NAVISTAR INTERNATIONAL CORP
Form 10-K
December 30, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended October 31, 2008

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

Securities registered pursuant to Section 12(g) of the Act:

Common stock, par value $0.10 per share

Cumulative convertible junior preference stock, Series D (with $1.00 par value per share)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

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 þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

As of April 30, 2008, the aggregate market value of common stock held by non-affiliates of the registrant was $4.1 billion. For purposes of the foregoing calculation only, executive officers and directors of the registrant, and pension and 401(k) plans of the registrant, have been deemed to be affiliates.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act.) Yes ¨ No þ.

As of November 30, 2008, the number of shares outstanding of the registrant s common stock was 71,228,856, net of treasury shares.

Documents incorporated by reference: Portions of the Company s Proxy Statement for the Annual Meeting of Shareowners to be held on February 17, 2009, are incorporated by reference in Part III.

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NAVISTAR INTERNATIONAL CORPORATION FISCAL YEAR 2008 FORM 10-K

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Disclosure Regarding Forward-Looking Statements

Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such 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 not guarantees performance or results and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that 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. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for our ongoing obligations to disclose material information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.

Available Information

We are subject to the reporting and information requirements of the Exchange Act and as a result, are obligated to file periodic reports, proxy statements, and other information with the United States Securities and Exchange Commission (SEC). We make these filings available free of charge on our website (http://www.navistar.com) as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. The SEC maintains a website (http://www.sec.gov) that contains our annual, quarterly, and current reports, proxy and information statements, and other information we file electronically with the SEC. You can read and copy any materials we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Room 1850, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Information on our website does not constitute part of this Annual Report on Form 10-K.

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PART I

Item 1. ***Business***

Navistar International Corporation (NIC), incorporated under the laws of the state of Delaware in 1993, is a holding company whose principal operating subsidiaries are Navistar, Inc. and Navistar Financial Corporation (NFC). Both NIC and NFC file periodic reports with the SEC. References herein to the Company, we, our, or us refer to NIC and its subsidiaries, and certain variable interest entities of which we are the primary beneficiary. We report our annual results for our fiscal year, which ends October 31. As such, all references to 2008, 2007, and 2006 contained within this Annual Report on Form 10-K relate to the fiscal year unless otherwise indicated.

Overview

We are an international manufacturer of International brand commercial trucks, IC Bus, LLC (IC) brand buses, MaxxForce brand diesel engines, Workhorse Custom Chassis, LLC (WCC) brand chassis for motor homes and step vans, Navistar Defense, LLC military vehicles, and a provider of service parts for all makes of trucks and trailers. Additionally, we are a private-label designer and manufacturer of diesel engines for the pickup truck, van, and sport utility vehicles (SUV) markets. We also provide retail, wholesale, and lease financing of our trucks, and financing for our wholesale and retail accounts.

Our Strategy

Our long term strategy is focused on three pillars:

- Great Products
  - Growing our Class 8 tractor line, including an expanded line of ProStar and LoneStar® trucks
  - Focusing engine research and development in order to have a competitive advantage for the 2010 emissions standards
  - Introducing our advanced engine technology in new markets
- Competitive Cost Structure
  - Increasing our seamless integration of MaxxForce branded engine lines in our products, including the establishment of our new MaxxForce 11 and 13 engines
  - Reducing materials cost by increasing global sourcing, leveraging scale benefits, and finding synergies among strategic partnerships
- Profitable Growth
  - Working in cooperation with the U.S. military to provide an extensive line of defense vehicles and product support, including but not limited to, Mine Resistant Ambush Protected (MRAP) vehicles and other vehicles derived from our existing truck platforms

Minimizing the impact of our traditional markets cyclicality by growing the Parts segment and expansion markets sales, such as Mexico, international export, military export, recreational vehicle, commercial bus, and commercial step van

Broadening our Engine segment customer base

The two key enablers to the above strategy are as follows:

Leverage the resources we have and those of our partners

Grow in our traditional markets and globally through partnerships and joint ventures to reduce investment, increase speed to market, and reduce risk

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Maintain product and plant flexibility to fully utilize our existing facilities, people, and technologies

Combine global purchasing relationships to achieve scale and sourcing anywhere in the world to contain costs

Control our destiny

Control the development process and associated intellectual property of our products

Leverage key supplier competencies to reduce costs of components and improve quality

Ensure the health and growth of our distribution network to provide our products to key markets

Our Operating Segments

We operate in four industry segments: Truck, Engine, Parts (collectively called manufacturing operations), and Financial Services, which consists of NFC and our foreign finance operations (collectively called financial services operations). Corporate contains those items that do not fit into our four segments. Selected financial data for each segment can be found in Note 17, *Segment reporting*, to the accompanying consolidated financial statements.

Truck Segment

The Truck segment manufactures and distributes a full line of class 4 through 8 trucks and buses in the common carrier, private carrier, government/service, leasing, construction, energy/petroleum, military vehicles, and student and commercial transportation markets under the International, Navistar Defense, LLC, and IC brands. This segment also produces chassis for motor homes and commercial step-van vehicles under the WCC brand. Additionally, we design, produce, and market a brand of light commercial vehicles for the truck market in India under the Mahindra International, Ltd. (Mahindra) brand.

The Truck segment s manufacturing operations in the United States (U.S.), Canada, Mexico (collectively called North America), and South Africa consist principally of the assembly of components manufactured by our suppliers, although this segment also produces some sheet metal components, including truck cabs.

We compete primarily in the class 6 through 8 school bus, medium and heavy truck markets within the U.S. and Canada, which we consider our traditional markets. We have successfully expanded our traditional market by increasing our sales to the U.S. military. The products we sell to the U.S. military are derivatives of our commercial vehicles and allow us to leverage our manufacturing and engineering expertise, utilize existing plants, and seamless integration of our engines. We continue to grow in expansion markets, which include Mexico, international export, non-U.S. military, recreational vehicle (RV), commercial step-van, and other class 4 through 8 truck and bus markets. We market our commercial products through our extensive independent dealer network in North America, which offers a comprehensive range of services and other support functions to our customers. Our commercial trucks are distributed in virtually all key markets in North America through our distribution and service network, comprised of 820 U.S. and Canadian dealer and retail outlets and 85 Mexican dealer locations as of October 31, 2008. We occasionally acquire and operate dealer locations (Dealcor) for the purpose of transitioning ownership or providing temporary operational assistance. In addition, our network of used truck centers and International certified used truck dealers in the U.S. and Canada provides trade-in support to our dealers and national accounts group, and markets all makes and models of reconditioned used trucks to owner-operators and fleet buyers. The Truck segment is our largest operating segment, accounting for the majority of our total external sales and revenues.

The markets in which the Truck segment competes are subject to considerable volatility and move in response to cycles in the overall business environment. These markets are particularly sensitive to the industrial sector, which generates a significant portion of the freight tonnage hauled. Government regulation has impacted, and will continue to impact, trucking operations and the efficiency and specifications of equipment.

The class 4 through 8 truck and bus markets in North America are highly competitive. Major U.S. domestic competitors include: PACCAR Inc. (PACCAR), Ford Motor Company (Ford), and General Motors Corporation (GM). Competing foreign-controlled domestic manufacturers include: Freightliner and Western Star (both subsidiaries of Daimler-Benz AG (Mercedes Benz)), and Volvo and Mack (both subsidiaries of Volvo Global Trucks). Major U.S. military vehicle competitors include: BAE systems, Force Protection Inc, General Dynamics Land Systems, General Purpose Vehicles, Oshkosk Truck, and Protected Vehicles Incorporated. In addition, smaller, foreign-controlled market participants such as Isuzu Motors America, Inc. (Isuzu), Nissan North America, Inc. (Nissan), Hino (a subsidiary of Toyota Motor Corporation (Toyota)), and Mitsubishi Motors North America, Inc. (Mitsubishi) are competing in the U.S. and Canadian markets with primarily imported products. In Mexico, the major domestic competitors are Kenmex (a subsidiary of PACCAR) and Mercedes Benz.

Engine Segment

The Engine segment designs and manufactures diesel engines across the 50 through 475 horsepower range for use primarily in our class 6 and 7 medium trucks, military vehicles, buses, and selected class 8 heavy truck models, and for sale to original equipment manufacturers (OEMs) in North and South America for SUVs and pick-ups. This segment also sells engines for industrial and agricultural applications, and supplies engines for WCC, Low-Cab Forward (LCF), class 5 vehicles, and began production of our new MaxxForce 11 and 13 Big-Bore engines. The engine segment has made a substantial investment, together with Ford, in the Blue Diamond Parts (BDP) joint venture, which is responsible for the sale of service parts to Ford. The Engine segment is our second largest operating segment based on total external sales and revenues.

The Engine segment has manufacturing operations in the U.S., Brazil, and Argentina. The operations at these facilities consist principally of the assembly of components manufactured by our suppliers, as well as machining operations relating to steel and grey iron components.

Our diesel engines are sold under the MaxxForce brand as well as produced for other OEMs, principally Ford. We supply our V-8 diesel engine to Ford for use in all of Ford s diesel-powered super-duty trucks and vans over 8,500 lbs. gross vehicle weight in North America. Shipments to Ford during the year ended October 31, 2008 account for 90% of our V-8 shipments and 44% of total shipments (including intercompany transactions). We are currently involved in litigation with Ford. For more information regarding our litigation with Ford, see Item 3, *Legal Proceedings*. There has been a decrease in Ford shipments due to a reduction in the production of heavy-duty pickup trucks built by Ford that contain diesel engines. We believe there is a high probability that this decrease in Ford engine volumes is permanent and will not return to historical volumes. As a result of our expectations related to future Ford engine volumes, we have taken an asset impairment charge and accrued other related costs in 2008.

In the U.S. and Canada mid-range commercial truck diesel engine market, there are six major players: Navistar, Inc., Cummins Inc. (Cummins), Mercedes Benz, Caterpillar Inc. (Caterpillar), Isuzu, and Hino. In the heavy pickup truck markets, Navistar, Inc. (Power Stroke®) in the Ford Super Duty, competes with Cummins in Dodge, and GM/Isuzu (Duramax) in Chevrolet and GMC.

In South America, we have a substantial share of the diesel engine market in the mid-sized pickup and SUV markets as well as the mid-range diesel engines produced in that market. Our South American subsidiary MWM International Industria De Motores Da America Do Sul Ltda. (MWM) is a leader in the South American mid-range diesel engine market. MWM sells products in more than 35 countries on five continents and provides customers with additional engine offerings in the agriculture, marine, and light truck markets. MWM competes with Mitsubishi and Toyota in the Mercosul pickup and SUV markets; Cummins, Mercedes Benz, and Fiat Powertrain (FPT) in the Light and Medium truck markets; Mercedes Benz, Cummins, Scania, Volvo, and FPT in the heavy truck market; Mercedes Benz in the bus market; New Holland (a subsidiary of CNH Global N.V.), Sisu Diesel (a subsidiary of AGCO Corporation), and John Deere in the agricultural market; and Scania and Cummins in the stationary market.

In Mexico, we compete in classes 4 through 8 with MaxxForce 5, 7, DT, and 9 engines, facing competition from Cummins, Caterpillar, Isuzu, Hino, Mercedes Benz, and Ford. The application of the new MaxxForce 11 and 13 Big-Bore engines in Mexico will depend on the availability of low sulfur diesel fuel throughout the country. In buses, we compete in classes 6 through 8 with I-6 MaxxForce DT and 9 engines and I-4 MWM engines branded MaxxForce 4.8, having as a main competitor Mercedes Benz with 904 and 906 series engines.

Parts Segment

The Parts segment supports our brands of International trucks, IC buses, WCC chassis, Navistar Defense, LLC vehicles, and MaxxForce engines by providing customers with proprietary products together with a wide selection of other standard truck, trailer, and engine service parts. We distribute service parts in North America and the rest of the world through the dealer network that supports our Truck and Engine segments.

Our extensive dealer channels provide us with an advantage in serving our customers. Goods are delivered to our customers either through one of our 11 regional parts distribution centers in North America or through direct shipment from our suppliers for parts not generally stocked at our distribution centers. We have a dedicated parts sales team within North America, as well as three national account teams focused on large fleet customers, a global sales team, and a government and military team. In conjunction with the Truck sales and technical service group, we provide an integrated support team that works to find solutions to support our customers.

Financial Services Segment

The Financial Services segment provides retail, wholesale, and lease financing of products sold by the Truck segment and its dealers within the U.S. and Mexico. We also finance wholesale and 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 our truck products. Our Mexican financial services operations primary business is to provide wholesale, retail, and lease financing to the Mexican operations dealers and retail customers.

In 2008, retail, wholesale, and lease financing of products manufactured by others approximated 14% of the financial services segment s total originations. This segment provided wholesale financing in 2008 and 2007 for 96% and 94%, respectively, of our new truck inventory sold by us to our dealers and distributors in the U.S. and provided retail and lease financing of 11% and 12% of all new truck units sold or leased by us to retail customers for 2008 and 2007, respectively.

Government Contracts

Since 2006, orders from the U.S. military for our vehicles, services, technical expertise, and related service parts have become increasingly significant. As a U.S. government contractor, we are subject to specific regulations and requirements as mandated by our contracts. These regulations include Federal Acquisition Regulations, Defense Federal Acquisition Regulations, and the Code of Federal Regulations. We are also subject to routine audits and investigations by U.S. government agencies such as the Defense Contract Management Agency and Defense Contract Audit Agency. These agencies review and assess compliance with contractual requirements, cost structure, and applicable laws, regulations, and standards.

Engineering and Product Development

Our engineering and product development programs are focused on product improvements, innovations, and cost reductions. As a truck manufacturer, costs have been focused on further development of our existing products such as the Prostar and LoneStar trucks as well as modifications of our trucks to accommodate 2010 emission compliant engines. As a diesel engine manufacturer, we have incurred research, development, and tooling costs

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to design our engine product lines to meet United States Environmental Protection Agency (U.S. EPA), California Air Resources Board (CARB), and other applicable foreign government emission requirements. Our engineering and product development expenditures were $380 million in 2008 compared to $382 million in 2007.

Acquisitions, Strategic Agreements, and Joint Ventures

We continuously seek and evaluate opportunities in the marketplace that provide us with the ability to leverage new technology, expand our engineering expertise, provide access to expansion markets, and identify component and material sourcing alternatives. During the recent past, we have entered into a number of collaborative strategic relationships and have acquired businesses that allowed us to generate manufacturing efficiencies, economies of scale, and market growth opportunities. We also routinely re-evaluate our existing relationships to determine whether they continue to provide the benefits we originally envisioned as well as review potential partners for new opportunities.

In November 2007, we signed a second joint venture with Mahindra & Mahindra, Ltd. to produce diesel engines for medium and heavy commercial trucks and buses in India. This joint venture affords us the opportunity to enter a market in India that has significant growth potential for commercial vehicles and diesel power. We maintain a 49% ownership in this joint venture.

In December 2007, we sold our interests in a heavy-duty trucks parts remanufacturing business. In connection with this sale, we received gross proceeds of $22 million.

Backlog

Our worldwide backlog of unfilled truck orders (subject to cancellation or return in certain events) at October 31, 2008 and 2007 was 21,400 and 18,900 units, respectively. Although the backlog of unfilled orders is one of many indicators of market demand, other factors such as changes in production rates, internal and supplier available capacity, new product introductions, and competitive pricing actions may affect point-in-time comparisons.

Employees

As our business requirements change, fluctuations may occur within our workforce from year to year. The following tables summarize the number of employees worldwide as of the dates indicated and an additional subset of active union employees represented by the United Automobile, Aerospace and Agricultural Implement Workers of America (UAW), the National Automobile, Aerospace and Agricultural Implement Workers of Canada (CAW), and other unions, for the periods as indicated:

	As of October 31,		
	2008	**2007(A)**	**2006**
Employees worldwide			
Total active employees	**15,900**	13,300	17,500
Total inactive employees	**1,900**	3,900	700
Total employees worldwide	**17,800**	17,200	18,200

	As of October 31,		
	2008	**2007(A)**	**2006**
Total active union employees			
Total UAW	**3,300**	2,000	4,800
Total CAW	**1,000**	600	1,400
Total other unions	**2,800**	2,100	16200

(A)

Employees are considered inactive in certain situations including disability leave, leave of absence, layoffs, and work stoppages. Inactive employees as of October 31, 2007 included approximately 2,500 UAW workers who had commenced a work stoppage that began on October 23, 2007 and ended on December 16, 2007.

Our existing labor contract with the UAW runs through September 30, 2010. Our existing labor contract with the CAW runs through June 30, 2009. See Item 1A, *Risk Factors*, for further discussion related to the risk associated with labor and work stoppages.

Patents and Trademarks

We continuously obtain patents on our inventions and own a significant patent portfolio. Additionally, many of the components we purchase for our products are protected by patents that are owned or controlled by the component manufacturer. We have licenses under third-party patents relating to our products and their manufacture and grant licenses under our patents. The monetary royalties paid or received under these licenses are not material.

Our primary trademarks are an important part of our worldwide sales and marketing efforts and provide instant identification of our products and services in the marketplace. To support these efforts, we maintain, or have pending, registrations of our primary trademarks in those countries in which we do business or expect to do business. We grant licenses under our trademarks for consumer-oriented goods, such as toy trucks and apparel, outside the product lines that we manufacture. The monetary royalties received under these licenses are not material.

Supply

We purchase raw materials, parts, and components from numerous outside suppliers. To avoid duplicate tooling expenses and to maximize volume benefits, single-source suppliers fill a majority of our requirements for parts and components.

The impact of an interruption in supply will vary by commodity and type of part. Some parts are generic to the industry while others are of a proprietary design requiring unique tooling, which require additional effort to relocate. However, we believe our exposure to a disruption in production as a result of an interruption of raw materials and supplies is no greater than the industry as a whole. In order to alleviate losses resulting from an interruption in supply, we maintain contingent business interruption insurance for loss of earnings and/or extra expense directly resulting from physical loss or damage at a direct supplier location.

While we believe we have adequate assurances of continued supply, the inability of a supplier to deliver could have an adverse effect on production at certain of our manufacturing locations.

Impact of Government Regulation

Truck and engine manufacturers continue to face significant governmental regulation of their products, especially in the areas of environment and safety. New on-highway emissions standards came into effect in the U.S. on January 1, 2007, which reduced allowable particulate matter and allowable nitrogen oxide. This change in emissions standards resulted in a significant increase in the cost of our products to meet these emissions levels.

We have incurred research, development, and tooling costs to design and produce our engine product lines to meet U.S. EPA and CARB emission requirements. The 2007 emission compliance standards required a more stringent reduction of nitrogen oxide and particulate matter with an additional reduction scheduled for January 1, 2010. We are developing products to meet the requirements of the 2010 emissions standards. The 2010 CARB emission regulations will begin the initial phase-in of on-board diagnostics for truck engines and are a part of our product plans.

Canadian heavy-duty engine emission regulations essentially mirror those of the U.S. EPA. Beginning in July 2008, heavy-duty engine emission requirements reflect Euro IV standards with which we are compliant. More stringent reductions of nitrogen oxide are required by 2010; however, compliance in Mexico is conditioned on availability of low sulfur diesel fuel that may not be available at that time.

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Truck manufacturers are also subject to various noise standards imposed by federal, state, and local regulations. The engine is one of a truck s primary sources of noise, and we therefore work closely with OEMs to develop strategies to reduce engine noise. We are also subject to the National Traffic and Motor Vehicle Safety Act (Safety Act) and Federal Motor Vehicle Safety Standards (Safety Standards) promulgated by the National Highway Traffic Safety Administration. We believe we are in substantial compliance with the requirements of the Safety Act and the Safety Standards.

The Energy Independence and Security Act of 2007 (EISA07) was signed into law in December 2007. EISA07 requires the Department of Transportation (DOT) to determine in a rulemaking preceding how to implement fuel efficiency standards for trucks with gross vehicle weights of 8,500 pounds and above. It is presently estimated that EISA07 will result in fuel efficiency standards being implemented for trucks in the 2016 2017 timeframe. EISA07 requires studies on truck fuel efficiency by the National Academy of Sciences and the DOT, in advance of the DOT rulemaking process. We are actively engaged in providing information on vehicle fuel efficiency for the studies and we expect to participate in the rulemaking process.

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EXECUTIVE OFFICERS OF NIC

The following selected information for each of our current executive officers (as defined by regulations of the SEC) was prepared as of November 30, 2008.

William A. Caton, 57, Executive Vice President and Chief Risk Officer of NIC since 2008. He is also Executive Vice President and Chief Risk Officer of Navistar, Inc. since 2008. Prior to these positions, he served as a director and Executive Vice President and Chief Financial Officer of both NIC and Navistar, Inc. from 2006 to 2008 and Executive Vice President and Vice President, Finance of both NIC and Navistar, Inc. from 2005 to 2006. Prior to these positions, he was employed by various subsidiaries of Dover Corporation from 1989 to 2005, most recently serving as Vice President and Chief Financial Officer of Dover Diversified, Inc., a diversified manufacturing company with over 7,000 employees, from 2002 to 2005; Chief Financial Officer of Waukesha Bearings, a leading supplier of fluid film and active magnetic bearings for turbo machinery, from 2001 to 2002; and Executive Vice President of DovaTech, Ltd., a manufacturer of welding equipment from 2000 to 2001.

Phyllis E. Cochran, 56, Senior Vice President and General Manager of the Parts Group of Navistar, Inc. since 2007. Prior to this position, Ms. Cochran served as Vice President and General Manager of the Parts Group of Navistar, Inc. from 2004 to 2007. Ms. Cochran was also Chief Executive Officer and General Manager of Navistar Financial Corporation from 2003 to 2004. Ms. Cochran was Executive Vice President and General Manager of Navistar Financial Corporation from 2002 to 2003. Ms. Cochran also served as Vice President of Operations for Navistar Financial Corporation from 2000 to 2002; and Vice President and Controller for Navistar Financial Corporation from 1994 to 2000. She is a director of The Mosaic Company, a world leading producer and marketer of concentrated phosphate and potash crop nutrients.

Steven K. Covey, 57, Senior Vice President and General Counsel of NIC since 2004 and Chief Ethics Officer since 2008. Mr. Covey also is Senior Vice President and General Counsel of Navistar, Inc. since 2004 and Chief Ethics Officer since 2008. Prior to these positions, Mr. Covey served as Deputy General Counsel of Navistar, Inc. from April 2004 to September 2004 and as Vice President and General Counsel of Navistar Financial Corporation from 2000 to 2004. Mr. Covey also served as Corporate Secretary for NIC from 1990 to 2000; and Associate General Counsel of Navistar, Inc. from 1992 to 2000.

Gregory W. Elliott, 47, Senior Vice President, Human Resources and Administration of Navistar, Inc. since 2008. Prior to this position, Mr. Elliott served as Vice President, Corporate Human Resources and Administration of Navistar, Inc. from 2004 to 2008 and as Vice President, Corporate Communications of Navistar, Inc., from 2000 to 2004. Prior to joining Navistar, Inc., Mr. Elliott served as Director of Executive Communications of General Motors Corporation from 1997 to 1999.

Terry M. Endsley, 53, Executive Vice President, Chief Financial Officer and a directors of NIC since 2008. He is also a director and Executive Vice President and Chief Financial Officer of Navistar, Inc. since 2008. Prior to these positions, he served as Senior Vice President and Treasurer of NIC since 2006 and Vice President and Treasurer of NIC since 2003. Mr. Endsley also served as Senior Vice President and Treasurer of Navistar, Inc. since 2006 and Vice President and Treasurer of Navistar, Inc. since 2003. Prior to that, Mr. Endsley served as Assistant Treasurer of NIC from 1997 to 2003 and as Assistant Treasurer of Navistar, Inc. from 1997 to 2003.

D.T. (Dee) Kapur, 56, President of the Truck Group of Navistar, Inc. since 2003. Prior to joining Navistar, Inc., Mr. Kapur was employed by Ford Motor Company, a leading worldwide automobile manufacturer, from 1976 to 2003, most recently serving as Executive Director of North American Business Revitalization, Value Engineering from 2002 to 2003; Executive Director of Ford Outfitters, North American Truck, from 2001 to 2002; and Vehicle Line Director, Full Size Pick-ups and Utilities from 1997 to 2001.

Curt A. Kramer, 40, Corporate Secretary of NIC since 2007. Mr. Kramer also is Associate General Counsel and Corporate Secretary of Navistar, Inc. since 2007. Prior to these positions, Mr. Kramer served as General Attorney

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of Navistar, Inc. from April 2007 to October 2007, Senior Counsel of Navistar, Inc. from 2004 to 2007, Senior Attorney of Navistar, Inc. from 2003 to 2004 and Attorney of Navistar, Inc. from 2002 to 2003. Prior to joining Navistar, Inc., Mr. Kramer was in private practice.

James M. Moran, 43, Vice President and Treasurer of NIC since 2008. Mr. Moran is also Vice President and Treasurer of Navistar, Inc. since 2008. Prior to these positions, Mr. Moran served as Vice President and Assistant Treasurer of both NIC and Navistar, Inc. from 2007 to 2008 and Director of Corporate Finance of Navistar, Inc. from 2005 to 2007. Prior to joining NIC, Mr. Moran served as Vice President and Treasurer of R.R. Donnelley & Sons Company from 2003 to 2004 and Assistant Treasurer of R.R. Donnelley & Sons Company from 2002 to 2003. Prior to that, Mr. Moran held various positions in corporate finance, strategic planning, and credit and collections at R.R. Donnelley & Sons Company.

Daniel C. Ustian, 58, President and Chief Executive Officer of NIC since 2003 and Chairman of the Board of Directors of NIC since 2004. He is also Chairman of Navistar, Inc. since 2004 and President and Chief Executive Officer of Navistar, Inc. since 2003 and a director since 2002. Prior to these positions, he was President and Chief Operating Officer from 2002 to 2003, and President of the Engine Group of Navistar, Inc. from 1999 to 2002, and he served as Group Vice President and General Manager of Engine & Foundry from 1993 to 1999. He is a director of Monaco Coach Corporation and a member of the Business Roundtable, Society of Automotive Engineers and the American Foundry Association.

John P. Waldron, 44, Vice President and Controller (Principal Accounting Officer) of NIC since 2006. Prior to this position, Mr. Waldron was employed from 2005 to 2006 as Vice President, Assistant Corporate Controller of R.R. Donnelley & Sons Company, an international provider of print and print related services. Prior to that, Mr. Waldron was employed from 1999 to 2005 as Corporate Controller of Follett Corporation, a provider of education-related products and services.

Item 1A. ***Risk Factors***

The Company s financial condition, results of operations, and cash flows are subject to various risks, many of which are not exclusively within the Company s control that may cause actual performance to differ materially from historical or projected future performance. The risks described below could materially and adversely affect our business, financial condition, results of operations, or cash flows. These risks are not the only risks that we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations.

Our technology solution to meet U.S. federal 2010 emissions standards may not be successful or may be more costly than planned. Most truck and engine manufacturers have chosen selective catalytic reduction (SCR) systems to address the 2010 emission standards. We intend to address the 2010 emissions requirements for our core applications through advances in fuel systems, air management, combustion, and engine controls.

The markets in which we compete are subject to considerable cyclicality. Our ability to be profitable depends in part on the varying conditions in the truck, bus, mid-range diesel engine, and service parts markets, which are subject to cycles in the overall business environment and are particularly sensitive to the industrial sector, which generates a significant portion of the freight tonnage hauled. Truck and engine demand is also dependent on general economic conditions, interest rate levels, and fuel costs, among other external factors.

We operate in the highly competitive North American truck market. The North American truck market in which we operate is highly competitive. This competition results in price discounting and margin pressures throughout the industry and adversely affects our ability to increase or maintain vehicle prices.

Our business may be adversely impacted by work stoppages and other labor relations matters. We are subject to risk of work stoppages and other labor relations matters because a significant portion of our workforce is unionized. As of October 31, 2008, approximately 64% of our hourly workers and 9% of

our salaried workers are represented by labor unions and are covered by collective bargaining agreements. Many of these agreements include provisions that limit our ability to realize cost savings from restructuring initiatives such as plant closings and reductions in workforce. Our current collective bargaining agreement with the UAW will expire in October 2010. Any UAW strikes, threats of strikes, or other resistance in connection with the negotiation of a new agreement or otherwise could materially adversely affect our business as well as impair our ability to implement further measures to reduce structural costs and improve production efficiencies. A lengthy strike by the UAW that involves a significant portion of our manufacturing facilities could have a material adverse effect on our financial condition, results of operations, and cash flows. See Item 1, *Business*, Employees.

Current credit market conditions may impair our access to sufficient capital to engage in financing activities. The U.S. and global economies are currently undergoing a period of economic uncertainty, and the related financial markets are experiencing unprecedented volatility. The current financial turmoil affecting the banking system and financial markets and the possibility that financial institutions may consolidate or go out of business have resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in fixed income, credit, currency, and equity markets. Our financial services segment supports our manufacturing operations by providing financing to a significant portion of our dealers and retail customers. Our Financial Services segment traditionally obtains the funds to provide such financing from sales of receivables, medium and long-term debt, and equity capital and from short and long-term bank borrowings. If cash provided by operations, bank borrowings, continued sales and securitizations of receivables, and the placement of term debt does not provide the necessary liquidity, our Financial Services segment may restrict its financing of our products both at the wholesale and retail level, which may have a significant negative effect on our liquidity and results of operations.

Our liquidity position may be adversely affected by a continued downturn in our industry. Any downturn in our industry can adversely affect our operating results. In the event that industry conditions remain weak for any significant period of time, our liquidity position may be adversely affected, which may limit our ability to complete product development programs, capital expenditure programs, or other strategic initiatives at currently anticipated levels.

The loss of business from Ford could have a negative impact on our business, financial condition, and results of operations. Ford accounted for approximately 7% of our revenues for 2008, 14% of our revenues for 2007, and 12% of our revenues for 2006. In addition, Ford accounted for approximately 44%, 58%, and 61% of our diesel engine unit volume (including intercompany transactions) in 2008, 2007, and 2006, respectively, primarily relating to the sale of our V-8 diesel engines. See Item 3, *Legal Proceedings,* and Note 16, *Commitments and contingencies,* to the accompanying consolidated financial statements, for information related to our pending litigation with Ford. The loss of business or further reductions in business from Ford or the early termination or non-renewal of our agreement with Ford may potentially subject us to other costs that may be material. See Note 7, *Impairment of property and equipment and related charges*, to the accompanying consolidated financial statements, for additional information.

We may not achieve all of the expected benefits from our current business strategies and initiatives. We have recently completed acquisitions and joint ventures. No assurance can be given that our previous or future acquisitions or joint ventures will be successful and will not materially adversely affect our business, financial condition, or results of operations. Failure to successfully manage and integrate these and potential future acquisitions and joint ventures could materially harm our financial condition, results of operations, and cash flows.

Our manufacturing operations are dependent upon third-party suppliers, making us vulnerable to supply shortages. We obtain materials and manufactured components from third-party suppliers. Some of our suppliers are the sole source for a particular supply item. Any delay in receiving supplies could impair our ability to deliver products to our customers and, accordingly, could have a material adverse effect on our business, financial condition, results of operations, and cash flows. The volatility in the financial markets and uncertainty in the automotive sector could result in exposure related to the financial viability of certain of our key third-party suppliers.

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Our business may be adversely affected by government contracting risks. We derived approximately 27% of our revenues for 2008, 4% of our revenues for 2007, and 2% of our revenues for 2006 from the U.S. government. Our existing U.S. government contracts could extend over multiple years and are conditioned upon the continuing availability of congressional appropriations. Congress usually appropriates funds on a fiscal-year basis and if the congressional appropriations for a program under which we are contractors are not made, or are reduced or delayed, our contract could be cancelled or government purchases under the contract could be reduced or delayed, which could adversely affect our financial condition, results of operations, or cash flows. Although we have multiple bids and quotes, there are no guarantees that they will be awarded to us in the future or that volumes will be similar to volumes under previously awarded contracts. In addition, U.S. government contracts generally permit the contracting government agency to terminate the contract, in whole or in part, either for the convenience of the government or for default based on our failure to perform under the contract. If a contract is terminated for convenience, we would generally be entitled to the payment of our allowable costs and an allowance for profit on the work performed. If one of our government contracts were to be terminated for default, we could be exposed to liability and our ability to obtain future contracts could be adversely affected.

We are the subject of various lawsuits and governmental investigations alleging violations of federal securities laws and Delaware state law in relation to the restatement of certain previously issued financial statements. The restatement of our financial results has led to lawsuits and governmental investigations. For additional information regarding this matter, see Item 3, *Legal Proceedings.*

Failure to properly identify and correct material weaknesses or comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act requires that we evaluate and determine the effectiveness of our internal control over financial reporting. As described in Item 9A, *Controls and Procedures,* of this Annual Report on Form 10-K, we concluded that there are material weaknesses in our internal control over financial reporting. If we do not correct these material weaknesses, or we or our independent registered public accounting firm determines that we have additional material weaknesses in our internal control over financial reporting, we may be unable to provide financial information in a timely and reliable manner. Although we consistently review and evaluate our internal control systems to allow management to report on, and our independent auditors to attest to, the sufficiency of our internal control, we cannot assure you that we will not discover additional material weaknesses in our internal control over financial reporting. Any such additional material weaknesses or failure to correct existing material weaknesses could adversely affect investor confidence in the Company.

We have significant under-funded postretirement obligations. The under-funded portion of our projected benefit obligation was $763 million and $197 million for pension benefits at October 31, 2008 and 2007, respectively, and $979 million and $1.1 billion for postretirement healthcare benefits at October 31, 2008 and 2007, respectively. Moreover, we have assumed expected rates of return on plan assets and growth rates of retiree medical costs and the failure to achieve the expected rates of return and growth rates could have an adverse impact on our under-funded postretirement obligations, financial condition, results of operations, and cash flows. The volatility in the financial markets affects the valuation of our pension assets and liabilities, resulting in potentially higher pension costs and higher levels of under-funding in future periods.

Our substantial debt could require us to use a significant portion of our cash flows to satisfy our debt obligations and may limit our operating flexibility. We have a substantial amount of outstanding indebtedness which could:

- Increase our vulnerability to general adverse economic and industry conditions;
- Limit our ability to use operating cash flows in other areas of our business because we must dedicate a portion of these funds to make significantly higher interest payments on our indebtedness;
- Limit our ability to obtain additional financing to fund future working capital, acquisitions, capital expenditures, engineering and product development costs, and other general corporate requirements;

Limit our ability to take advantage of business opportunities as a result of various restrictive covenants in our indebtedness; and

Place us at a competitive disadvantage compared to our competitors that have less debt.

The costs associated with complying with environmental and safety regulations could lower our margins. We, like other truck and engine manufacturers, continue to face heavy governmental regulation of our products, especially in the areas of environment and safety. We have incurred engineering and product development costs and tooling costs to design our engine product lines to meet new U.S. EPA and CARB and other applicable foreign government emission standards. Complying with environmental and safety requirements adds to the cost of our products and increases the capital-intensive nature of our business.

We are exposed to political, economic, and other risks that arise from operating a multinational business. We have significant operations in foreign countries, primarily in Canada, Mexico, Brazil, Argentina, and India. Accordingly, our business is subject to the political, economic, and other risks that are inherent in operating in those countries and internationally. These risks include, among others:

Trade protection measures and import or export licensing requirements;

Tax rates in certain foreign countries that exceed those in the U.S. and the imposition of withholding requirements for taxes on foreign earnings;

Difficulty in staffing and managing international operations and the application of foreign labor regulations;

Currency exchange rate risk; and

Changes in general economic and political conditions in countries where we operate, particularly in emerging markets.

Our ability to use net operating loss (NOL) carryovers to reduce future tax payments could be negatively impacted if there is a change in our ownership or a failure to generate sufficient taxable income. Presently, there is no annual limitation on our ability to use NOLs to reduce future income taxes. However, if an ownership change as defined in Section 382 of the Internal Revenue Code of 1986, as amended, occurs with respect to our capital stock, our ability to use NOLs would be limited to specific annual amounts. Generally, an ownership change occurs if certain persons or groups increase their aggregate ownership by more than 50 percentage points of our total capital stock in a three-year period. If an ownership change occurs, our ability to use domestic NOLs to reduce taxable income is generally limited to an annual amount based on the fair market value of our stock immediately prior to the ownership change multiplied by the long-term tax-exempt interest rate. NOLs that exceed the Section 382 limitation in any year continue to be allowed as carryforwards for the remainder of the 20-year carryforward period and can be used to offset taxable income for years within the carryover period subject to the limitation in each year. Our use of new NOLs arising after the date of an ownership change would not be affected. If more than a 50% ownership change were to occur, use of our NOLs to reduce payments of federal taxable income may be deferred to later years within the 20-year carryover period; however, if the carryover period for any loss year expires, the use of the remaining NOLs for the loss year will be prohibited. If we should fail to generate a sufficient level of taxable income prior to the expiration of the NOL carryforward periods, then we will lose the ability to apply the NOLs as offsets to future taxable income.

Adverse resolution of litigation may adversely affect our financial condition, results of operations, or cash flows. Litigation can be expensive, lengthy, and disruptive to normal business operations. The results of complex legal proceedings are often uncertain and difficult to predict. An unfavorable outcome of a particular matter could have a material adverse effect on our business, financial condition, results of operations, or cash flows. For additional information regarding certain lawsuits in which we are involved, see Item 3, *Legal Proceedings,* and Note 16, *Commitments and contingencies,* to the accompanying consolidated financial statements.

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Item 1B. ***Unresolved Staff Comments***

We have received no written comments regarding our periodic or current reports from the staff of the SEC that were issued 180 days or more preceding the end of 2008 that remain unresolved.

Item 2. ***Properties***

In North America, we operate fourteen manufacturing and assembly facilities, which contain in the aggregate approximately 12 million square feet of floor space. Of these fourteen facilities, eleven are owned and three are subject to leases. Eight plants manufacture and assemble trucks, buses, and chassis, while six plants are used to build engines. Of these six plants, four manufacture diesel engines, one manufactures grey iron castings, and one manufactures ductile iron castings. In addition, we own or lease other significant properties in the U.S. and Canada including vehicle and parts distribution centers, sales offices, two engineering centers (which serve our Truck and Engine segments), and our headquarters which is located in Warrenville, Illinois. In addition, we own and operate manufacturing plants in both Brazil and Argentina, which contain a total of 1 million square feet of floor space for use by our South American engine subsidiaries.

The principal product development and engineering facility for our Truck segment is located in Fort Wayne, Indiana, and for our Engine segment is located in Melrose Park, Illinois. The Parts segment has eight distribution centers in the U.S., two in Canada, and one in Mexico.

A majority of the activity of the Financial Services segment is conducted from leased headquarters in Schaumburg, Illinois. The Financial Services segment also leases an office in Mexico.

All of our facilities are being utilized with the exception of the Indianapolis, Indiana engine plant, which stopped producing finished goods effective May 23, 2008 due to low order volumes for our V-8 engine. Resumption of production at this facility is dependent upon the receipt of additional engine orders. We believe that all of our facilities have been adequately maintained, are in good operating condition, and are suitable for our current needs. These facilities, together with planned capital expenditures, are expected to meet our needs in the foreseeable future.

Item 3. ***Legal Proceedings***

Overview

We are subject to various claims arising in the ordinary course of business, and are party to various legal proceedings that constitute ordinary routine litigation incidental to our business. The majority of these claims and proceedings relate to commercial, product liability, and warranty matters. In our opinion, apart from the actions set forth below, the disposition of these proceedings and claims, after taking into account recorded accruals and the availability and limits of our insurance coverage, will not have a material adverse effect on our business or our financial condition, results of operations, or cash flows.

Ford Litigation

In January 2007, a complaint was filed against us in Oakland County Circuit Court in Michigan by Ford claiming damages relating to warranty and pricing disputes with respect to certain engines purchased by Ford from us. While Ford s complaint did not quantify its alleged damages, we estimate that Ford may be seeking in excess of $500 million, and that this amount may increase (i) as we continue to sell engines to Ford at a price that Ford alleges is too high and (ii) as Ford pays its customers warranty claims, which Ford alleges are attributable to us. We disagree with Ford s position and are defending ourselves vigorously in this litigation. We have filed an answer to the complaint denying Ford s allegations in all material respects. We have also asserted affirmative defenses to Ford s claims, as well as counterclaims alleging that, among other things, Ford has materially breached contracts between it and us in several different respects. Based on our investigation to date, we believe

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we have meritorious defenses to this matter. There can be no assurance, however, that we will be successful in our defense. In June 2007, we filed a separate lawsuit against Ford in the Circuit Court of Cook County, Illinois, for breach of contract relating to the manufacture of new diesel engines for Ford for use in vehicles including the F-150 pickup truck. In that case we are seeking unspecified damages. In September 2007, the judge dismissed our lawsuit against Ford, directing us to proceed with mediation. In February 2008, we re-filed the lawsuit against Ford because the parties were unable to resolve the dispute through mediation.

Securities and Exchange Commission Investigations

In October 2004, we received a request from the staff of the SEC to voluntarily produce certain documents and information related to our accounting practices with respect to defined benefit pension plans and other postretirement benefits. We fully cooperated with this request. Based on the status of the inquiry, we are not able to predict the final outcome.

In January 2005, we announced that we would restate our financial results for 2002 and 2003 and the first three quarters of 2004. Our restated Annual Report on Form 10-K was filed in February 2005. The SEC notified us on February 9, 2005 that it was conducting an informal inquiry into our restatement. On March 17, 2005, we were advised by the SEC that the status of the inquiry had been changed to a formal investigation. On April 7, 2006, we announced that we would restate our financial results for 2002 through 2004 and for the first three quarters of 2005. We were subsequently informed by the SEC that it was expanding the investigation to include this restatement. Our 2005 Annual Report on Form 10-K, which included the restated financial statements, was filed in December 2007. We have been providing information to and fully cooperating with the SEC on this investigation. Based on the status of the investigation, we are not able to predict its final outcome.

Litigation Relating to Accounting Controls and Financial Restatement

In December 2007, a complaint was filed against us by Norfolk County Retirement System and Brockton Contributory Retirement System (collectively Norfolk). In March 2008, an additional complaint was filed by Richard Garza. Each of these matters is pending in the United States District Court, Northern District of Illinois.

The plaintiffs in the Norfolk case allege they are shareholders suing on behalf of themselves and a class of other shareholders who purchased shares of the Company s common stock between February 14, 2003 and July 17, 2006. The complaint alleges that the defendants, which include the Company, one of its executive officers, two of its former executive officers, and the Company s former independent accountants, Deloitte & Touche LLP, violated federal securities laws by making false and misleading statements about the Company s financial condition during that period. In March 2008, the court appointed Norfolk County Retirement System and the Plumbers Local Union 519 Pension Trust as joint lead plaintiffs. The plaintiffs in this matter seek compensatory damages and attorneys fees among other relief. We are currently awaiting the Court s decision on a motion to dismiss that we originally filed on July 7, 2008.

The plaintiff in the Garza case brought a derivative claim on behalf of the Company against one of the Company s executive officers, two of its former executive officers, and certain of its directors, alleging that (i) all of the defendants violated their fiduciary obligations under Delaware law by willfully ignoring certain accounting and financial reporting problems at the Company, thereby knowingly disseminating false and misleading financial information about the Company, (ii) certain of the defendants were unjustly enriched in connection with their sale of Company stock during the December 2002 to January 2006 period, and (iii) defendants violated Delaware law by failing to hold an annual meeting of shareholders. In connection with this last allegation, the plaintiff seeks an order requiring defendants to schedule an annual meeting of shareholders. Otherwise, the plaintiffs in this matter seek compensatory damages, disgorgement of the proceeds of defendants profits from the sale of Company stock, attorneys fees, and other equitable relief.

We strongly dispute the allegations in these complaints and will vigorously defend ourselves.

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Environmental Matters

Along with other vehicle manufacturers, we have been subject to an increase in the number of asbestos-related claims in recent years. 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 alleged presence of asbestos in our facilities. In these claims we are not the sole defendant, and the claims name as defendants numerous manufacturers and suppliers of a wide variety of products allegedly containing asbestos. We have strongly disputed these claims, and it has been our policy to defend against them vigorously. Historically, the actual damages paid out to claimants have not been material in any year to our financial condition, results of operations, or cash flows. 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.

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

At our Annual Meeting of Stockholders held on September 5, 2008, the following nominees were elected to the Board of Directors to serve in the class and for the term as set forth below and until their successors are duly elected and qualified. There were no broker non-votes or abstentions with respect to this matter. The results of the voting for the election of directors were as follows:

Nominee	Votes For	Withheld
Class I Directors Whose Term Expires 2009		
Y. Marc Belton	58,275,917	5,601,430
Dr. Abbie Griffin	58,271,115	5,606,232
Terry M. Endsely	62,502,498	1,374,849
Class II Directors Whose Term Expires 2010		
Eugenio Clariond	59,521,668	4,355,679
David D. Harrison	59,519,475	4,357,872
Steven J. Klinger	63,782,191	95,156
Class III Directors Whose Term Expires 2010		
James H. Keyes	58,271,265	5,606,082
John D. Correnti	58,254,838	5,622,509
Michael N. Hammes	59,497,292	4,380,055
Daniel C. Ustian	59,498,402	4,378,945

Accordingly, the nominees received a plurality of the votes cast in the election of directors at the meeting and were elected. The name of the remaining director who did not stand for election at the Annual Meeting and who is elected in accordance with our certificate of incorporation is Dennis D. Williams.

A second proposal put before the stockholders at the Annual Meeting was the ratification of the selection of KPMG LLP as the Company s independent auditors for the fiscal year ending October 31, 2008. The results of voting for the ratification of KPMG LLP as the Company s independent auditors for the fiscal year ending October 31, 2008 were as follows:

Votes For	Votes Against	Votes Abstained
63,820,121	36,958	20,268

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

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PART II

Item 5. ***Market for the Registrant s Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities***

Prior to February 14, 2007, our common stock was listed on the New York Stock Exchange (NYSE), the Chicago Stock Exchange, and the Pacific Stock Exchange under the abbreviated stock symbol NAV. Effective February 14, 2007, our common stock was de-listed from the aforementioned exchanges and then traded on the Over-the-Counter (OTC) market under the symbol NAVZ until June 30, 2008, at which time our common stock was re-listed on the NYSE. As of November 30, 2008, there were approximately 13,615 holders of record of our common stock.

The following is the high and low market price per share of our common stock from NYSE and OTC for each quarter of 2007 and 2008. Our stock was traded on the OTC market for part of the second quarter of 2007, the third and fourth quarters of 2007, the first and second quarters of 2008, and for part of the third quarter of 2008. The OTC market quotations in the table below reflect inter-dealer prices, without retail mark-up, mark-down, or commissions and may not represent actual transactions.

2008	**High**	**Low**	**2007**	**High**	**Low**
1st Qtr	$ 64.45	$ 43.75	1st Qtr	$ 44.56	$ 26.89
2nd Qtr	$ 66.05	$ 48.00	2nd Qtr	$ 59.50	$ 39.35
3rd Qtr	$ 79.05	$ 50.29	3rd Qtr	$ 74.60	$ 53.10
4th Qtr	$ 63.50	$ 21.95	4th Qtr	$ 72.00	$ 46.00

Holders of our common stock are entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefor, provided that, so long as any shares of our preferred stock and preference stock are outstanding, no dividends (other than dividends payable in common stock) or other distributions (including purchases) may be made with respect to the common stock unless full cumulative dividends, if any, on our shares of preferred stock and preference stock have been paid. Under the General Corporation Law of the State of Delaware, dividends may only be paid out of surplus or out of net profits for the year in which the dividend is declared or the preceding year, and no dividend may be paid on common stock at any time during which the capital of outstanding preferred stock or preference stock exceeds our net assets.

Payments of cash dividends and the repurchase of common stock are currently limited due to restrictions contained in our $1.5 billion loan facilities dated January 19, 2007. We have not paid dividends on our common stock since 1980 and do not expect to pay cash dividends on our common stock in the foreseeable future.

There were no sales of unregistered equity securities during the fourth quarter ended October 31, 2008 nor were there purchases by us or our affiliates of our equity securities during the fourth quarter ended October 31, 2008.

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Item 6. ***Selected Financial Data***

Refer to Item 7, *Management s Discussion and Analysis of Financial Condition and Results of Operations*, and the notes to the accompanying consolidated financial statements for additional information regarding the financial data presented below, including matters that might cause this data not to be indicative of our future financial condition or results of operations.

We operate in four industry segments: Truck, Engine, Parts, and Financial Services. A detailed description of our segments, products, and services, as well as additional selected financial data is included in Our Operating Segments in Item 1, *Business*, and in Note 17, *Segment reporting*, to the accompanying consolidated financial statements.

Five-Year Summary of Selected Financial and Statistical Data

As of and for the Years Ended October 31, (in millions, except per share data, units shipped, and percentages)	2008	2007	2006	2005	2004
RESULTS OF OPERATIONS DATA					
Sales and revenues, net	**$ 14,724**	$ 12,295	$ 14,200	$ 12,124	$ 9,678
Net income (loss)	**134**	(120)	301	139	(44)
Depreciation and amortization	**393**	371	364	322	288
Basic earnings (loss) per share	**1.89**	(1.70)	4.29	1.98	(0.64)
Diluted earnings (loss) per share	**1.82**	(1.70)	4.12	1.90	(0.64)
Average number of shares outstanding:					
Basic	**70.7**	70.3	70.3	70.1	69.7
Diluted	**73.2**	70.3	74.5	76.3	69.7
BALANCE SHEET DATA					
Total assets	**$ 10,390**	$ 11,448	$ 12,830	$ 10,786	$ 8,750
Long-term debt:(A)					
Manufacturing operations	**1,639**	1,665	1,946	1,476	1,514
Financial services operations	**3,770**	4,418	4,809	3,933	2,106
Total long-term debt	**$ 5,409**	$ 6,083	$ 6,755	$ 5,409	$ 3,620
Redeemable equity securities	**$ 143**	$ 140	$	$	$
Stockholders deficit	**(1,495)**	(874)	(1,114)	(1,699)	(1,852)
SUPPLEMENTAL DATA					
Capital expenditures(B)	**$ 176**	$ 312	$ 230	$ 295	$ 244
Engineering and product development costs	**380**	382	453	413	287
OPERATING DATA					
Manufacturing gross margin(C)	**17.1%**	14.9%	15.7%	13.3%	11.9%
U.S. and Canadian market share(D)	**30.8%**	26.6%	26.7%	27.0%	28.1%
Unit shipments worldwide:					
Truck chargeouts(E)	**102,200**	113,600	155,400	131,700	108,800
Total engine shipments(F)	**345,500**	404,700	519,700	522,600	432,200

(A) Exclusive of current portion of long-term debt.
(B) Exclusive of purchases of equipment leased to others.
(C) Manufacturing gross margin is calculated by subtracting *Costs of products sold* from *Sales of manufactured products, net* and dividing that amount by *Sales of manufactured products, net*.
(D) Based on market-wide information from Wards Communications and R.L. Polk & Co.
(E) Truck chargeouts are defined by management as trucks that have been invoiced.
(F) Includes engine shipments to OEMs and to our Truck segment.

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Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide information that is supplemental to, and should be read together with, our consolidated financial statements and the accompanying notes. Information in this Item is intended to assist the reader in obtaining an understanding of our consolidated financial statements, the changes in certain key items in those financial statements from year-to-year, the primary factors that accounted for those changes, any known trends or uncertainties that we are aware of that may have a material affect on our future performance, as well as how certain accounting principles affect the Company s consolidated financial statements. In addition, this Item provides information about our business segments and how the results of those segments impact our financial condition and results of operations as a whole. Our MD&A includes the following sections:

- Executive Summary
- Key Trends and Business Outlook
- Results of Operations and Segment Review
- Liquidity and Capital Resources
- Off-Balance Sheet Arrangements
- Contractual Obligations
- Other Information
  - Income Taxes
  - Environmental Matters
  - Securitization Transactions
  - Critical Accounting Policies and Estimates
  - New Accounting Pronouncements

Executive Summary

In 2008, we continued the execution of our long term strategies which has resulted in a fundamental shift in our profitability. For the year ended October 31, 2008, we recorded net income of $134 million or diluted earnings per share of $1.82 during a year when we experienced declining unit volume shipments in our two largest segments: Truck and Engine. Our Truck segment s traditional shipments declined by over 43% from a high of 127,100 units in 2006 compared to a low of 72,900 units in 2008. Our Engine segment s shipments declined by over 33% from a high of 519,700 units in 2006 as compared to a low of 345,500 units in 2008. Our profitability was driven by tremendous growth in our Navistar Defense, LLC subsidiary in 2008, offsetting sales declines in our traditional truck markets. Our U.S. military sales increased to $3.9 billion in

2008 from $368 million in 2007 and $238 million in 2006 primarily due to an increase in our MRAP volumes and to a lesser extent parts procurement. The impact of unit declines in our Engine segment related to Ford in the U.S. were mitigated by an 18% increase in our unit sales in South America. In addition to our improved sales, our profitability was favorably affected by actions we initiated to control our overall costs by idling plants with low volumes and containing our legacy costs by actively managing our health care costs.

We encountered a severe downturn in the markets of our two largest segments: Truck and Engine. The unit delivery declines in these two segments significantly curtailed our net sales but were more than offset by year over year growth of $3.5 billion in our sales to the U.S. military through our Navistar Defense, LLC subsidiary as compared to 2007. Excluding the growth in U.S. military sales, the declines in our Truck segment were heavily influenced by the overall performance of the traditional truck markets. Our traditional truck market shipments experienced a decline of 3,900 units or 5% in 2008 versus the prior year. The first half declines in 2008 in our traditional truck shipments were primarily attributable to unfavorable comparisons to the prior year, when

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customers increased their purchases of 2006 engines ahead of the implementation of the 2007 emissions standards. In addition, retail customer demand for new trucks was further reduced as a result of increasing diesel fuel prices through most of 2008 and declining economic conditions in the U.S. during the second half of 2008. Our worldwide sales of diesel engines experienced declines of 59,200 units or 15% in 2008 versus prior year. The primary reason for this decline was decreased purchase requirements from Ford. We believe our sales to Ford are unlikely to return to historical volumes and have idled operations to mitigate this impact. We have also increased our sales to diversify our portfolio of customers primarily through our Brazilian engine subsidiary, MWM.

Excluding the $42 million net gain in 2008 primarily due to modifications to our UAW master contract, we incurred postretirement benefits expense of $25 million and $145 million in 2008 and 2007, respectively. Primary drivers of the lower postretirement benefits expense in 2008 versus 2007 included higher expected returns on plan assets in 2008 (due to a larger asset base at the beginning of 2008). Expected returns on plan assets are a favorable offset to net postretirement benefits expense. We also benefited from lower cumulative loss amortization in 2008 versus 2007, which is another component of net postretirement benefits expense.

We expect to incur significantly higher net postretirement benefits expense during 2009. This results largely from the decline in the asset base during 2008 (which will lower the value of expected returns for 2009) and increased amortization of cumulative losses.

Our total costs and expenses in 2008 were significantly higher compared to 2007 primarily due to *Impairment of property and equipment* and other costs of $395 million related to our expectations of permanently lower Ford diesel volumes in our Engine segment. The majority of the costs related to the lower Ford volumes resulted in the impairment of property and equipment. We recorded $358 million of impairment charges because we believe there is a high probability that the diesel engines we will sell to Ford in the U.S. will remain significantly lower than past levels and can no longer support the asset carrying values.

Included in the change in our results were the following significant items in 2008: *Impairment of property and equipment* and other costs of $395 million described above, derivative expense due to a non-cash mark to market charge on our interest rate swap agreements of $25 million in 2008 compared to $14 million in 2007, foreign exchange loss of $19 million in 2008 compared to a foreign exchange gain of $12 million in 2007, a $42 million reduction in postretirement expense primarily due to modifications to our UAW master contract exclusive to 2008, professional, consulting, and auditing expenses of $165 million in 2008 as compared to expenses of $234 million in 2007, and debt refinancing and restructuring costs of $31 million in 2007 that did not recur in 2008.

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Our consolidated results of operations, including diluted earnings (loss) per share, for the years ended October 31, are as follows:

(in millions, except per share data)	2008	2007	2006
Sales and revenues, net	**$ 14,724**	$ 12,295	$ 14,200
Costs of products sold	**11,930**	10,131	11,703
Impairment of property and equipment	**358**		
Selling, general and administrative expenses	**1,453**	1,461	1,332
Engineering and product development costs	**380**	382	453
Interest expense	**469**	502	431
Other (income) expenses, net	**14**	(34)	(15)
Total costs and expenses	**14,604**	12,442	13,904
Equity in income of non-consolidated affiliates	**71**	74	99
Income (loss) before income tax	**191**	(73)	395
Income tax expense	**57**	47	94
Net income (loss)	**$ 134**	$ (120)	$ 301
Diluted earnings (loss) per share	**$ 1.82**	$ (1.70)	$ 4.12

Key Trends and Business Outlook

Certain factors have affected our results of operations for 2008 as compared to 2007 and 2006. Some of these factors are as follows:

Global Economy The global economies, and in particular the U.S., are currently undergoing a period of economic uncertainty, and the related financial markets are experiencing unprecedented volatility. The current financial turmoil is adversely affecting the banking system and financial markets. The possibility that financial institutions may consolidate or fail has resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in fixed income, credit, currency, and equity markets. Uncertainty about current global economic conditions poses a risk as customers may postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, or lower demand for their products or services which could have a material negative effect on the demand for our products. If the future economic environment continues to be less favorable than it has been in recent years, we could experience difficulties in our ability to provide retail, wholesale, and lease financing of our products. In addition, there could be exposure related to the financial viability of certain of our key third-party suppliers, some of which are our sole source for a particular supply item. The volatility in the financial markets will also affect the valuation of our pension assets and postretirement liabilities, resulting in potentially higher postretirement costs in future periods. Lower expectations of growth and profitability have resulted in impairments of certain goodwill and other long-lived assets and we could continue to experience pressure on the carrying values if these conditions persist for an extended period of time.

Military Sales Our Navistar Defense, LLC subsidiary experienced tremendous growth in 2008 due to our ability to leverage existing products and plants to meet the urgent demand of the U.S. military for MRAP vehicles. Our U.S. military sales increased to $3.9 billion in 2008 from $368 million in 2007 and $238 million in 2006 primarily due to increases in MRAP vehicle volumes. Over the long term, we expect this business to generate approximately $2 billion in annual sales. In 2009, we do not expect U.S. military sales to continue at the 2008 levels as a result of volume declines in MRAP vehicles partially offset by increases in other military applications.

Traditional Truck Market The traditional truck markets in which we compete are typically cyclical in nature due to the strong influence of macro-economic factors such as industrial production, demand for

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durable goods, capital spending, oil prices, and consumer confidence. The traditional truck industry retail deliveries were 244,100 in 2008, 319,000 in 2007, and 454,700 in 2006. We believe 2008 appears to be a low point in the cycle, but we are uncertain whether 2009 will recover from this level and, if so, to what extent.

Worldwide Engine Unit Sales Our worldwide engine unit sales are primarily impacted by sales to Ford and sales in South America, our largest engine market outside of the North American market. These markets are impacted by consumer demand for products that use our engines as well as macro-economic factors such as oil prices and construction activity. Our worldwide engine unit sales were 345,500 in 2008, 404,700 in 2007, and 519,700 in 2006. We believe that the Ford engine unit sales in the North American market will continue at lower levels and will not revert to historical levels. We expect 2009 worldwide unit sales to be similar to 2008.

Capital Markets The overall decline in the fair values of securities in the capital markets has lowered the asset values of our postretirement plans. In 2008, our actual returns experience was a loss of approximately 30% on our U.S. pension plan assets. The follow on effect is significantly higher projected post retirement expense for 2009.

Changes in Credit Markets Beginning in the late summer and early fall of 2007, the financial markets experienced a major correction linked primarily to the sub-prime mortgage lending market. The asset-backed securitization markets used by us and our lending conduit banks were affected by this correction. As a result, recent borrowings have been and future borrowings could continue to be more costly than in the past. Our recent securitizations in 2008 have been priced at 60 to 175 basis points over London Interbank Offered Rate (LIBOR) or U.S. Treasuries, compared to a historical spread of 50 to 60 basis points.

Provision for Doubtful Accounts Our portfolio quality continues to show signs of weakness. Increases in delinquencies and default rates impact charge-offs and our provision for doubtful accounts, suggesting increased credit exposure. Our provision for doubtful accounts was $65 million or 1% of total finance and other receivables, $52 million or 1% of total finance and other receivables, and $28 million or 1% of total finance and other receivables in 2008, 2007, and 2006, respectively.

Emissions Standards Change Impact and Pre-Buy In 2010, the new emissions standards will be stricter than in 2007, although it is unknown whether or not there will be a material impact on overall truck industry cyclicality. The traditional truck markets cycle has historically spanned roughly 5 to 10 years peak-to-peak; however, in 2006 and early 2007 we had observed a significant industry-wide increase in demand for vehicles and engines ahead of the implementation of stricter 2007 engine emissions standards.

2010 *Emissions Standards Technology* In the North American markets, most truck and engine manufacturers have chosen SCR as the solution to meet 2010 emissions standards. We have chosen a non-SCR, in-cylinder, solution to meet the 2010 emissions standards and believe it will provide us with a competitive advantage.

Certain Professional Fees The process of restating our previously issued consolidated financial statements for fiscal years 2003 through 2005 required considerable efforts at a significant financial cost, which has been expensed as incurred. In addition, we incurred elevated levels of professional fees in 2008, 2007, and 2006 related to assistance in preparing our consolidated financial statements, as well as documenting and performing an assessment of our internal control over financial reporting, as required by the Sarbanes-Oxley Act of 2002. The table below summarizes the costs incurred for each year in the three year period ended October 31, 2008.

(in millions)	2008	2007	2006	Total
Professional fees associated with the 2005 audit and the re-audit of periods prior to 2005	**$ 14**	$ 69	$ 23	$ 106
Professional fees associated with the 2008, 2007, and 2006 audits	**57**	16		73
Professional, consulting, and legal fees related to preparation of our public filing documents	**77**	130	38	245
Professional fees associated with documentation and assessment of internal control over financial reporting	**17**	19	10	46
Total	**$ 165**	$ 234	$ 71	$ 470

Customer and Transportation Industry Consolidations Beginning in 2007 and continuing throughout the first half of 2008, various transportation companies have either been acquired or merged to form combined operating entities. Although we are unable to determine what the impact of these industry consolidations will be with regard to future purchases of our trucks, engines, and parts, we have experienced that some of these newly combined entities may not require the same number of vehicles as was previously required by the individual entities.

Derivative Financial Instruments Derivative financial instruments are primarily used by our financial services operations. Our 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 funding fixed rate receivables utilizing a combination of fixed rate and variable rate debt and derivative financial instruments to convert variable rate debt to fixed. None of our derivatives qualified for hedge accounting treatment in 2008, 2007, or 2006, accordingly we apply mark to market accounting and recognize the resulting non-cash charges as an element of interest expense. 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. We have recognized derivative interest expenses of $57 million in 2008, $8 million in 2007, and $8 million in 2006, including non-cash mark to market related expense of $25 million in 2008, $14 million in 2007, and $4 million in 2006. The increase in derivative interest expense over this time period is generally a consequence of falling interest rates. For additional information, see Note 15, *Financial instruments and commodity contracts*, to the accompanying consolidated financial statements.

Steel and Other Commodities Generally, we have been able to mitigate the effects of steel and other commodity cost increases via a combination of design changes, material substitution, resourcing, global sourcing efforts, and pricing performance. In addition, although the terms of supplier contracts and special pricing arrangements can vary, generally a time lag exists between when our suppliers incur increased costs and when these costs are passed on to us as well as when we might recover them through increased pricing. This time lag can span several quarters or years, depending on the specific situation. More recent trends indicate the cost pressures from the majority of our steel and commodity inputs have not only ceased, but reversed somewhat. Commodity price increases, particularly for aluminum, copper, precious metals, resins, and steel have contributed to substantial cost pressures in the industry as well as from our suppliers. Cost increases related to steel, precious metals, resins, and petroleum products totaled approximately $97 million, $86 million, and $178 million, for 2008, 2007, and 2006, respectively, as compared to the corresponding prior year period.

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Results of Operations and Segment Review

The following table summarizes our consolidated statements of operations and illustrates the key financial indicators used to assess the consolidated financial results. Financial information is presented for the years ended October 31, 2008, 2007, and 2006, as prepared in accordance with U.S. generally accepted accounting principles (GAAP). Throughout our MD&A, percentage changes that are deemed to be not meaningful are designated as N.M.

Results of Operations for 2008 as Compared to 2007

(in millions, except per share data and percentage change)	2008	2007	Change	Percentage Change
Sales and revenues, net	**$ 14,724**	$ 12,295	$ 2,429	20
Costs of products sold	**11,930**	10,131	1,799	18
Impairment of property and equipment	**358**		358	N.M.
Selling, general and administrative expenses	**1,453**	1,461	(8)	(1)
Engineering and product development costs	**380**	382	(2)	(1)
Interest expense	**469**	502	(33)	(7)
Other (income) expenses, net	**14**	(34)	48	N.M.
Total costs and expenses	**14,604**	12,442	2,162	17
Equity in income of non-consolidated affiliates	**71**	74	(3)	(4)
Income (loss) before income tax	**191**	(73)	264	N.M.
Income tax expense	**57**	47	10	21
Net income (loss)	**$ 134**	$ (120)	$ 254	N.M.
Diluted earnings (loss) per share	**$ 1.82**	$ (1.70)	$ 3.52	N.M.

Sales and Revenues, net

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Sales of manufactured products, net U.S. and Canada	**$ 11,930**	$ 9,806	$ 2,124	22
Sales of manufactured products, net Rest of world (ROW)	**2,469**	2,104	365	17
Total sales of manufactured products, net	**14,399**	11,910	2,489	21
Finance revenues	**325**	385	(60)	(16)
Sales and revenues, net	**$ 14,724**	$ 12,295	$ 2,429	20

In 2008, net sales and revenues increased by 20% as compared to 2007. This increase was attributed primarily to our Truck segment, which increased net sales and revenues by $2.5 billion as compared to 2007 driven by higher U.S. military sales.

Our Truck segment was our largest segment as measured in net sales and revenues, representing 70% and 64% of total consolidated net sales and revenues for 2008 and 2007, respectively. Net sales and revenues increased within this segment by 32% in 2008 as compared to 2007. The primary driver of the increase in net sales and revenues was growth in our U.S. military sales of $3.5 billion. The success of our ProStar products and ROW sales contributed to this increase but was more than offset by weakness in our traditional markets in School Bus, Class 6 and 7 medium truck (Medium Truck), and Class 8 heavy truck (Heavy Truck). Our share of retail deliveries by traditional truck class increased in 2008

by 4% versus 2007 primarily due to the Truck segment s School Bus, Medium Truck, and Class 8 severe service (Severe Service Truck) classes, which all led

their markets with the greatest relative retail market share in each of their classes by brand. We have also made significant market share gains in combined Heavy Trucks and Severe Service Trucks due to the introduction of our ProStar trucks and new military vehicles.

Our Engine segment was our second largest segment in net sales and revenues with $3.3 billion in 2008 and $3.5 billion in 2007. Units shipped to Ford in North America significantly decreased by 85,500 units or 40% compared to the prior year due to a reduction in Ford s purchasing requirements. There was a decrease in the relative ratio of diesel to gas trucks produced in the heavy-duty pickup truck market to 59% in 2008 from 71% in 2007, which contributed to the lowered Ford demand for our engines. We expect our sales to Ford are unlikely to return to historical volumes. The decline in units shipped to Ford in North America was partially offset by increases in non-Ford OEM sales and intersegment sales to the Truck segment for sales to the U.S. military.

Our Parts segment recorded net sales of $1.8 billion in 2008 and $1.6 billion in 2007 for growth of 17%. This growth was primarily due to our expansion into the military business, as well as our continued focus on expansion outside of our commercial traditional markets. In the traditional markets, we were able to realize slight growth despite the challenging economy and we continue to successfully maintain our presence through expansion into additional product lines and enhancement of our relationship with new and current fleets.

Our Financial Services segment net revenues declined 22% in 2008 as compared to 2007. There were reduced financing opportunities resulting from fewer purchases of vehicles and components due to reduced customer demand as a result of deteriorating credit market and weakening economic conditions. During 2008, proceeds from the sale of receivables, net of issuance costs, amounted to $1.1 billion compared to $887 million in 2007.

Costs and Expenses

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Costs of products sold, excluding items presented separately below	**$ 11,655**	$ 9,880	$ 1,775	18
Postretirement benefits expense allocated to cost of products sold	**18**	47	(29)	(62)
Product warranty costs	**257**	204	53	26
Total costs of products sold	**$ 11,930**	$ 10,131	$ 1,799	18

Costs of products sold increased 18% for 2008 as compared to 2007. As a percentage of net sales of manufactured products, *Costs of products sold* decreased to 83% in 2008 from 85% in 2007. Included in *Costs of products sold* are product warranty costs and an allocated portion of our postretirement benefits expense. Product warranty costs, including extended warranty program costs and net of vendor recoveries (product warranty costs), were $257 million in 2008 and $204 million in 2007. Postretirement expense included in *Costs of products sold*, inclusive of Company 401(k) contributions, were $18 million in 2008 and $47 million in 2007. Apart from product warranty costs and postretirement benefits expense, *Costs of products sold* as a percentage of net sales of manufactured products decreased to 81% in 2008 from 83% in 2007. The decrease in costs of products sold as a percentage of net sales of manufactured products between 2008 and 2007 is largely attributable to increased U.S. military and ROW sales offsetting higher steel and other commodity prices (for more information regarding steel and other commodity prices, see *Key Trends and Business Outlook*, Steel and Other Commodities) and declining manufacturing efficiencies due to lower volumes as a result of weakness in our traditional markets.

The increase of $53 million in product warranty costs in 2008 as compared to 2007 was primarily the result of adjustments to warranty accruals for changes in our estimates of warranty costs for products sold in prior years (pre-existing warranty) at the Truck and Engine segments and were partially offset by a combination of

reduced volumes and improved per unit warranty expense. In 2008, we incurred $76 million of product warranty costs associated with adjustments to pre-existing warranties compared to $22 million incurred in 2007.

In 2008, product warranty costs at the Truck segment were $152 million compared to $138 million in 2007. We accrue warranty related costs under standard warranty terms and for claims that we may choose to pay as an accommodation to our customers even though we are not contractually obligated to do so (out-of-policy). The Truck segment incurred an expense for pre-existing warranty costs of $29 million in 2008 as compared to $14 million in 2007. Quality improvements and a 10% decline in truck shipments as compared to 2007 allowed us to mitigate our warranty costs in 2008 excluding the year-over-year increase of $15 million for pre-existing warranty costs. Product warranty costs at the Engine segment were $100 million (3% of Engine segment net sales of manufactured products) compared to $64 million (2% of Engine segment net sales of manufactured products) in 2007. The increase in product warranty costs at the Engine segment was attributable to adjustments to pre-existing warranties and higher engine volumes delivered to other OEMs. We continue to work on progressive improvements in product warranty costs by focusing on controlling the reliability and quality of our emissions-compliant engines. For more information regarding product warranty costs, see Note 1, *Summary of significant accounting policies,* to the accompanying consolidated financial statements.

Selling, general and administrative expenses

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Selling, general and administrative expenses, excluding items presented separately below	**$ 951**	$ 793	$ 158	20
Professional consulting, legal, and auditing fees	**165**	234	(69)	(29)
Postretirement benefits expense (income) allocated to selling, general and administrative expenses	**(38)**	85	(123)	N.M.
Dealcor expenses	**218**	289	(71)	(25)
Incentive compensation and profit-sharing	**78**		78	N.M.
Provision for doubtful accounts	**65**	52	13	25
Stock-based compensation expense	**14**	8	6	75
Total selling, general and administrative expenses	**$ 1,453**	$ 1,461	$ (8)	(1)

The primary drivers of the $158 million increase in *Selling, general and administrative expenses* as compared to the prior year was caused primarily by increases in salaries and related benefits, new business development expenses and legal expenses. Professional consulting, legal, and auditing fees have declined significantly as a result of becoming current with our SEC filings and eliminating a majority of the consultant expenses by transferring activities back to company employees. The decrease in professional consulting, legal, and auditing fees were partially offset by an increase in the number of accounting and finance personnel. Postretirement benefits expense have improved due to several factors discussed more completely in the postretirement benefits section. Dealcor expenses declined primarily due to a decrease in related sales activity and the sale of Company owned dealerships. The increases in compensation and profit-sharing expenses are due to the improvement in our financial results, primarily meeting established net income goals. The increase in provision for doubtful accounts is due to an increase in repossessions and delinquencies coupled with continued weakness in our receivables portfolio. We provide for certain losses related to the potential repossession and liquidation of collateral underlying finance receivables with dealers and retail customers. Finally, increases in stock-based compensation expense versus prior year resulted from the issuance of restricted stock during the fourth quarter of 2008. A significant portion of the awards were granted to retirement eligible employees resulting in immediate recognition of a substantial portion of those costs consistent with relevant accounting literature.

Engineering and product development costs declined slightly in 2008 as compared to 2007. *Engineering and product development costs* were primarily incurred by our Truck and Engine segments for innovation and cost

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reduction, and to provide our customers with product and fuel efficiencies. *Engineering and product development costs* incurred at the Truck segment were $179 million in 2008, which compares to the $173 million incurred in 2007, and relates primarily to the further development of our ProStar class 8 long-haul truck. In addition, the Truck segment also incurred costs in 2008 and 2007 related to the development and roll-out of our 2010 emissions-compliant products and to a lesser extent the development of the LoneStar class 8 truck. *Engineering and product development costs* incurred at our Engine segment increased $3 million or 2% in 2008 as compared to the prior year. This increase is a result of the efforts to develop 2010 emissions-compliant engines, new engine products, and MWM-International Euro IV emission-compliant engines.

The following table presents the amounts of postretirement benefits (income) expenses, for defined benefit and defined contribution plans, as allocated among *Costs of products sold, Selling, general and administrative expenses*, and *Engineering and product development costs*:

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Net postretirement benefits expense (income) included in:				
Costs of products sold	**$ 18**	$ 47	$ (29)	(62)
Selling, general and administrative expenses	**(38)**	85	(123)	N.M.
Engineering and product development costs	**3**	13	(10)	(77)
Total postretirement benefits expense (income)	**$ (17)**	$ 145	$ (162)	N.M.

Total postretirement benefits expense (income) includes defined benefit plans (pensions and post-employment benefits primarily health and life insurance) and defined contribution plans (401(k) contributions for active employees) as described in Note 11, *Postretirement benefits,* to the accompanying consolidated financial statements.

We recognized income related to our postretirement benefits from defined benefit plans of $42 million for the year ended October 31, 2008 compared to an expense of $122 million for the same period in 2007. On December 16, 2007, the majority of Company employees represented by the UAW voted to ratify a new contract that will run through September 30, 2010. Among the changes from the prior contract was the cessation of annual lump sum payments that had been made to certain retirees. We previously accounted for these payments as a defined benefit plan based on the historical substance of the underlying arrangement. The elimination of these payments and other changes resulted in a net settlement and curtailment of the plan resulting in income of $42 million during 2008.

During the third quarter of 2008, the Engine segment s Indianapolis plant laid off over 400 employees. That layoff was driven by a reduction in Ford s production schedules that management believed, at that time, to be temporary. Based on recent developments in economic conditions and the Company s current outlook regarding its Ford contract, it is probable that those employees, as well as other employees from the facility laid off prior to the third quarter, may not return to work. As such, net charges of $5 million representing curtailments and contractual termination benefits were recognized for the Company s pension and postretirement benefit plans in the fourth quarter of 2008.

Excluding the effects of the two events described above, postretirement benefits income from defined benefit plans was $5 million for the year ended October 31, 2008. The $126 million reduction in defined benefit plan expense resulted from better than expected returns and a significant reduction in the projected benefit obligation resulting from fully insuring our Medicare eligible population in our largest postretirement medical plan. Each of these actions took place in 2007 and represent variances from prior actuarial estimates. These variances significantly reduced the cumulative loss pool during 2007. Such costs amortize into income in the subsequent years as a component of postretirement benefits (income) expense. Amortization of the loss pool for pension and health and welfare plans was $13 million for the year ended October 31, 2008 compared to $81 million for the

same period in 2007. Additionally, the growth in the asset base during 2007 had the effect of increasing the expected return on plan assets in 2008 (another component of postretirement benefits (income) expense). The expected return on plan assets for pension and health and welfare plans for the year ended October 31, 2008 was $386 million compared to $334 million for the same period in 2007. See Note 11, *Postretirement benefits*, to the accompanying consolidated financial statements for further information on postretirement benefits.

Postretirement benefits expense resulting from the defined contribution plans was $25 million and $23 million for the years ended October 31, 2008 and 2007, respectively.

The following table presents the components of *Interest expense*:

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Interest on manufacturing operations debt	**$ 154**	$ 197	$ (43)	(22)
Interest on financial services operations debt	**258**	297	(39)	(13)
Derivative interest expense	**57**	8	49	613
Total interest expense	**$ 469**	$ 502	$ (33)	(7)

Interest expense decreased 7% in 2008 as compared to 2007. This decrease was primarily due to a decrease in interest rates and lower debt balances partially offset by the derivative interest expense of $57 million in 2008 and $8 million in 2007. The derivative interest expense arising from non-cash mark to market accounting was $25 million in 2008 and $14 million in 2007. For more information, see Note 10*, Debt*, to the accompanying consolidated financial statements.

Other (income) expenses, net was $14 million of other expense and $34 million of other income in 2008 and 2007, respectively. The primary drivers in *Other (income) expenses, net* were foreign exchange losses, other impairment charges, interest income, and early extinguishment of debt. Foreign exchange loss increased by $31 million, other impairment charges increased by $24 million, and interest income decreased by $12 million as compared to the prior year. *Other (income) expenses, net* includes $31 million of expenses related to the early extinguishment of debt in 2007 that did not recur in 2008.

Total costs and expenses in 2008 were significantly higher due to $395 million of *Impairment of property and equipment* and other costs related to our expectations of permanently lower Ford volumes in our Engine segment. *Impairment of property and equipment* charges amounted to $358 million. For additional information about these items, see Note 7, *Impairment of property and equipment and related charges*, to the accompanying consolidated financial statements. Other related charges of $37 million were primarily expensed in *Costs of products sold* and *Selling, general and administrative expenses.*

Equity in income of non-consolidated affiliates

Our *Equity in income of non-consolidated affiliates* is primarily derived from our ownership interests in BDP, BDT, and to a lesser extent other partially-owned affiliates. We reported $71 million of income in 2008 as compared to $74 million in 2007 with a majority of the income in both years being derived from BDP. For more information, see Note 9, *Investments in and advances to non-consolidated affiliates*, to the accompanying consolidated financial statements.

Income tax expense

Income tax expense was $57 million in 2008 as compared to $47 million in 2007. Our *Income tax expense* in each year is affected by various factors, including adjustments to deferred tax asset valuation accounts, research and development credits, Medicare reimbursements, and other items. Due to the rapid deterioration of our Canadian

business and the uncertainty of its future profitability, we established a valuation allowance against the full balance of Canadian net deferred tax assets. For additional information about these items, see Note 13, *Income taxes*, to the accompanying consolidated financial statements.

Net income (loss) and Diluted earnings (loss) per share

As a result of the above items, we recorded net income of $134 million, an increase of $254 million as compared to a prior year net loss of $120 million. Included in our increase of $254 million was growth in our U.S. military sales and the following significant items: impairment of property and equipment and other costs of $395 million related to our expectations of permanently lower Ford diesel volumes exclusive to 2008, derivative expense due to a non-cash mark to market charge on our interest rate swap agreements of $25 million in 2008 compared to $14 million in 2007, foreign exchange loss of $19 million in 2008 compared to a foreign exchange gain of $12 million in 2007, a $42 million reduction in postretirement expense primarily due to modifications to our UAW master contract exclusive to 2008, professional, consulting, and auditing expenses of $165 million in 2008 as compared to expenses of $234 million in 2007, and debt refinancing and restructuring costs of $31 million in 2007 that did not recur in 2008.

Our diluted earnings per share for 2008 were $1.82, calculated on 73.2 million shares. For 2007, our diluted loss per share was $1.70, calculated on 70.3 million shares. Diluted shares reflect the impact of our convertible securities including common stock options in accordance with the treasury stock and if-converted methods. For further detail on the calculation of diluted earnings per share, see Note 19, *Earnings (loss) per share*, to the accompanying consolidated financial statements.

Results of Operations for 2007 as Compared to 2006

(in millions, except per share data)	**2007**	**2006**	**Change**	**Percentage Change**
Sales and revenues, net	$ 12,295	$ 14,200	$ (1,905)	(13)
Costs of products sold	10,131	11,703	(1,572)	(13)
Selling, general and administrative expenses	1,461	1,332	129	10
Engineering and product development costs	382	453	(71)	(16)
Interest expense	502	431	71	17
Other (income) expenses, net	(34)	(15)	(19)	127
Total costs and expenses	12,442	13,904	(1,462)	(11)
Equity in income of non-consolidated affiliates	74	99	(25)	(25)
Income (loss) before income tax	(73)	395	(468)	N.M.
Income tax expense	47	94	(47)	(50)
Net income (loss)	$ (120)	$ 301	$ (421)	N.M.
Diluted earnings (loss) per share	$ (1.70)	$ 4.12	$ (5.82)	N.M.

Sales and Revenues, net

(in millions, except percentage change)		**2007**	**2006**	**Change**	**Percentage Change**
Sales of manufactured products, net	U.S. and Canada	$ 9,806	$ 12,273	$ (2,467)	(20)
Sales of manufactured products, net	ROW	2,104	1,605	499	31
Total sales of manufactured products, net		11,910	13,878	(1,968)	(14)
Finance revenues		385	322	63	20

Sales and revenues, net	$ 12,295	$ 14,200	$ (1,905)	(13)

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In 2007, net sales and revenues decreased by 13% as compared to 2006. This decrease was attributed primarily to our Truck segment, which incurred decreased net sales and revenues of $2.2 billion as compared to 2006.

Our Truck segment was our largest segment as measured in net sales and revenues, representing 64% and 70% of total consolidated net sales and revenues for 2007 and 2006, respectively. Net sales and revenues decreased within this segment by 22% in 2007 as compared to 2006. In 2006, the Truck segment benefited from an increase in the overall traditional markets, which were experiencing an upswing in the cycle after rebounding from the bottom-of-the-cycle periods experienced in 2003 and immediately prior. The 2006 industry upswing was attributable, in part, to strong underlying economic growth and the need to replace aging fleets of trucks. In addition, we benefited from the pre-buy of 2006 vehicles prior to the introduction of the 2007 emissions-compliant vehicles. While our share of retail deliveries by traditional truck class fluctuated in 2007 and 2006, the Truck segment s bus, medium and severe service classes all led their markets with the greatest relative retail market share in each of their classes by brand. Furthermore, price performance and growth in our expansion markets contributed, although to a lesser extent, to overall sales and revenue growth in 2006 and minimized the decline in sales and revenue in 2007. Growth in our expansion markets was primarily the result of growth in military sales and strength in the Mexican truck industry and other export markets.

Our Engine segment was our second largest segment in net sales and revenues with $3.5 billion in both 2007 and 2006. Despite a slight decrease in the relative ratio of diesel to gas trucks produced in the heavy-duty pickup truck market to 71% in 2007 from 72% in 2006, units shipped to Ford in North America significantly decreased by 72,900 units or 26% compared to the prior year due to a reduction in Ford s purchasing requirements. In addition, the Engine segment also saw a decline in non-Ford OEM sales, including intersegment sales, resulting from the conversion to the 2007 emissions-compliant engines and the pre-builds of the 2006 engines in anticipation of the conversion. The decline in volume in 2007 was offset by price increases related to our 2007 emissions-compliant engines.

Our Parts segment grew net sales 3% in 2007 as compared to 2006. This growth was primarily due to the execution of our strategies to focus on expansion markets and to enhance our relationships with large fleets.

Our Financial Services segment grew net revenues 12% in 2007 as compared to 2006. Contributing to this revenue growth was a more attractive purchase financing environment for equipment users influenced by lower net interest rates, greater industry sales incentives, and a stronger used vehicle market. The shift from a strong operating lease environment to a purchase financing environment that began in 2006 was evidenced by a further decrease in rental income of 19% in 2007 compared to 2006. During 2007, proceeds from the sale of receivables, net of issuance costs, amounted to $887 million compared to $1.6 billion of net proceeds from the sale of receivables in 2006.

Costs and Expenses

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Costs of products sold, excluding items presented separately below	$ 9,880	$ 11,343	$ (1,463)	(13)
Postretirement benefits expense allocated to costs of products sold	47	62	(15)	(24)
Product warranty costs	204	298	(94)	(32)
Total costs of products sold	$ 10,131	$ 11,703	$ (1,572)	(13)

Costs of products sold decreased 13% for 2007 as compared to 2006, which is relatively consistent with the decline in sales and revenues. As a percentage of net sales of manufactured products, *Costs of products sold* increased to 85% in 2007 from 84% in 2006. Included in *Costs of products sold* are product warranty costs and a

portion of the total postretirement expense. Product warranty costs, including extended warranty program costs and net of vendor recoveries (product warranty costs), were $204 million in 2007 and $298 million in 2006. Postretirement expense included in *Costs of products sold*, inclusive of Company 401(k) contributions, were $47 million in 2007 and $62 million in 2006. Apart from product warranty costs and postretirement expense, *Costs of products sold* as a percentage of net sales of manufactured products increased to 83% in 2007 from 82% in 2006. The increase in costs of products sold as a percentage of net sales of manufactured products between 2007 and 2006 is largely attributable to the reduction in production volumes in 2007 and the corresponding loss of operational efficiencies and margin benefits normally associated with greater production volumes.

The decrease in product warranty costs of $94 million in 2007 as compared to 2006 was primarily the result of lower per unit expenses associated with 2007 model-year products at the Truck and Engine segments, combined with the impact of reduced volumes. In 2007, we also incurred $22 million of product warranty costs associated with adjustments to pre-existing warranties compared to $9 million incurred in 2006. These adjustments reflect changes in our estimate of warranty costs for sales recognized in prior years. Most of the $22 million was expensed at the Truck segment in 2007, while $9 million was expensed at the Engine segment in 2006.

In 2007, product warranty costs at the Engine segment were $64 million (2% of Engine segment net sales of manufactured products), compared to $129 million (4% of Engine segment net sales of manufactured products) in 2006. The reduction in product warranty costs at the Engine segment was attributable to a combination of lower volumes and lower per unit costs. Progressive improvements in product warranty costs were also achieved by focusing on controlling the reliability and quality of our emissions-compliant engines as evidenced by the level of spending incurred during 2005 and 2006 in engineering and product development costs. This, in turn, resulted in fewer warranty claims and lower warranty costs per unit. Costs are accrued per unit based on expected warranty claims that incorporate historical information and forward assumptions about the nature, frequency, and average cost of warranty claims. Product warranty costs at the Truck segment were $138 million in 2007 compared to $167 million in 2006. We accrue warranty related costs under standard warranty terms and for claims that we may choose to pay as an accommodation to our customers even though we are not contractually obligated to do so (out-of-policy). Quality improvements and reduced levels of out-of-policy claims, coupled with a 27% decline in truck shipments as compared to 2006, allowed us to mitigate our warranty cost in 2007. For more information regarding product warranty costs, see Note 1, *Summary of significant accounting policies,* to the accompanying consolidated financial statements.

Direct costs were also impacted by industry-wide increases in commodity and fuel prices, which affected all of our manufacturing operations. Costs related to steel, precious metals, resins, and petroleum products increased in 2007 and 2006 as compared to the respective prior year. However, we generally have been able to mitigate the effects by our efforts to reduce costs through a combination of design changes, material substitution, resourcing, global sourcing, and price performance.

The following table presents the amounts of postretirement benefits expense, for defined benefit and defined contribution plans, as allocated among *Costs of products sold, Selling, general and administrative expenses*, and *Engineering and product development costs*:

(in millions, except percentage change)	**2007**	**2006**	**Change**	**Percentage Change**
Postretirement benefits expense allocated to:				
Costs of products sold	$ 47	$ 62	$ (15)	(24)
Selling, general and administrative expenses	85	153	(68)	(44)
Engineering and product development costs	13	16	(3)	(19)
Total postretirement benefits expense	$ 145	$ 231	$ (86)	(37)

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Generally, postretirement benefits expense are included in *Costs of products sold, Selling, general and administrative expenses,* and *Engineering and product development costs,* at approximately 30%, 65%, and 5% of total expenses, respectively. In 2007, total postretirement benefits expense, inclusive of Company 401(k) contributions, were $145 million, a decrease of $86 million from the $231 million incurred in 2006. For more information regarding postretirement benefits expense, see Note 11, *Postretirement benefits*, to the accompanying consolidated financial statements.

Selling, general and administrative expenses

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Selling, general and administrative expenses, excluding items presented separately below	$ 801	$ 766	$ 35	5
Professional consulting, legal, and auditing fees	234	71	163	230
Postretirement benefits expense allocated to selling, general and administrative expenses	85	153	(68)	(44)
Dealcor expenses	289	256	33	13
Incentive compensation and profit sharing		58	(58)	(100)
Provision for doubtful accounts	52	28	24	86
Total selling, general and administrative expenses	$ 1,461	$ 1,332	$ 129	10

Selling, general and administrative expenses increased 10% in 2007 as compared to 2006. This increase was primarily a result of increased professional consulting, legal, and audit fees and greater expenses related to Dealcors. Professional consulting, legal, and auditing fees were $234 million in 2007 compared to $71 million in 2006. For more information regarding these costs, see the Key Trends and Business Outlook section within this Item. Incentive compensation and profit sharing expenses were insignificant in 2007 as compared to $58 million in 2006. *Selling, general and administrative expenses* also include a portion of the total postretirement expense. The portion of postretirement expense contained in *Selling, general and administrative expenses* amounted to $85 million in 2007 compared to $153 million in 2006. In an effort to strengthen and maintain our dealer network, our Truck segment occasionally acquires and operates dealer locations for the purpose of transitioning ownership or providing temporary operational assistance, which may increase or decrease *Selling, general and administrative expenses* in the year of acquisition or disposal. For a further discussion of Dealcor locations acquired and sold during 2007 and 2006, see Note 2, *Acquisition and disposal of businesses*, and Note 8, *Goodwill and other intangible assets, net*, to the accompanying consolidated financial statements.

Engineering and product development costs decreased 16% in 2007 as compared to 2006. *Engineering and product development costs* were primarily incurred by our Truck and Engine segments for innovation and cost reduction, and to provide our customers with product and fuel-usage efficiencies. In 2006, a significant amount of our *Engineering and product development costs* were incurred for the purpose of making improvements in the quality and reliability of our emissions-compliant engines and vehicles in anticipation of the 2007 emissions requirements. *Engineering and product development costs* incurred at our Engine segment decreased $34 million or 15% in 2007 as compared to the prior year. This decrease is a result of the efforts incurred during 2006 and 2005 to develop reliable, high-quality emissions-compliant engines that we introduced in 2007. During 2007, we also incurred lower costs associated with the development of the MaxxForce Big-Bore engine line and our emissions-compliant products. *Engineering and product development costs* incurred at the Truck segment were $173 million in 2007, which compares to the $205 million incurred in 2006, and relates primarily to the further development of our ProStar class 8 long-haul truck. In addition, the Truck segment also incurred costs in 2006 and, to a lesser extent, in 2007 related to the development and roll-out of our 2007 emissions-compliant products and the development of the LoneStar class 8 tractor.

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The following table presents the components of *Interest expense:*

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Interest on manufacturing operations debt	$ 197	$ 191	$ 6	3
Interest on financial services operations debt	297	232	65	28
Derivative interest expense	8	8		
Total interest expense	$ 502	$ 431	$ 71	16

Interest expense increased 17% in 2007 as compared to 2006. This increase primarily resulted from increased borrowings related to the financing of dealers pre-2007 emissions vehicle inventory and additional interest related to our new debt structure. For more information, see Note 10*, Debt*, to the accompanying consolidated financial statements.

Other (income) expenses, net amounted to $34 million and $15 million of other income in 2007 and 2006, respectively. *Other (income) expenses, net* includes $31 million of expenses related to the early extinguishment of debt in 2007, which compares with $23 million of expenses related to the recognition of unamortized debt issuance costs and call premiums in 2006. These expenses, along with other miscellaneous expenses, were primarily offset by $54 million and $53 million of interest income earned in 2007 and 2006, respectively.

Income and losses reported in *Equity in income of non-consolidated affiliates* are derived from our ownership interests in BDP, BDT, and twelve other partially-owned affiliates. We reported $74 million of income in 2007 as compared to $99 million in 2006 with a majority of the income in both years being derived from BDP. For more information, see Note 9, *Investments in and advances to non-consolidated affiliates*, to the accompanying consolidated financial statements.

Income tax expense was $47 million in 2007 as compared to $94 million in 2006. Despite our consolidated pretax loss for 2007, we incurred state, local, and foreign income taxes. Our *Income tax expense* in each year is affected by various factors, including adjustments to deferred tax asset valuation accounts, research and development credits, Medicare reimbursements, and other items. For additional information about these items, see Note 13, *Income taxes*, to the accompanying consolidated financial statements.

Net income (loss) and Diluted earnings (loss) per share

For the year ended October 31, 2007, we recorded a net loss of $120 million, a reduction of $421 million as compared to prior year net income of $301 million.

Diluted loss per share for 2007 was $1.70, calculated on 70.3 million shares. For 2006, our diluted earnings per share were $4.12, calculated on 74.5 million shares. Diluted shares reflect the impact of our convertible securities including common stock options, convertible debt, and exchangeable debt in accordance with the treasury stock and if-converted methods. For further detail on the calculation of diluted earnings per share, see Note 19, *Earnings (loss) per share*, to the accompanying consolidated financial statements.

Segment Results of Operation

We define segment profit (loss) as adjusted earnings (loss) before income tax. Additional information about segment profit (loss) is as follows:

Postretirement benefits and medical expenses of active employees are allocated to the segments based upon relative workforce data.

The cost of certain postretirement benefits and medical expenses of retired employees are included in corporate expenses.

The UAW master contract and non-represented employee profit sharing, annual incentive compensation, and the costs of the Supplemental Trust are included in corporate expenses, if applicable.

Interest expense and interest income for the manufacturing operations are reported in corporate expenses.

Income from non-consolidated affiliates is recorded in the segment in which each affiliate is managed.

Intersegment purchases and sales between the Truck and Engine segments are recorded at our best estimates of arms-length pricings. The MaxxForce Big-Bore engine program is being treated as a joint program with the Truck and Engine segments sharing in the results of operations of the program.

Intersegment purchases from the Truck and Engine segments by the Parts segment are recorded at standard production cost.

We allocate access fees to the Parts segment from the Truck and Engine segments for certain engineering and product development costs, depreciation expenses, and selling, general and administrative expenses incurred by the Truck and Engine segments based on the relative percentage of certain sales, adjusted for cyclicality.

Certain sales financed by the financial services operations, primarily NFC, require the manufacturing operations, primarily the Truck segment, and the financial services operations to share a portion of customer losses or the manufacturing operations may be required to repurchase the repossessed collateral from the financial services operations at the principal value of the receivable.

Certain sales to our dealers include interest-free periods that vary in length. The financial services operations finance these sales and our Truck segment subsidizes and reimburses the financial services operations for those finance charges.

Other than the items discussed above, the selected financial information presented below is recognized in accordance with our policies described in Note 1, *Summary of significant accounting policies,* to the accompanying consolidated financial statements.
The following sections analyze operating results as they relate to our four industry segments:

Truck Segment

The Truck segment manufactures and distributes a full line of class 4 through 8 trucks and buses in the common carrier, private carrier, government/service, leasing, construction, energy/petroleum, military vehicles, and student and commercial transportation markets under the International, Navistar Defense, LLC, and IC brands. We also produce chassis for motor homes and commercial step van vehicles under the WCC brand.

The following tables summarize our Truck segment s sales and segment profit for the years ended October 31 (segment sales are defined as net sales and revenues including intersegment sales and revenues):

(in millions, except percentage change)	**2008**	**2007**	**Change**	**Percentage Change**
Segment sales	**$ 10,317**	$ 7,809	$ 2,508	32
Segment profit	**818**	141	677	480

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Segment sales	$ 7,809	$ 9,960	$ (2,151)	(22)
Segment profit	$ 141	$ 683	$ (542)	(79)

We believe the following tables on net orders, chargeouts, and backlogs present key metrics that provide quantitative measures on the performance of our truck segment.

Truck segment net orders

We define orders as written commitments from customers and dealers to build and then purchase trucks. Orders do not represent guarantees of purchases by customers or dealers and are subject to cancelation. Orders shown here are net orders and thus represent new orders received during the indicated time period less cancellations of orders made during the same time period. Orders may be either sold orders which will be built for specific customers or stock orders which will generally be built for dealers for eventual sale to customers. These orders are placed on our U.S., Canadian, and Mexican assembly plants for destinations anywhere in the world and include trucks, buses, and military tactical vehicles.

The following table summarizes net orders received by our Truck segment during our fiscal years ended October 31:

	2008	2007	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	**11,900**	9,600	2,300	24
Medium Trucks	**19,400**	21,400	(2,000)	(9)
Heavy Trucks	**22,600**	11,300	11,300	100
Severe Service Trucks[(A)]	**23,100**	14,900	8,200	55
Sub-total combined Heavy Trucks and Severe Service Trucks	**45,700**	26,200	19,500	74
Total Traditional Markets	**77,000**	57,200	19,800	35

(A) Includes 9,600 and 2,100 units for the years ended October 31, 2008 and 2007, respectively, related to U.S. military contracts.

	2007	2006	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	9,600	20,700	(11,100)	(54)
Medium Trucks	21,400	50,400	(29,000)	(58)
Heavy Trucks	11,300	40,800	(29,500)	(72)
Severe Service Trucks[(B)]	14,900	22,000	(7,100)	(32)
Sub-total combined Heavy Trucks and Severe Service Trucks	26,200	62,800	(36,600)	(58)
Total Traditional Markets	57,200	133,900	(76,700)	(57)

(B) Includes 2,100 units and 140 units for the year ended October 31, 2007 and 2006, respectively, related to U.S. military contracts.

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Truck segment chargeouts

Truck segment shipments or chargeouts are defined by management as trucks that have been invoiced to customers, with units held in dealer inventory primarily representing the principal difference between retail deliveries and chargeouts. The following tables summarize our chargeouts in units for the years ended October 31:

	2008	2007	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	**13,500**	14,600	(1,100)	(8)
Medium Trucks	**20,300**	28,700	(8,400)	(30)
Heavy Trucks	**18,800**	17,400	1,400	8
Severe Service Trucks[(A)]	**20,300**	16,100	4,200	26
Sub-total combined Heavy Trucks and Severe Service Trucks	**39,100**	33,500	5,600	17
Total Traditional Markets	**72,900**	76,800	(3,900)	(5)
Total Expansion Markets	**29,300**	36,800	(7,500)	(20)
Total Worldwide Units	**102,200**	113,600	(11,400)	(10)

(A) Includes 7,500 and 1,700 units for the years ended October 31, 2008 and 2007, respectively, related to U.S. military contracts.

	2007	2006	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	14,600	18,000	(3,400)	(19)
Medium Trucks	28,700	45,200	(16,500)	(37)
Heavy Trucks	17,400	43,400	(26,000)	(60)
Severe Service Trucks[(B)]	16,100	20,500	(4,400)	(21)
Sub-total combined Heavy Trucks and Severe Service Trucks	33,500	63,900	(30,400)	(48)
Total Traditional Markets	76,800	127,100	(50,300)	(40)
Total Expansion Markets	36,800	28,300	8,500	30
Total Worldwide Units	113,600	155,400	(41,800)	(27)

(B) Includes 1,700 and 1,500 units for the years ended October 31, 2007 and 2006, respectively, related to U.S. military contracts.

Truck segment backlogs

Although the backlog of unfilled orders is one of many indicators of market demand, other factors such as changes in production rates, internal and supplier available capacity, new product introductions, and competitive pricing actions may affect point-in-time comparisons.

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The following tables summarize order backlogs in units in our traditional markets for the years ended October 31:

	2008	2007	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	**1,400**	3,000	(1,600)	(53)
Medium Trucks	**2,400**	3,300	(900)	(27)
Heavy Trucks	**6,700**	2,900	3,800	131
Severe Service Trucks(A)	**6,700**	3,900	2,800	72
Sub-total combined Heavy Trucks and Severe Service trucks	**13,400**	6,800	6,600	97
Total Traditional Markets	**17,200**	13,100	4,100	31

(A) Includes 4,200 and 1,400 units for the years ended October 31, 2008 and 2007, respectively, related to U.S. military contracts.

	2007	2006	Change	Percentage Change
Traditional Markets (U.S. and Canada)				
School Buses	3,000	8,000	(5,000)	(63)
Medium Trucks	3,300	10,600	(7,300)	(69)
Heavy Trucks	2,900	9,000	(6,100)	(68)
Severe Service Trucks(B)	3,900	5,100	(1,200)	(24)
Sub-total combined Heavy Trucks and Severe Service trucks	6,800	14,100	(7,300)	(52)
Total Traditional Markets	13,100	32,700	(19,600)	(60)

(B) Includes 1,400 for the year ended October 31, 2007 related to U.S. military contracts.

Truck segment sales

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Truck segment sales U.S. and Canada	**$ 9,131**	$ 6,638	$ 2,493	38
Truck segment sales ROW	**1,186**	1,171	15	1
Total truck segment sales	**$ 10,317**	$ 7,809	$ 2,508	32

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Truck segment sales U.S. and Canada	$ 6,638	$ 9,103	$ (2,465)	(27)
Truck segment sales ROW	1,171	857	314	37

Total truck segment sales	$ 7,809	$ 9,960	$ (2,151)	(22)

In 2008, the Truck segment s net sales increased by 32% or $2.5 billion from the prior year primarily due to significant sales growth in U.S. military sales of $3.5 billion. Excluding sales to the U.S. military, 2008 net sales declined by $977 million or 13% versus the prior year, primarily due to declining economic conditions and a challenging new truck pricing environment during the last half of the year. The traditional heavy truck industry experienced a decline in retail deliveries primarily due to higher diesel prices, however, our Heavy Truck business increased our chargeouts by 1,400 units versus prior year. We were able to mitigate some of the effects of the traditional heavy truck market decline primarily due to improved market share as a result of our new ProStar. The ProStar has proven to have better fuel efficiencies than our competitors due to its aerodynamic design, which has improved our market share. The Severe Service market industry experienced a similar decline

as the traditional heavy truck market, however, our Severe Service chargeouts increased due to U.S. military sales. The school bus industry and our School Bus chargeouts declined as a result of major customers re-evaluating and re-timing their purchases in 2008. Our recent purchase agreement of up to $1.2 billion with First Student will provide us with consistent chargeouts over the course of the contract through 2010 and we expect our market share to increase over this time. The Medium Truck market was primarily impacted by the declining economic conditions which decreased our chargeouts in 2008. In addition, an influx of competitors in this market and their respective pricing strategies dampened the demand for our Medium Trucks products.

Our expansion markets allow us to leverage our current products and provide an alternative outlet of sales. In 2008, the expansion markets chargeouts declined by 20% compared to the prior year consistent with the downturn that had been anticipated due to a decrease in demand in Mexico. Growth in our expansion markets helped mitigate the 2007 sales decline in our traditional market versus 2006.

Key economic indicators affecting the truck industry such as gross domestic product, industrial production, and freight tonnage hauled declined in 2008 compared to 2007 and 2006. We observed that the industry has continued to decline from the recent 2006 peak of 454,700 retail units. The 2006 demand for pre-2007 emissions-compliant engines was the greatest contributing factor to the decline in sales of vehicles in 2007 as purchasers pre-bought their requirements ahead of price increases related to the change in emissions compliant engines. traditional industry retail units delivered in 2008 and 2007 were 46% and 30% less than 2006 which is consistent with the decline in the truck segment retail units. Detail is provided on the traditional market retail deliveries by relevant classes in the table below.

The following tables summarize industry retail deliveries, in the traditional truck markets in the U.S. and Canada, in units, according to Wards Communications and R.L. Polk & Co.:

	2008	**2007**	**Change**	**Percentage Change**
Traditional Markets (U.S. and Canada)				
School Buses	**24,400**	24,500	(100)	
Medium Trucks	**59,600**	88,500	(28,900)	(33)
Heavy Trucks	**102,500**	142,900	(40,400)	(28)
Severe Service Trucks	**57,600**	63,100	(5,500)	(9)
Sub-total combined Heavy Trucks and Severe Service Trucks	**160,100**	206,000	(45,900)	(22)
Total Traditional Truck Markets	**244,100**	319,000	(74,900)	(23)

	2007	**2006**	**Change**	**Percentage Change**
Traditional Markets (U.S. and Canada)				
School Buses	24,500	28,200	(3,700)	(13)
Medium Trucks	88,500	110,400	(21,900)	(20)
Heavy Trucks	142,900	231,900	(89,000)	(38)
Severe Service Trucks	63,100	84,200	(21,100)	(25)
Sub-total combined Heavy Trucks and Severe Service Trucks	206,000	316,100	(110,100)	(35)
Total Traditional Truck Markets	319,000	454,700	(135,700)	(30)

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The following tables summarize our retail delivery market share percentages based on market-wide information from Wards Communications and R.L. Polk & Co.:

	2008	2007	2006
Traditional Markets (U.S. and Canada)			
School Buses	**55%**	60%	64%
Medium Trucks	**36**	36	40
Heavy Trucks	**19**	15	17
Severe Service Trucks	**37**	27	23
Sub-total combined Heavy Trucks and Severe Service Trucks	**25**	19	19
Total Traditional Truck Markets	**31**	27	27
Impact of excluding U.S. military deliveries			
Severe Service Trucks, exclusive of U.S. military deliveries	**27**	25	22
Sub-total combined Heavy Trucks and Severe Service Trucks, exclusive of U.S. military deliveries	**22**	18	18
Total Traditional Truck Markets, exclusive of U.S. military deliveries	**29**	26	26

We view retail market share as a key metric that allows us to obtain a quantitative measure of our relative competitive performance in the marketplace. This metric is one of many which we rely upon to determine performance. Our focus on market share is concentrated, in general, on the individual performance of the classes that comprise our traditional truck markets. An output of this is a consolidated traditional truck market share figure, which is subject to the effects of portfolio mix and, as such, is a less meaningful metric for us to determine overall relative competitive performance.

In 2008, School Bus, Medium Truck, and Severe Service Truck classes all led their markets with the greatest retail market share in each of their classes by brand. Our strategy is to maintain and grow these market share positions at our required margins while aggressively pursuing market share gains in the Heavy Truck class, the class in which we have the lowest market share. Leading market share in the School Bus class in 2008 was primarily attributable to our distribution strategy and our on-going efforts to further engage and support our dealer and customer networks. Our successful execution of our School Bus strategy was reaffirmed by receiving a purchase agreement for buses from First Student in 2008. The decrease of 5 percentage points versus prior year in the School Bus class was primarily due to timing of purchases of our customers. Leading market share in the Medium Truck class in 2008 was attributable to penetration in large fleet customers. We were able to maintain our market share versus prior year in the Medium Truck class in spite of new entrants into this class and aggressive pricing incentives and discount programs instituted by our competitors. We demonstrated our continued long-term commitment to the Heavy Truck market through our 2008 introduction of the LoneStar class 8 long-haul truck. Our Heavy Truck market share increased by 4 percentage points in 2008 compared to 2007. This increase in market share is due to the acceptance of our ProStar in the Heavy Truck market. Our new ProStar products are distinct due to the ability to provide better fuel efficiency and ease of maintenance compared to our competitors. We increased our leading market share in the Severe Service class by 10 percentage points over prior year primarily due to U.S. military deliveries.

In 2007, School Bus, Medium Truck, and Severe Service Truck classes all led their markets with the greatest retail market share in each of their classes by brand. Market share in the School Bus class decreased over the prior year by 4 percentage points primarily as a result of pricing strategies to gain market share by our competitors. The market share in Medium Truck declined by 4 percentage points versus the prior year as a result of new entrants into this class, aggressive pricing incentives and discount programs instituted by our competitors, and timing of customer purchases. We demonstrated our long-term commitment to the Heavy Truck market through our 2007 introduction of the ProStar class 8 long-haul truck. Our reengagement in this class increased our market share, established scale, and increased supplier relationships. Our Severe Service class market share increased 4 percentage points in 2007 compared to the prior year, despite an industry downturn in residential and non-residential construction spending and federal transportation spending by leveraging our strength in government and municipal markets.

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During 2008, the Mexican truck market decreased 9% compared to the prior year and experienced 20% growth in 2007 as compared to 2006. During this time, our Mexican market share was 31%, 28%, and 28% for 2008, 2007, and 2006, respectively. It is our goal to continue to diversify into these expansion markets in future periods.

Truck segment costs and expenses

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Costs of products sold, excluding items presented separately below	**$ 8,452**	$ 6,667	$ 1,785	27
Postretirement benefits expense allocated to costs of products sold	**17**	36	(19)	(53)
Product warranty costs	**152**	138	14	10
Total costs of products sold	**$ 8,621**	$ 6,841	$ 1,780	26

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Costs of products sold, excluding items presented separately below	$ 6,667	$ 8,234	$ (1,567)	(19)
Postretirement benefits expense allocated to costs of products sold	36	46	(10)	(22)
Product warranty costs	138	167	(29)	(17)
Total costs of products sold	$ 6,841	$ 8,447	$ (1,606)	(19)

The Truck segment s *Costs of products sold* decreased by 4% in 2008 versus 2007 as a percentage of net sales of manufactured products. Product warranty costs are included in costs of products sold. Generally, we offer one-to five-year warranty coverage for our trucks, although the terms and conditions can vary. In addition, in an effort to strengthen and grow relationships with our customer base, we may incur warranty costs for claims that are outside of the contractual obligation period. Product warranty costs at the Truck segment were 2% of Truck segment total costs of products sold for 2008 and 2007. We accrue warranty related costs under standard warranty terms and for out-of-policy claims. Our warranty cost increased versus 2007 due to adjustments of pre-existing warranty accruals and extended warranty expense of $15 million, partially offset by the decline in chargeouts and improved per unit expense due to quality improvements. Total postretirement benefits expense decreased by 53% in the Truck segment due to higher returns on plan assets and containment of other postretirement benefits expense. Excluding product warranty costs and postretirement benefits expense, costs of products sold for the Truck segment increased by 27% in 2008 when compared to 2007. Our *Costs of products sold* as a percentage of net sales of manufactured products, exclusive of product warranty costs and postretirement benefits expense, decreased by 3% for 2008 compared to 2007 primarily attributable to increased U.S. military sales offsetting higher commodity prices, declining manufacturing efficiencies due to lower volumes, and increased material costs.

The Truck segment s *Costs of products sold* increased by 3% to 88% in 2007 as a percentage of net sales of manufactured products. In 2007, we incurred lower levels of product warranty costs than 2006, primarily attributed to the launch of 2004 emissions-compliant trucks and standard coverage terms, claims outside of the contractual obligation period that we honored, adjustments to pre-existing warranties, and some recalls that impacted product warranty costs. Total postretirement benefits expense decreased by 22% versus the prior year. Excluding product warranty costs and postretirement benefits expense, *Costs of products sold* for the Truck segment declined by 19% in 2007 when compared to 2006 and was consistent with the decline in sales for the

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same period. Our *Costs of products sold* as a percentage of net sales of manufactured products, exclusive of product warranty costs and postretirement benefits expense, increased by 3% for 2007 compared to 2006 primarily attributable to increased material costs slightly offset by increased selling prices.

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Selling, general and administrative expenses, excluding items presented separately below	**$ 394**	$ 332	$ 62	19
Postretirement benefits expense allocated to selling, general and administrative expenses		9	(9)	(100)
Dealcor expenses	**218**	289	(71)	(25)
Provision for doubtful accounts	**20**	13	7	54
Total selling, general and administrative expenses	**$ 632**	$ 643	$ (11)	(2)

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Selling, general and administrative expenses, excluding items presented separately below	$ 332	$ 322	$ 10	3
Postretirement benefits expense allocated to selling, general and administrative expenses	9	6	3	50
Dealcor expenses	289	256	33	13
Provision for doubtful accounts	13	13		
Total selling, general and administrative expenses	$ 643	$ 597	$ 46	8

The Truck segment s *Selling, general and administrative expenses* as a percentage of net sales of manufactured products decreased by 2% in 2008 versus 2007. Dealcor *Selling, general and administrative expenses* decreased primarily due to dispositions and changes in ownership composition of Dealcors and expenses related to the decrease in sales volumes. The Truck segment may be liable for certain losses on finance receivables and investments in equipment on operating leases from the Financial Services segment. In 2008 and 2007, repossessions and delinquencies continued to increase due to the slowdown in the truck industry and the general economy, which is currently impacting our allowance and provision for doubtful accounts. Decreases in tonnage hauled, suppressed freight rates driven by excess capacity, increased fuel costs, and the current credit crisis have all contributed to the distress of our customers. As a result, the provision for doubtful accounts increased by $7 million or 54% in 2008 over the prior year. Excluding the items above our *Selling, general and administrative expenses* increased due to new business development, salaries and related benefits, and overhead and infrastructure enhancements in support of sales activities. Our relative ratio of *Selling, general and administrative expenses* to net sales and revenues, exclusive of postretirement benefits expense, Dealcor expenses and provision for doubtful accounts was 4% in 2008 and 2007.

The Truck segment s *Selling, general and administrative expenses* as a percentage of net sales of manufactured products increased by 2% in 2007 versus 2006. Increases in *Selling, general and administrative expenses* were attributable to the net addition of Dealcor facilities in 2007 and 2006, segment overhead and infrastructure enhancements in support of sales activity, and a portion of postretirement benefits expense. Our relative ratio of *Selling, general and administrative expenses* to net sales and revenues, exclusive of postretirement benefits expense, Dealcor expenses and provision for doubtful accounts increased to 4% from 3% for 2007 and 2006, respectively.

In addition to providing efficiencies in our manufacturing process, our strategic relationships also contribute product design and development benefits. In 2008, 2007, and 2006, the Truck segment s engineering and product development costs were $179 million, $173 million, and $205 million, respectively. During this time, our top

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developmental priority was establishing our ProStar and LoneStar class 8 long-haul trucks and developing our 2007 and 2010 emissions-compliant vehicles, both of which required significant labor, material, outside engineering, and prototype tooling. Besides innovation, we also focus resources on continuously improving our existing products as a means of streamlining our manufacturing process, keeping down warranty costs, and providing our customers with product and fuel-usage efficiencies.

Truck segment profit

The Truck segment increased profitability in 2008 by $677 million to $818 million from $141 million in 2007. This increase in profitability was driven by increased sales to the U.S. military offsetting lower volumes and higher material costs. The Truck segment decreased in profitability in 2007 by $542 million to $141 million from $683 million in 2006. This decline in profitability was attributable to lower volumes and the corresponding loss of operational efficiencies and margin benefits derived from fixed cost absorption, material costs, and manufacturing scale offset by a combination of improved pricing and an increase in U.S. military sales.

Engine Segment

The Engine segment designs and manufactures diesel engines across the 50 through 475 horsepower range for use in our class 6 and 7 medium trucks, school buses, and selected class 8 heavy truck models. Additionally, we produce diesel engines for other OEM customers, principally Ford, and diesel engines for various industrial and agricultural applications and produce engines for WCC, LCF, and class 5 vehicles. According to data published by R. L. Polk & Co., for the calendar year 2008, we have approximately a 40% share of the diesel pickup engine market in the U.S. and Canada and approximately a 36% share of the engine market for medium-duty commercial trucks and buses in the U.S. and Canada. Furthermore, the Engine segment has made a substantial investment, together with Ford, in the BDP joint venture that is responsible for the sale of service parts to Ford.

The following tables summarize our Engine segment s financial results and sales data:

(in millions, except percentage change)	2008	2007	Change	Percentage Change
Segment sales	**$ 3,257**	$ 3,461	$ (204)	(6)
Segment profit (loss)[(A)]	**(355)**	128	(483)	N.M.
Sales data (in units):				
Ford sales U.S. and Canada	**125,900**	211,400	(85,500)	(40)
Ford sales ROW	**26,100**	23,700	2,400	10
Other OEM sales U.S. and Canada	**16,800**	8,800	8,000	91
Other OEM sales ROW	**113,100**	95,400	17,700	19
Intercompany sales	**63,600**	65,400	(1,800)	(3)
Total sales	**345,500**	404,700	(59,200)	(15)

(A) Included in our 2008 segment loss was an *Impairment of property and equipment* charge of $358 million and other costs of $37 million related to our expectation of permanently lower Ford volumes.

(in millions, except percentage change)	2007	2006	Change	Percentage Change
Segment sales	$ 3,461	$ 3,472	$ (11)	
Segment profit (loss)	128	(1)	129	N.M.
Sales data (in units):				
Ford sales U.S. and Canada	211,400	284,300	(72,900)	(26)
Ford sales ROW	23,700			