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 January 31, 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	36-3359573
(State or other jurisdiction of incorporation or organization)	(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 March 31, 2005, the number of shares outstanding of the registrant's common stock was 70,024,485.

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

INDEX

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 January 31	
	2005	2004 * As Restated
Sales and revenues		
Sales of manufactured products	**$ 2,491**	$ 1,886
Finance revenue	**62**	56
Other income	**5**	3
Total sales and revenues	**2,558**	1,945
Costs and expenses		
Cost of products and services sold	**2,177**	1,653
Restructuring and other non-recurring charges	**-**	4
Postretirement benefits expense	**59**	61
Engineering and research expense	**77**	64
Selling, general and administrative expense	**176**	149
Interest expense	**33**	32
Other expense	**9**	7
Total costs and expenses	**2,531**	1,970
Income (loss) before income taxes	**27**	(25)
Income tax expense (benefit)	**9**	(11)
Net income (loss)	**$ 18**	$ (14)
Earnings (loss) per share		
Basic	**$ 0.25**	**$ (0.20)**
Diluted	**$ 0.24**	**$ (0.20)**
Average shares outstanding (millions)		
Basic	**70.1**	**69.2**
Diluted	**76.3**	**69.2**

See Notes to Financial Statements.

* See Note P to the Financial Statements.

STATEMENT OF FINANCIAL CONDITION (Unaudited)
Millions of dollars

	Navistar International Corporation and Consolidated Subsidiaries		
	January 31 2005	October 31 2004	January 31 2004 * As Restated
ASSETS			
Current assets			
Cash and cash equivalents	**$ 540**	$ 605	$ 287
Marketable securities	**78**	182	42
Receivables, net	**806**	1,215	1,033
Inventories	**865**	790	689
Deferred tax asset, net	**189**	207	161
Other assets	**203**	168	175
Total current assets	**2,681**	3,167	2,387
Marketable securities	**320**	73	255
Finance and other receivables, net	**1,363**	1,222	989
Property and equipment, net	**1,403**	1,444	1,414
Investments and other assets	**367**	374	321
Prepaid and intangible pension assets	**71**	73	69
Deferred tax asset, net	**1,288**	1,239	1,325
Total assets	**$ 7,493**	$ 7,592	$ 6,760
LIABILITIES AND SHAREOWNERS' EQUITY			
Liabilities			
Current liabilities			
Notes payable and current maturities of long-term debt	**$ 1,434**	$ 823	$ 415
Accounts payable, principally trade	**1,286**	1,462	1,006
Other liabilities	**1,017**	965	932
Total current liabilities	**3,737**	3,250	2,353
Debt: Manufacturing operations	**1,246**	1,258	898
Financial services operations	**169**	787	1,388
Postretirement benefits liability	**1,399**	1,382	1,435
Other liabilities	**394**	384	376
Total liabilities	**6,945**	7,061	6,450
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)	**2,085**	2,096	2,123
Retained earnings (deficit)	**(585)**	(604)	(848)
Accumulated other comprehensive loss	**(784)**	(789)	(775)
Common stock held in treasury, at cost (5.3 million, 5.3 million and 5.7 million shares held)	**(172)**	(176)	(194)
Total shareowners’ equity	**548**	531	310
Total liabilities and shareowners’ equity	**$ 7,493**	$ 7,592	$ 6,760

See Notes to Financial Statements.
* See Note P to the Financial Statements.

STATEMENT OF CASH FLOW (Unaudited)
Millions of dollars

	Navistar International Corporation and Consolidated Subsidiaries	
	Three Months Ended January 31	
	2005	2004 * As Restated
Cash flow from operations		
Net income (loss)	**$ 18**	$ (14)
Adjustments to reconcile net income (loss) to cash used in operations:		
Depreciation and amortization	**64**	52
Deferred income taxes	**(9)**	(14)
Postretirement benefits funding less than expense	**8**	1
Other, net	**(10)**	(42)
Change in operating assets and liabilities:		
Receivables	**(120)**	(110)
Inventories	**(81)**	(92)
Prepaid and other current assets	**(34)**	(25)
Accounts payable	**(199)**	(96)
Other liabilities	**20**	17
Cash used in operations	**(343)**	(323)
Cash flow from investment programs		
Purchases of retail notes and lease receivables	**(445)**	(346)
Collections/sales of retail notes and lease receivables	**896**	264
Purchases of marketable securities	**(213)**	(88)
Sales or maturities of marketable securities	**70**	386
Capital expenditures	**(16)**	(22)
Property and equipment leased to others	**6**	-
Other investment programs	**4**	2
Cash provided by investment programs	**302**	196
Cash flow from financing activities		
Issuance of debt	**11**	93
Principal payments on debt	**(48)**	(94)
Net (increase) decrease in notes and debt outstanding under bank revolving credit facility and commercial paper programs	**22**	(78)
Other financing activities	**(9)**	26
Cash used in financing activities	**(24)**	(53)
Cash and cash equivalents		
Decrease during the period	**(65)**	(180)
At beginning of the period	**605**	467
Cash and cash equivalents at end of the period	**$ 540**	$ 287

See Notes to Financial Statements.

* See Note P 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 (loss) and earnings (loss) 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.

	Three Months Ended January 31	
Millions of dollars	**2005**	2004
Net income (loss), as reported	**$ 18**	$ (14)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	**(4)**	(5)
Pro forma net income (loss)	**$ 14**	$ (19)
Earnings (loss) per share:		
Basic – as reported	**$ 0.25**	$ (0.20)
Basic – pro forma	**$ 0.20**	$ (0.28)
Diluted – as reported	**$ 0.24**	$ (0.20)
Diluted – pro forma	**$ 0.19**	$ (0.28)

Based on recent clarifications that affect the company's previous interpretation of the timing of expense recognition under SFAS No. 123 for certain "retirement eligible" recipients of stock option awards, the company has revised the first quarter 2004 pro-forma stock option expense amount of $3 million, as previously included in its first quarter 2004 Form 10-Q, to $5 million, as reflected above. The related pro-forma basic and diluted per share amounts have similarly been adjusted to reflect this revision.

Note B. New Accounting Pronouncements

In June 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 and cash flows.

In December 2004, the FASB issued SFAS No. 153, “Exchanges of Nonmonetary Assets”, to amend Accounting Principles Board Opinion No. 29 (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 and 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, companies 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.

Note C. Supplemental Cash Flow Information

Consolidated interest payments during the first three months of 2005 and 2004 were $45 million and $37 million, respectively. Consolidated tax payments made during the first three months of 2005 and 2004 were $3 million and $1 million, respectively.

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 health care expenses for employees, retirees and surviving spouses and dependents. In addition, as part of the 1993 restructured health care 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:

Millions of dollars	Three Months Ended January 31 2005	Three Months Ended January 31 2004
Pension expense	**$ 17**	$ 20
Other benefits	**42**	41
Net postretirement benefits expense	**$ 59**	$ 61

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

Millions of dollars	Pension Expense for Three Months Ended January 31 2005	Pension Expense for Three Months Ended January 31 2004
Service costs for benefits earned during the period	**$ 6**	$ 7
Interest on obligation	**55**	58
Amortization of cumulative losses	**15**	13
Amortization of prior service cost	**2**	2
Other	**6**	6
Less expected return on assets	**(67)**	(66)
Net pension expense	**$ 17**	$ 20

Millions of dollars	Other Benefits for Three Months Ended January 31 2005	Other Benefits for Three Months Ended January 31 2004
Service costs for benefits earned during the period	**$ 4**	$ 4
Interest on obligation	**36**	36
Amortization of cumulative losses	**15**	12
Other	**-**	3
Less expected return on assets	**(13)**	(14)
Net other benefits expense	**$ 42**	$ 41

"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.

Note D. Postretirement Benefits (continued)

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 January 31, 2005, $6 million of contributions have been made to the company's qualified pension plans.

The company also makes contributions to partially fund retiree health care benefits. As of January 31, 2005, $2 million of contributions have been made to the company's retiree healthcare plans and the company anticipates contributing an additional $4 million in 2005 for a total contribution of $6 million.

Note E. Income Taxes

The tax expense (benefit) on the Statement of Income reflects the tax benefit of current Net Operating Losses (NOL), net of valuation reserves, while the cumulative benefit of NOL carryforwards is recognized as a deferred tax asset 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	**January 31 2005**	October 31 2004	January 31 2004
Finished products	**$ 544**	$ 505	$ 417
Work in process	**60**	47	65
Raw materials and supplies	**261**	238	207
Total inventories	**$ 865**	$ 790	$ 689

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 a 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 quarter of fiscal 2005, NFC sold $757 million of retail notes and leases for a pre-tax gain of $11 million compared to the first quarter of fiscal 2004, when NFC sold $195 million of retail receivables for a pre-tax gain of $4 million.

Note H. 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 January 31, 2005, $55 million of the total net charge of $66 million has been incurred, of which $2 million was incurred during the quarter.

Note H. Restructuring and Other Non-recurring Charges (continued)

Other Non-Recurring Charges

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, 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 included 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 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 January 31, 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 January 31 2005**
Lease terminations	21	(2)	**19**
Dealer terminations and other charges	12	(1)	**11**
Other non-recurring charges	64	(2)	**62**
Total	$ 97	$ (5)	**$ 92**

The remaining liability of $92 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 $13 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.

Note I. 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 January 31, 2005, NFC's derivative financial instruments had a negative net fair value. Notional amounts of derivative financial instruments do not represent exposure to credit loss.

At January 31, 2005, the notional amounts and fair values of the company's derivatives are presented in the following table. The fair values of all these derivatives are recorded in other assets or other liabilities on the Statement of Financial Condition.

(Millions of dollars)

Inception Date	Maturity Date	Derivative Type	Notional Amount	Fair Value
November 2002 – July 2004	March 2007 – September 2008	Interest rate swaps*	$ 41	$ -
July 2001 – January 2005	June 2005 – June 2011	Interest rate swaps	299	6
October 2000 – December 2004	February 2005 – November 2012	Interest rate caps	1,083	-
January 2005	February 2005	Cross Currency Swaps	27	-

*Accounted for as non-hedging instruments.

Note J. 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 3/8% 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 January 31, 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 three months ended January 31, 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 January 31, 2005, in millions of dollars.

Entity	Amount of Guaranty	Outstanding Balance	Maturity dates extend to
NIC	$ 393	$ 99	2010
NFC	$ 88	$ 75	2010
NIC and NFC	$ 100	$ 37	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 January 31, 2005, totaled approximately $521 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 January 31, 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.

Note J. Guarantees (continued)

As of January 31, 2005, NFC had guaranteed derivative contracts for foreign currency forwards, 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 January 31, 2005, there was an outstanding notional balance of $58 million related to interest rate swaps and cross currency swaps, and the fair market value of the outstanding balance was immaterial.

At January 31, 2005, the company's Canadian operating subsidiary was contingently liable for $409 million of retail customers' contracts and $35 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 $93 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 three months ended January 31, 2005, were as follows:

Millions of dollars		
Balance, beginning of period	$	286
Change in liability for warranties issued during the period		52
Change in liability for preexisting warranties		5
Payments made		(75)
Balance, end of period	$	268

Note K. 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 condition of the company.

Note K. Legal Proceedings and Environmental Matters (continued)

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 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.

Note K. Legal Proceedings and Environmental Matters (continued)

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 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 L. Segment Data

Reportable operating segment data is as follows:

Millions of dollars	**Truck**	**Engine**	**Financial Services**	**Total**
	For the quarter ended January 31, 2005			
External revenues	**$ 1,918**	**$ 573**	**$ 64**	**$ 2,555**
Intersegment revenues	**-**	**149**	**13**	**162**
Total revenues	**$ 1,918**	**$ 722**	**$ 77**	**$ 2,717**
Segment profit (loss)	**$ 55**	**$ (19)**	**$ 35**	**$ 71**
	As of January 31, 2005			
Segment assets	**$ 1,972**	**$ 1,165**	**$ 2,246**	**$ 5,383**
	For the quarter ended January 31, 2004			
External revenues	$ 1,427	$ 459	$ 57	$ 1,943
Intersegment revenues	-	135	9	144
Total revenues	$ 1,427	$ 594	$ 66	$ 2,087
Segment profit	$ 9	$ 5	$ 23	$ 37
	As of January 31, 2004			
Segment assets	$ 1,594	$ 1,065	$ 2,210	$ 4,869

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

Note L. Segment Data (continued)

Reconciliation to the consolidated financial statements as of and for the quarters ended January 31 is as follows:

Millions of dollars	2005	2004
Segment sales and revenues	$ 2,717	$ 2,087
Other income	3	2
Intercompany	(162)	(144)
Consolidated sales and revenues	$ 2,558	$ 1,945
Segment profit	$ 71	$ 37
Restructuring adjustment	-	(4)
Corporate items	(30)	(44)
Manufacturing net interest expense	(14)	(14)
Consolidated pre-tax income (loss) from continuing operations	$ 27	$ (25)
Segment assets	$ 5,383	$ 4,869
Cash and marketable securities	433	224
Deferred taxes	1,477	1,486
Corporate intangible pension assets	1	3
Other corporate and eliminations	199	178
Consolidated assets	$ 7,493	$ 6,760

Note M. Comprehensive Income

The components of comprehensive income (loss) are as follows:

	For the Three Months Ended January 31	
Millions of dollars	**2005**	2004
Net income (loss)	$ 18	$ (14)
Other comprehensive income	5	3
Total comprehensive income (loss)	$ 23	$ (11)

Note N. Earnings Per Share

Earnings (loss) per share was computed as follows:

Millions of dollars, except share and per share data	For the Three Months Ended January 31 **2005**	2004
Net income (loss)	**$ 18**	$ (14)
Average shares outstanding (millions)		
Basic	**70.1**	69.2
Diluted	**76.3**	69.2
Earnings (loss) per share		
Basic	**$ 0.25**	$ (0.20)
Diluted	**$ 0.24**	$ (0.20)

The computation of diluted shares outstanding for the three months ended January 31, 2004, excludes incremental shares of 10.8 million, related to employee stock options, convertible debt and other dilutive securities. 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.

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

The following tables set forth the condensed consolidating Statements of Financial Condition as of January 31, 2005 and 2004, and the Statements of Income and Cash Flow for the three months ended January 31, 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 3/8% 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 O. 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 THREE MONTHS ENDED JANUARY 31, 2005				
Sales and revenues	$ 1	$ 1,966	$ 591	$ 2,558
Cost of products and services sold	2	1,832	343	2,177
All other operating expenses	(9)	262	101	354
Total costs and expenses	(7)	2,094	444	2,531
Equity in income (loss) of non-consolidated subsidiaries	19	93	(112)	-
Income (loss) before income taxes	27	(35)	35	27
Income tax expense (benefit)	9	12	(12)	9
Net income (loss)	$ 18	$ (47)	$ 47	$ 18
CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL CONDITION AS OF JANUARY 31, 2005				
Assets				
Cash and marketable securities	$ 340	$ 8	$ 590	$ 938
Receivables, net	1	265	1,903	2,169
Inventories	-	431	434	865
Property and equipment, net	-	744	659	1,403
Investment in affiliates	(2,665)	1,130	1,535	-
Deferred tax asset and other assets	1,439	216	463	2,118
Total assets	$ (885)	$ 2,794	$ 5,584	$ 7,493
Liabilities and shareowners' equity				
Debt	$ 1,058	$ 14	$ 1,777	$ 2,849
Postretirement benefits liability	-	4,408	(2,838)	1,570
Amounts due to (from) affiliates	(2,629)	85	2,544	-
Other liabilities	138	1,513	875	2,526
Total liabilities	(1,433)	6,020	2,358	6,945
Shareowners' equity (deficit)	548	(3,226)	3,226	548
Total liabilities and shareowners' equity	$ (885)	$ 2,794	$ 5,584	$ 7,493
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW FOR THE THREE MONTHS ENDED JANUARY 31, 2005				
Cash provided by (used in) operations	$ (220)	$ (66)	$ (57)	$ (343)
Cash flow from investment programs				
Purchases, net of collections, of finance receivables	-	-	451	451
Net increase in marketable securities	115	-	(258)	(143)
Capital expenditures	-	(7)	(9)	(16)
Other investing activities	(3)	30	(17)	10
Cash provided by investment programs	112	23	167	302
Cash flow from financing activities				
Net repayments of debt	-	(1)	(14)	(15)
Other financing activities	(16)	28	(21)	(9)
Cash provided by (used in) financing activities	(16)	27	(35)	(24)
Cash and cash equivalents				
Increase (decrease) during the period	(124)	(16)	75	(65)
At beginning of the period	406	22	177	605
Cash and cash equivalents at end of the period	$ 282	$ 6	$ 252	$ 540

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

Note O. 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 THREE MONTHS ENDED JANUARY 31, 2004				
Sales and revenues	$ -	$ 1,478	$ 467	$ 1,945
Cost of products and services sold	11	1,377	265	1,653
Restructuring and other non-recurring charges	-	-	4	4
All other operating expenses	(4)	257	60	313
Total costs and expenses	7	1,634	329	1,970
Equity in income (loss) of non-consolidated subsidiaries	(18)	82	(64)	-
Income (loss) before income taxes	(25)	(74)	74	(25)
Income tax expense (benefit)	(11)	2	(2)	(11)
Net income (loss)	$ (14)	$ (76)	$ 76	$ (14)
CONDENSED CONSOLIDATING STATEMENT OF FINANCIAL CONDITION AS OF JANUARY 31, 2004				
Assets				
Cash and marketable securities	$ 85	$ 24	$ 475	$ 584
Receivables, net	1	170	1,851	2,022
Inventories	-	350	339	689
Property and equipment, net	-	755	659	1,414
Investment in affiliates	(2,788)	890	1,898	-
Deferred tax asset and other assets	1,490	203	358	2,051
Total assets	$ (1,212)	$ 2,392	$ 5,580	$ 6,760
Liabilities and shareowners' equity				
Debt	$ 840	$ 16	$ 1,845	$ 2,701
Postretirement benefits liability	-	3,122	(1,388)	1,734
Amounts due to (from) affiliates	(2,534)	1,156	1,378	-
Other liabilities	172	1,316	527	2,015
Total liabilities	(1,522)	5,610	2,362	6,450
Shareowners' equity (deficit)	310	(3,218)	3,218	310
Total liabilities and shareowners' equity	$ (1,212)	$ 2,392	$ 5,580	$ 6,760
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOW FOR THE THREE MONTHS ENDED JANUARY 31, 2004				
Cash provided by (used in) operations	$ (174)	$ (59)	$ (90)	$ (323)
Cash flow from investment programs				
Purchases, net of collections, of finance receivables	-	-	(82)	(82)
Net increase in marketable securities	22	-	276	298
Capital expenditures	-	(12)	(10)	(22)
Other investing activities	(8)	59	(49)	2
Cash provided by investment programs	14	47	135	196
Cash flow from financing activities				
Net repayments of debt	-	(1)	(78)	(79)
Other financing activities	37	16	(27)	26
Cash provided by (used in) financing activities	37	15	(105)	(53)
Cash and cash equivalents				
Increase (decrease) during the period	(123)	3	(60)	(180)
At beginning of the period	218	21	228	467
Cash and cash equivalents at end of the period	$ 85	$ 24	$ 168	$ 287

Note P: 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.

The significant effects of the restatements on the consolidated financial statements for the period ended January 31, 2004, primarily due to the consolidation of majority owned truck dealerships and the accounting for retail note securitizations at NFC, is 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.

	Navistar International Corporation and Consolidated Subsidiaries	
	Three Months Ended January 31, 2004	
Millions of dollars	As Previously Reported [1]	**As Restated**
Sales and revenues		
Sales of manufactured products	$ 1,806	**$ 1,886**
Finance revenue	50	**56**
Other income	3	**3**
Total sales and revenues	1,859	**1,945**
Costs and expenses		
Cost of products and services sold	1,603	**1,653**
Restructuring and other non-recurring charges	4	**4**
Postretirement benefits expense	61	**61**
Engineering and research expense	64	**64**
Selling, general and administrative expense	121	**149**
Interest expense	31	**32**
Other expense	7	**7**
Total costs and expenses	1,891	**1,970**
Income (loss) before income taxes	(32)	**(25)**
Income tax expense (benefit)	(14)	**(11)**
Net income (loss)	$ (18)	**$ (14)**
Earnings (loss) per share		
Basic	$ (0.27)	**$ (0.20)**
Diluted	$ (0.27)	**$ (0.20)**
Average shares outstanding (millions)		
Basic	69.2	**69.2**
Diluted	69.2	**69.2**

[1] In addition to the adjustments noted above, first 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.

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

STATEMENT OF FINANCIAL CONDITION

Millions of dollars	Navistar International Corporation and Consolidated Subsidiaries — Three Months Ended January 31, 2004 — As Previously Reported	As Restated
ASSETS		
Current assets		
Cash and cash equivalents	$ 274	**$ 287**
Marketable securities	42	**42**
Receivables, net	1,008	**1,033**
Inventories	575	**689**
Deferred tax asset, net	159	**161**
Other assets	166	**175**
Total current assets	2,224	**2,387**
Marketable securities	255	**255**
Finance and other receivables, net	989	**989**
Property and equipment, net	1,318	**1,414**
Investments and other assets	364	**321**
Prepaid and intangible pension assets	70	**69**
Deferred tax asset, net	1,500	**1,325**
Total assets	$ 6,720	**$ 6,760**
LIABILITIES AND SHAREOWNERS' EQUITY		
Liabilities		
Current liabilities		
Notes payable and current maturities of long-term debt	$ 277	**$ 415**
Accounts payable, principally trade	979	**1,006**
Other liabilities	936	**932**
Total current liabilities	2,192	**2,353**
Debt: Manufacturing operations	854	**898**
Financial services operations	1,388	**1,388**
Postretirement benefits liability	1,440	**1,435**
Other liabilities	526	**376**
Total liabilities	6,400	**6,450**
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)	2,123	**2,123**
Retained earnings (deficit)	(860)	**(848)**
Accumulated other comprehensive loss	(782)	**(775)**
Common stock held in treasury, at cost (5.7 million shares held)	(165)	**(194)**
Total shareowners' equity	320	**310**
Total liabilities and shareowners' equity	$ 6,720	**$ 6,760**

Note Q: Subsequent Events

In March 2005, the company sold $400 million in Senior Notes due 2012. 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.

The failure of the company and its affiliates to timely complete their respective Quarterly Reports on Form 10-Q and deliver those reports to their respective lenders resulted in a default under such agreements. However, the company and its affiliates did not receive a notice of default and no adverse action was taken by those lenders or lessors against the company or its affiliates. NFC obtained the necessary waivers from its various lenders to prevent a notice of default.

On April 14, 2005, the company announced that its South American engine subsidiary, International Engines South America, completed the acquisition of MWM Motores Diesel Ltda, a major Brazilian diesel engine producer. Although the transaction has been completed, the combination of the two companies will require review by CADE, the Brazilian anti-trust regulatory authority.

Navistar International Corporation and Consolidated Subsidiaries

Additional Financial Information (Unaudited)

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

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

Condensed Statement of Income	Three Months Ended January 31 2005	Three Months Ended January 31 2004 As Restated
Sales of manufactured products	**$ 2,491**	$ 1,887
Other income	**3**	2
Total sales and revenues	**2,494**	1,889
Cost of products sold	**2,168**	1,641
Restructuring and other non-recurring charges	**-**	4
Postretirement benefits expense	**58**	60
Engineering and research expense	**77**	65
Selling, general and administrative expense	**162**	134
Other expense	**37**	33
Total costs and expenses	**2,502**	1,937
Income (loss) from continuing operations before income taxes:		
Manufacturing operations	**(8)**	(48)
Financial services operations	**35**	23
Income (loss) from continuing operations before income taxes	**27**	(25)
Income tax expense (benefit)	**9**	(11)
Net income (loss)	**$ 18**	$ (14)

Condensed Statement of Financial Condition	January 31 2005	October 31 2004	January 31 2004 As Restated
Cash, cash equivalents and marketable securities	**$ 518**	$ 737	$ 291
Inventories	**859**	779	678
Property and equipment, net	**1,255**	1,283	1,218
Equity in non-consolidated subsidiaries	**564**	549	481
Other assets	**1,142**	1,129	882
Deferred tax asset, net	**1,466**	1,445	1,484
Total assets	**$ 5,804**	$ 5,922	$ 5,034
Accounts payable, principally trade	**$ 1,275**	$ 1,436	$ 997
Postretirement benefits liability	**1,548**	1,544	1,714
Debt	**1,306**	1,329	1,068
Other liabilities	**1,127**	1,082	945
Shareowners’ equity	**548**	531	310
Total liabilities and shareowners’ equity	**$ 5,804**	$ 5,922	$ 5,034

Navistar International Corporation and Consolidated Subsidiaries

Additional Financial Information (Unaudited)

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

Condensed Statement of Cash Flow	Three Months Ended January 31 2005	Three Months Ended January 31 2004 As Restated
Cash flow from operations		
Net income (loss)	**$ 18**	$ (14)
Adjustments to reconcile net income (loss) to cash used in operations:		
Depreciation and amortization	**61**	46
Deferred income taxes	**(24)**	(21)
Postretirement benefits funding less than expense	**8**	1
Equity in earnings of investees, net of dividends received	**(23)**	(20)
Other, net	**-**	(32)
Change in operating assets and liabilities	**(293)**	(197)
Cash used in operations	**(253)**	(237)
Cash flow from investment programs		
Purchases of marketable securities	**(213)**	(88)
Sales or maturities of marketable securities	**323**	133
Capital expenditures	**(16)**	(22)
Receivable from financial services operations	**77**	(2)
Investment in affiliates	**-**	(8)
Other investment programs	**4**	10
Cash provided by investment programs	**175**	23
Cash provided by (used in) financing activities	**(32)**	28
Cash and cash equivalents		
Decrease during the period	**(110)**	(186)
At beginning of the period	**556**	444
Cash and cash equivalents at end of the period	**$ 446**	$ 258

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.

Historically, the company experiences its lowest levels of sales and revenues during the first quarter of its fiscal year due to lower manufacturing output as a result of the holiday shutdown periods. Nevertheless, the company recorded a profit of $18 million or diluted earnings per share of $0.24 in the first quarter of 2005 compared to losses in the first quarter of previous years. In addition, in the first quarter of fiscal 2005 the company signed a strategic agreement with German engine producer, MAN Nutzfahrzeuge (MAN), to develop and produce International engines in the 11- to 13-liter range to be offered in International Class 8 highway tractors and severe service trucks starting in the fall of 2007. This agreement should allow the company to grow the diesel engine business while controlling costs by leveraging the investment that MAN has made in the development of the base engines.

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 period ended January 31, 2004, as discussed in Note P to the consolidated financial statements.

Results of Operations

On April 14, 2005, the company issued an earnings news release and filed a report on Form 8-K with preliminary financial information for the three months ended January 31, 2005. The Form 8-K and earnings news release indicated that the company expected net income for the period to be $20 million or $0.27 per diluted share. The company is now reporting in this Form 10-Q, net income for the period ended January 31, 2005, of $18 million or $0.24 per diluted share. The decrease in net income is the result of a review which resulted in certain one-time charges at the company's engine foundry operations. Based on the review, which was completed subsequent to the press release, costs of products and services sold increased by $4 million. The increase in total expenses was partially offset by a favorable $2 million adjustment to tax expense.

Results of Operations (continued)

The following table illustrates the key financial indicators that management uses to assess the consolidated financial results for the three months ended January 31, 2005 and 2004.

Key Financial Indicators: (Millions of dollars, except per share data and margin)	Three Months Ended January 31	
	2005	2004
Sales and revenues	**$ 2,558**	$ 1,945
Cost of products and services sold	**2,177**	1,653
Total expenses	**354**	317
Total costs and expense	**2,531**	1,970
Net income/(loss)	**$ 18**	$ (14)
Diluted earnings/(loss) per share	**$ 0.24**	$ (0.20)
Manufacturing gross margin	**13.0%**	13.1%

The company's sales and revenues were up on strong sales volumes from the truck and engine segments. Improvement in earnings, over the comparable period last year, was a result of better operating results from the truck and financial services segments. The events that impacted the performance of the company's three operating segments will be analyzed, in detail, later in this discussion.

Gross margin from manufacturing operations was essentially unchanged in the first quarter of fiscal 2005 when compared to the first quarter of fiscal 2004. Although manufacturing and design cost reductions were achieved in the first quarter of 2005, these favorable impacts were offset by higher commodity costs, including steel. Higher than expected steel costs are expected to have an impact of approximately $100 million on our cost structure in fiscal 2005. The company will continue to look for ways to offset the negative impact of commodity cost increases, particularly through surcharges in the pricing of the company's products.

Total expenses increased over the comparable period last year as a result of higher engineering and selling, general and administrative expenses. Engineering expenses were impacted by costs associated with 2007 emissions compliance within the company's engine segment. Selling, general and administrative expenses were impacted by the addition of several new wholly owned dealers and incremental spending within our truck segment.

The following sections analyze the company's first 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 IC™ 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. 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 ended January 31, 2005 and 2004.

	Three Months Ended January 31	
	2005	2004
Results (Millions of dollars):		
Sales	**$ 1,918**	$ 1,427
Segment profit	**55**	9
Industry data (in units) [1]:		
U.S. and Canadian sales (Class 6 through 8)	**95,500**	73,700
Class 8 heavy truck	**64,400**	44,200
Class 6 and 7 medium truck [2]	**25,400**	22,700
School buses	**5,700**	6,800
Company data (in units):		
U.S. and Canadian sales (Class 6 through 8)	**26,200**	20,700
Class 8 heavy truck	**12,300**	6,900
Class 6 and 7 medium truck [2]	**10,300**	9,700
School buses	**3,600**	4,100
Order backlog (in units)	**29,100**	21,700
Overall U.S. and Canada market share (Class 6 through 8 and bus)	**27.5%**	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 is the result of increased sales volume within medium and heavy truck and increased cost reductions within its manufacturing processes. The company's U.S. and Canadian order backlog increased significantly due to strong orders for Class 8 trucks. The company's overall market share decreased slightly over the comparable period last year. Market share was adversely impacted by the industry growth within the Class 8 heavy truck market, a market in which the company has its smallest market share. However, the company's Class 8 heavy truck market share continued to hold at 19%, a level it achieved at the end of 2004, which was an increase of three percentage points over its Class 8 heavy market share of 16% in the first 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. The market share decrease within medium truck is due to increased pricing competition in a very competitive marketplace. The company's bus market share was up slightly over the comparable period last year.

The company currently projects fiscal 2005 U.S. and Canadian Class 8 heavy truck demand to be 262,000 units, up 19% from 2004. Class 6 and 7 medium truck demand, excluding school buses, is forecast to be essentially unchanged from the 100,000 units in 2004. Demand for school buses is expected to be 27,500 units, up 5% from 2004.

Results of Operations (continued)

Engine

The engine segment designs and manufactures diesel engines in the 160-325 horsepower range for use 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 and industry results for the three months ended January 31, 2005 and 2004.

	Three Months Ended January 31	
	2005	2004
Results (Millions of dollars):		
Sales	**$ 722**	$ 594
Segment profit/(loss)	**(19)**	5
Sales data (in units):		
Total engine sales	**105,700**	91,500
OEM sales	**88,800**	74,500

The engine segment's revenues improved 22% over the comparable period in 2004, primarily due to higher sales volumes, but reported a net loss for the current period. The increase in engine sales, period over period, was across all product lines. The engine segment's loss for the first quarter of 2005 is the result of a lower profit margin on the segment's new I-6 engine which was launched in the second quarter of 2004; however, further cost and design reductions should continue to improve margins on the new I-6 engine. The results from the first quarter of 2004 included the previous I-6 engine which had a long life-cycle and a higher margin. In addition, the engine segment experienced one-time costs of approximately $12 million from one of its foundry operations and engineering costs associated with 2007 emission compliance. The company's V-8 shipments to Ford accounted for 84% of all OEM engine sales in the current period as compared to 89% in the comparable period.

The company continues to forecast that OEM shipments of mid-range diesel engines in 2005 are expected to be 365,400 units, 2% higher than 2004.

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 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 ended January 31, 2005 and 2004.

	Three Months Ended January 31	
	2005	2004
Results (Millions of dollars):		
Revenue	**$ 77**	$ 66
Segment profit	**35**	23
Sales of retail receivables	**$ 757**	$ 195
Gain on sales of retail receivables	**11**	4

The increase in net income is due to higher sales of receivables and an increased level of wholesale balances. Higher receivables sales volume reflects 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 H 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 will continue as Ford's exclusive supplier of V-8 diesel engines through 2012.

Restructuring and Other Non-recurring Charges (continued)

Status

Through January 31, 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 January 31 2005**
Lease terminations	21	(2)	**19**
Dealer terminations and other charges	12	(1)	**11**
Other non-recurring charges	64	(2)	**62**
Total	$ 97	$ (5)	**$ 92**

The remaining liability of $92 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 $13 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.

Liquidity and Capital Resources (continued)

Sources and Uses of Cash

(Millions of dollars)	Three Months Ended January 31, 2005
Cash flow from operations	$ (343)
Cash flow from investment programs	302
Cash flow from financing activities	(24)
Total cash flow	$ (65)
Cash and cash equivalents-beginning balance	$ 605
Cash and cash equivalents-ending balance	$ 540
Outstanding capital commitments	$ 91

The company had negative working capital of $1,056 million at January 31, 2005, primarily attributable to a shift in outstanding debt from long-term to short-term since the various funding facilities of NFC and its affiliates mature in 2005, compared to working capital of $34 million at January 31, 2004. NFC and its affiliates intend to refinance these facilities prior to their respective maturities. Cash used in operations during the first quarter of 2005 totaled $343 million, including a $120 million increase in receivables due to a net increase in wholesale notes and account balances, an $81 million increase in inventory due to higher truck and engine production volume and a $199 million decrease in accounts payable primarily due to the number of shutdown days in the quarter. Cash provided by investment programs of $302 million includes a net decrease in retail notes and lease receivables of $451 million related to the timing of the sale of finance receivables. This was offset by net purchases of marketable securities of $143 million. Cash used in financing activities primarily resulted from principal payments on debt of $48 million, partially offset by a net decrease in notes and debt outstanding under the bank revolving credit facility and other commercial paper programs of $22 million.

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 I 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 January 31, 2005, NFC’s funding consisted of sold finance receivables of $2,714 million, bank and other borrowings of $1,158 million and secured borrowings of $139 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 quarter of 2005, NFC sold $757 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 January 31, 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 January 31, 2005.

Company	Instrument type	Total Amount	Purpose of funding	Amount utilized	Matures or expires
TERFCO	Trust	$ 100	Unsecured Ford trade receivables	$ 100	2005
NFSC	Revolving wholesale note trust	$1,423	Eligible wholesale notes	$ 1,094	various
TRAC	Revolving retail account conduit	$ 100	Eligible retail accounts	$ 100	2005
TRIP	Revolving retail facility	$ 500	Retail notes and leases	$ 247	2005
NFC	Revolving credit facilities	$ 820	Retail notes and leases	$ 695	2005

As of January 31, 2005, the aggregate available to fund finance receivables under the various facilities was $707 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.

Income Taxes

The Statement of Financial Condition at January 31, 2005, includes a deferred tax asset of $1,477 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 June 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 and cash flows.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets, to amend Accounting Principles Board (APB) Opinion 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. Beginning in fiscal 2006, the company does not expect this statement will have a material impact on its results of operations, financial condition and cash flows.

New Accounting Pronouncements (continued)

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, companies 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.

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 January 31, 2005, the net fair value of these instruments would decrease by approximately $22 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 quarter of 2005, steel prices are 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 $1 million at January 31, 2005.

Item 4. Controls and Procedures

Evaluation 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 January 31, 2005. Based on that evaluation, the principal executive officer and principal financial officer of the company concluded that, as of January 31, 2005, there were weaknesses in the disclosure controls and procedures within the company's finance subsidiary 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 January 31, 2005 that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

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.

PART II - OTHER INFORMATION (continued)

Item 1. Legal Proceedings (continued)

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 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 of the inquiry.

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 1,846 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 $39.655 to $44.115 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.

PART II – OTHER INFORMATION (continued)

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds (continued)

Issuer Purchase of Equity Securities

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
11/1/04 – 11/30/04	-	-	-	-
12/1/04 – 12/31/04	31,421 (1)	$43.634	132 (2)	492,867
1/1/05 – 1/31/05	-	-	-	-

(1) 294 shares were purchased from an employee in connection with the payment of statutory withholding taxes in connection with the vesting of restricted stock. 30,995 shares were purchased from employees in connection with paying for the cost of stock option exercises and the applicable withholding taxes.

(2) The company announced a repurchase program in October 1999. Up to 4.5 million shares were approved for repurchase under the plan. The plan does not have an expiration date.

Item 5. Other Information

The unaudited restated Selected Quarterly Financial Data for fiscal 2004 presented in Note 22 to the Financial Statements in the company's 2004 Annual Report on Form 10-K has been modified to reflect minor differences. The differences represent timing within the quarters and do not impact total fiscal year amounts. The effect of the adjustments is reflected in this Form 10-Q and Exhibit 99.1 to the company's Form 8-K filed on April 12, 2005.

Selected Quarterly Financial Data (unaudited) – Fiscal 2004

	1st Quarter		**2nd Quarter**		**3rd Quarter**		**4th Quarter**	
Millions of dollars, except per share data	As Reported (a)	**As Adjusted (b)**	As Reported (a)	**As Adjusted (b)**	As Reported (a)	**As Adjusted (b)**	As Reported (a)	**As Adjusted (b)**
Sales and revenues	$ 1,943	**$ 1,945**	$ 2,354	**$ 2,353**	$ 2,348	**$ 2,349**	$ 3,079	**$ 3,077**
Net income (loss)	$ (15)	**$ (14)**	$ 54	**$ 52**	$ 49	**$ 50**	$ 159	**$ 159**
Earnings (loss) per share:								
Basic	$ (0.22)	**$ (0.20)**	$ 0.77	**$ 0.74**	$ 0.70	**$ 0.72**	$ 2.27	**$ 2.27**
Diluted	$ (0.22)	**$ (0.20)**	$ 0.70	**$ 0.67**	$ 0.64	**$ 0.66**	$ 2.02	**$ 2.02**

(a) Restated amounts and earnings per share as reported in the 2004 Annual Report on Form 10-K.
(b) Restated amounts and earnings per share reported herein and amounts reported in Form 8-K.

PART II – OTHER INFORMATION (continued)

Item 6. Exhibits

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: April 25, 2005

/s/ Mark T. Schwetschenau
Mark T. Schwetschenau
Senior Vice President and Controller
(Principal Accounting Officer)

EXHIBIT 3

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.

EXHIBIT 4

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES
--
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, 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.

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES

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).

4.16 80,000,000 Mexican Peso Revolving Credit Agreement dated as of September 3, 2003, 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 October 29, 2003, 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).

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES

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).

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 November 24, 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).

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

INSTRUMENTS DEFINING RIGHTS OF SECURITY HOLDERS,
INCLUDING INDENTURES

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.

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.

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

4.34 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.

4.35 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.

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.

EXHIBIT 10

NAVISTAR INTERNATIONAL CORPORATION
AND CONSOLIDATED SUBSIDIARIES

MATERIAL CONTRACTS

The following documents of Navistar International Corporation and its affiliates are incorporated herein by reference.

10.57 Indenture dated as of November 17, 2004, between Navistar Financial 2004-B Owner Trust and The Bank of New York, as Indenture Trustee, with respect to Navistar Financial 2004-B Owner Trust. Filed as Exhibit 4.2 to Navistar Financial 2004-B Owner Trust's Form 8-K dated March 9, 2005. Commission File No. 333-67112-06.

10.58 Series 2005-1 Supplement to the Pooling and Servicing Agreement, dated as of February 28, 2005, among the Corporation, as Servicer, Navistar Financial Securities Corporation, as Seller, and the Bank of New York, as Master Trust Trustee on behalf of the Series 2004-1 Certificate holders. Filed as Exhibit 4.1 to Navistar Financial Dealer Note Master Owner Trust's Form 8-K dated March 4, 2005. Commission File No. 333-104639-01.

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

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: April 25, 2005

/s/ Daniel C. Ustian
Daniel C. Ustian
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

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: April 25, 2005

/s/ Robert C. Lannert
Robert C. Lannert
Vice Chairman and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

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 January 31, 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: April 25, 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.

EXHIBIT 32.2

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 January 31, 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: April 25, 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.