



WAIVER & OTHER EVENTS

Daniel C. Ustian waivers December 7, 2007

On December 7, 2007, the Audit Committee of Navistar International Corporation ("Navistar") waived any potential conflict of interest and related person transaction under Navistar's Ethical Business Conduct Policy in relation to the employment of Daniel C. Ustian's brother, James Ustian, by OmniSource Corporation, a scrap metal recycling company. OmniSource Corporation is a supplier to and purchaser from International Truck and Engine Corporation ("ITEC"), a wholly-owned subsidiary of Navistar, of scrap metals. Daniel C. Ustian did not participate in the solicitation or provision of these services to ITEC, nor did he receive any direct or indirect material benefit from the ITEC/OmniSource relationship. The Audit Committee of Navistar, comprised of independent directors, evaluated the conflict of interest and related person transaction resulting from Mr. Ustian's brother's employment by a supplier of ITEC and Daniel C. Ustian did not participate in the evaluation of the conflict of interest and related person transaction involving his brother.