corporation in accordance with the Restated Certificate of Incorporation of Navistar International Corporation, filed as Exhibit 3.2 to Quarterly Report on Form 10-Q dated September 12, 2003, which was filed on September 12, 2003 on Commission File No. 001-09618.
- 3.3 The Amended and Restated By-Laws of Navistar International Corporation effective October 21, 2003, filed as Exhibit 3.3 to Annual Report on Form 10-K dated October 31, 2003, which was filed on December 19, 2003, Commission No. 001-09618.

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

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INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES**

The following instruments of Navistar International Corporation and its principal subsidiary International Truck and Engine Corporation, and its principal subsidiary Navistar Financial Corporation defining the rights of security holders are incorporated herein by reference.

- 4.1 Credit Agreement for \$820,000,000 Revolving Credit and Competitive Advance Facility dated as of December 8, 2000, between Navistar Financial Corporation, Arrendadora Financiera Navistar, S.A. de C.V., Servicios Financieros Navistar, S.A. de C.V. and Navistar Comercial, S.A. de C.V., as borrowers, lenders party hereto, The Chase Manhattan Bank as Administrative Agent, Bank of America as Syndication Agent and Bank of Nova Scotia as Documentation Agent. Filed as Exhibit 10.05 to Navistar Financial Corporation's Form 10-Q dated March 15, 2001. Commission File No. 1-4146-1.

- 4.2 Guarantee, dated as of December 8, 2000, made by Navistar International Corporation, in favor of The Chase Manhattan Bank, as Administrative Agent, for the lenders parties to the Credit Agreement, dated as of December 8, 2000, among Navistar Financial Corporation and Arrendadora Financiera Navistar, S.A. de C.V., Servicios Financieros Navistar, S.A. de C.V. and Navistar Comercial, S.A. de C.V., the Lenders, Bank of America, N.A., as syndication agent, The Bank of Nova Scotia, as documentation agent, and the Administrative Agent. Filed as Exhibit 10.07 to Navistar Financial Corporation's Form 10-Q dated March 15, 2001. Commission File No. 1-4146-1.

- 4.3 Indenture, dated as of May 31, 2001, by and between Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 9 3/8% Senior Notes due 2006 for \$400,000,000. Filed on Registration No. 333-64626 as Exhibit 4.3.

- 4.4 Note Purchase Agreement, dated as of June 15, 2001, as amended from time to time, between International Truck and Engine Corporation and the State of Wisconsin Investment Board for 9.95% Senior Notes due 2011 for \$19,000,000. The Registrant agrees to furnish to the Commission upon request a copy of such agreement, which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).

- 4.5 555,000,000 Mexican Peso Credit Agreement dated as of July 25, 2001, as restructured as of May 14, 2004, by and among Servicios Financieros Navistar, S.A. de C.V., Arrendadora Financiera Navistar, S.A. de C.V., Navistar Comercial, S.A. de C.V. and Banco Nacional de Obras y Servicios Publicos, S.N.C. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).

- 4.6 First Supplement to Indenture, dated as of August 22, 2001, by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 9 3/8% Senior Notes due 2006 for \$400,000,000. Filed as Exhibit 4.19 to Annual Report on Form 10-K dated December 18, 2001. Commission File No. 1-9618.

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

**INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES**

- 4.7 \$40,000,000 Revolving Credit Agreement dated as of August 26, 2004, by and among Arrendadora Financiera Navistar, S.A. de C.V. and Servicios Financieros Navistar, S.A. de C.V. and Export Development Canada. The Registrant agrees to furnish to the Commission upon request a copy of such agreement, which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).
- 4.8 100,000,000 Mexican Peso Revolving Credit Agreement dated as of August 10, 2004, and amended as of March 9, 2005, by and among Arrendadora Financiera Navistar, S.A. de C.V. and Servicios Financieros Navistar, S.A. de C.V. and Comerica Bank Mexico, S.A. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).
- 4.9 120,000,000 Mexican Peso Revolving Credit Agreement dated as of February 27, 2002, by and between Arrendadora Financiera Navistar, S.A. de C.V., as borrower, and Nacional Financiera, S.N.C., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).
- 4.10 120,000,000 Mexican Peso Revolving Credit Agreement dated as of February 27, 2002, by and between Servicios Financieros Navistar, S.A. de C.V., as borrower, and Nacional Financiera, S.N.C., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).
- 4.11 Navistar International Corporation Restated Stock Certificate filed as Exhibit 4.20 to Form 10-Q dated March 11, 2002. Commission File No. 1-9618.
- 4.12 Indenture, dated as of March 25, 2002, by and among Navistar Financial Corporation, Navistar International Corporation and BNY Midwest Trust Company, as Trustee, for Navistar Financial Corporation's 4.75% Subordinated Exchangeable Notes due 2009 for \$220,000,000. Filed as Exhibit 4.1 to Form S-3 dated May 7, 2002. Registration No. 333-87716.
- 4.13 Registration Rights Agreement, dated as of March 25, 2002, by and among Navistar Financial Corporation, Navistar International Corporation, Salomon Smith Barney, Inc. and Banc of America Securities, LLC. Filed as Exhibit 4.2 to Form S-3 dated May 7, 2002. Registration No. 333-87716.
- 4.14 170,000,000 Mexican Peso Revolving Credit Agreement dated as of May 12, 2004, by and among Servicios Financieros Navistar, S.A. de C.V., as borrower and Ixe Banco, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.15 \$8,000,000 Revolving Credit Agreement dated as of September 29, 2003 and as amended on November 17, 2004, by and between Servicios Financieros Navistar, S.A. de C.V. as borrower and HSBC Mexico, S.A. (f/k/a Banco Internacional, S.A.), as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

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INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES**

- 4.16 80,000,000 Mexican Peso Revolving Credit Agreement dated as of August 30, 2004, by and between Servicios Financieros Navistar, S.A. de C.V., as borrower and Banco Invex, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.17 200,000,000 Mexican Peso Revolving Credit Agreement dated as of October 16, 2002, and ratified on March 16, 2005, by and among Servicios Financieros Navistar, S.A. de C.V. and Arrendadora Financiera Navistar, S.A. de C.V., as borrowers and Scotiabank Inverlat, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.18 Registration Rights Agreement, dated as of November 8, 2002, by and between Navistar International Corporation and the Investors party thereto. Filed as Exhibit 4.3 to Form S-3 dated December 6, 2002. Registration No. 333-101684.
- 4.19 Indenture, dated as of December 16, 2002, by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for Navistar International Corporation's 2.50% Senior Convertible Notes due 2007 for \$190,000,000. Filed as Exhibit 4.3 to Form S-3 dated February 25, 2003. Registration No. 333-103437.
- 4.20 Registration Rights Agreement, dated as of December 16, 2002, by and between Navistar International Corporation and Credit Suisse First Boston Corporation. Filed as Exhibit 4.2 to Form S-3 dated February 25, 2003. Registration No. 333-103437.
- 4.21 \$3,000,000 Revolving Credit Agreement dated as of September 29, 2003, and as amended on November 17, 2004, by and between Arrendadora Financiera Navistar, S.A. de C.V., as borrower and HSBC Mexico S.A. (f/k/a Banco Internacional, S.A.), as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.22 100,000,000 Mexican Peso Revolving Credit Agreement dated as of December 11, 2003, by and between Arrendadora Financiera Navistar, S.A. de C.V., as borrower, and Nacional Financiera, S.N.C., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.23 100,000,000 Mexican Peso Revolving Credit Agreement dated as of December 11, 2003, by and between Servicios Financieros Navistar, S.A. de C.V., as borrower, and Nacional Financiera, S.N.C., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

**INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES**

- 4.24 First Amendment to the Credit Agreement for \$820,000,000 Revolving Credit and Competitive Advance Facility dated as of December 8, 2000, between Navistar Financial Corporation, Arrendadora Financiera Navistar, S.A. de C.V., Servicios Financieros Navistar, S.A. de C.V. and Navistar Comercial, S.A. de C.V., as borrowers, lenders party thereto, The Chase Manhattan Bank as Administrative Agent, Bank of America as Syndication Agent and Bank of Nova Scotia as Documentation Agent. Filed as Exhibit 3.2 to Navistar Financial Corporation's Form 10-Q dated and filed March 8, 2004. Commission File No. 001-04146.
- 4.25 \$50,000,000 Mexican Peso Revolving Credit Agreement dated as of May 18, 2004 and amended as of November 10, 2004, between Servicios Financieros Navistar, S.A. de C.V., as borrower and Banco Mercantil del Norte, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.26 \$50,000,000 Mexican Peso Revolving Credit Agreement dated as of June 3, 2004, between Servicios Financieros Navistar, S.A. de C.V., as borrower and Banco del Bajio, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.27 \$25,000,000 Mexican Peso Revolving Credit Agreement dated as of June 3, 2004, between Arrendadora Financiera Navistar, S.A. de C.V., as borrower and Banco del Bajio, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.28 \$50,000,000 Mexican Peso Revolving Credit Agreements dated as of June 11, 2004, between Servicios Financieros Navistar, S.A. de C.V., and Arrendadora Financiera Navistar, S.A. de C.V. as borrowers and Banco Ve por Más, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreements which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.29 Indenture, dated as of June 2, 2004, by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 7 1/2% Senior Notes due 2011 for \$250,000,000. Filed as Exhibit 4.1 to Current Report on Form 8-K dated June 4, 2004. Commission File No. 1-9618.
- 4.30 First Supplement to Indenture, dated as of June 2, 2004, by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 7 1/2% Senior Notes due 2011 for \$250,000,000. Filed as Exhibit 4.2 to Current Report on Form 8-K dated June 4, 2004. Commission File No. 1-9618.
- 4.31 Second Supplement to Indenture, dated as of June 2, 2004, by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 9 3/8% Senior Notes due 2006 for \$400,000,000. Filed as Exhibit 4.3 to Current Report on Form 8-K dated June 4, 2004. Commission File No. 1-9618.

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

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INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES**

- 4.32 First Supplement to Indenture, dated as of June 11, 2004, by and among Navistar Financial Corporation, Navistar International Corporation and BNY Midwest Trust Company, as Trustee, for Navistar Financial Corporation's 4.75% Subordinated Exchangeable Notes due 2009 for \$220,000,000.
- 4.33 Indenture, dated as of March 2, 2005, by and among Navistar International Corporation, International Truck and Engine Corporation and The Bank of New York Trust Company, as Trustee, for its 6¼% Senior Notes due 2012 for \$400,000,000. The Notes were sold in a Rule 144A private unregistered offering and pursuant to Regulation S for transactions outside the United States.
- 4.34 Registration Rights Agreement, dated as of March 2, 2005, by and among, Navistar International Corporation, Banc of America Securities LLC, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Credit Suisse First Boston LLC, Scotia Capital (USA) Inc., BNY Capital Markets, Inc. and RBC Capital Markets Corporation.
- 4.35 10,000,000 Mexican Peso Revolving Credit Agreement dated as of March 2, 2005, by and between Arrendadora Financiera Navistar, S.A. de C.V., as borrower and Banco Invex, S.A., as lender. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601 (b)(4)(iii).
- 4.36 \$500,000,000 Mexican Peso Short Term Commercial Paper Program (Programa de Certificados Bursátiles a Corto Plazo) authorized on April 15, 2005, by Servicios Financieros Navistar, S.A. de C.V. and partially placed in the market by the intermediate underwriter ScotiaInverlat Casa de Bolsa, S.A. de C.V. The Registrant agrees to furnish to the Commission upon request a copy the agreement dated April 27, 2005 between the two parts, which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).
- 4.37 87,720,000 Mexican Peso Credit Guaranty Agreement dated as of December 2, 2004, by and between Servicios Financieros Navistar, S.A. de C.V., as borrower, and Nacional Financiera, S.N.C., as partial Guarantor of a 516,000,000 Mexican Peso Securities Certificates (Certificados Bursátiles) issued through a Trust in Banco J.P. Morgan, S.A. The Registrant agrees to furnish to the Commission upon request a copy of such agreement which it has elected not to file under the provisions of Regulation 601(b)(4)(iii).

Instruments defining the rights of holders of other unregistered long-term debt of Navistar and its subsidiaries have been omitted from this exhibit index because the amount of debt authorized under any such instrument does not exceed 10% of the total assets of the Registrant and its consolidated subsidiaries. The Registrant agrees to furnish a copy of any such instrument to the Commission upon request.

**NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES**

MATERIAL CONTRACTS

The following documents of Navistar International Corporation and its affiliates are filed herewith:

- *10.59 The Board of Directors resolution to pay a cash award to Mr. Robert C. Lannert, the Registrant's Vice Chairman and Chief Financial Officer, to correct an oversight in the prior year's target bonus calculation.

* Indicates a management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 14(c).

**Board of Directors Resolution
Executive Officer Award**

WHEREAS, there was an oversight in the determination of Robert Lannert's target annual incentive award percentage for fiscal 2004, and as a result of such oversight Mr. Lannert's target annual incentive award, on which the Board based Mr. Lannert's actual 2004 Annual Incentive Award payout, was understated by \$220,948;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the payment of a bonus award to Mr. Lannert for 2005 in the amount of \$220,948.

CERTIFICATION

I, Daniel C. Ustian, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Navistar International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2005

/s/ Daniel C. Ustian

Daniel C. Ustian

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Robert C. Lannert, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Navistar International Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2005

/s/ Robert C. Lannert

Robert C. Lannert

Vice Chairman and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Navistar International Corporation (the "Company") on Form 10-Q for the period ended April 30, 2005 as filed with the Securities and Exchange Commission (the "SEC") on the date hereof (the "Report"), I, Daniel C. Ustian, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: June 9, 2005

/s/ Daniel C. Ustian

Daniel C. Ustian

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This certification shall also not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Navistar International Corporation (the "Company") on Form 10-Q for the period ended April 30, 2005 as filed with the Securities and Exchange Commission (the "SEC") on the date hereof (the "Report"), I, Robert C. Lannert, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: June 9, 2005

/s/ Robert C. Lannert

Robert C. Lannert

Vice Chairman and Chief Financial Officer

(Principal Financial Officer)

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This certification shall also not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates it by reference.