## NAVISTAR INTERNATIONAL CORPORATION

Exhibit 10.35

## **Board of Directors Resolutions**

WHEREAS, the current annual retainer paid to non-employee Directors of the Corporation is \$50,000;

WHEREAS, one-fourth of the annual retainer to non-employee Directors is paid in the form of restricted shares of the Corporation's common stock, pursuant to a formula plan that was approved by the shareholders of the Corporation effective January 1, 1996 (the "Restricted Stock Plan"); and

**WHEREAS,** the Board of Directors wishes to increase the annual retainer paid to non-employee directors to \$60,000 and amend the Restricted Stock Plan to provide that the Plan will expire on December 31, 2005.

**RESOLVED,** that the Board of Directors hereby increases the annual retainer paid to non-employee directors to \$60,000, effective October 1, 2003; and

**FURTHER RESOLVED,** that the Board of Directors hereby amends the non-employee Director Restricted Stock Plan to provide that the Plan shall expire on December 31, 2005.