

NAVISTAR INTERNATIONAL CORP  
Form 305B2  
January 12, 2017

**Registration No. 333-213745 and 333-213745-01**

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

**FORM T-1**

**STATEMENT OF ELIGIBILITY**  
**UNDER THE TRUST INDENTURE ACT OF 1939**  
**OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

**THE BANK OF NEW YORK MELLON**

**TRUST COMPANY, N.A.**

**(Exact name of trustee as specified in its charter)**

|   |  |
|---|--|
| <b>(Jurisdiction of incorporation<br/>if not a U.S. national bank)</b>  | <b>95-3571558<br/>(I.R.S. employer<br/>identification no.)</b> |
| <b>400 South Hope Street<br/>Suite 500<br/>Los Angeles, California<br/>(Address of principal executive offices)</b> | <b>90071<br/>(Zip code)</b>                                    |

**Navistar International Corporation**

**(Exact name of obligor as specified in its charter)**

|   |  |
|---|--|
| <b>Delaware<br/>(State or other jurisdiction of<br/>incorporation or organization)</b>      | <b>36-3359573<br/>(I.R.S. employer<br/>identification no.)</b> |
| <b>2701 Navistar Drive<br/>Lisle, Illinois<br/>(Address of principal executive offices)</b> | <b>60532<br/>(Zip code)</b>                                    |

**Navistar, Inc.**

**(Exact name of obligor as specified in its charter)**

|   |  |
|---|--|
| <b>Delaware<br/>(State or other jurisdiction of</b> | <b>36-1264810<br/>(I.R.S. employer</b> |
|---|--|

**incorporation or organization)**

**identification no.)**

**2701 Navistar Drive**

**Lisle, Illinois**  
**(Address of principal executive offices)**

**60532**  
**(Zip code)**

**Subordinated Debt Securities**  
**and Guarantee of Subordinated Debt Securities**

**(Title of the indenture securities)**

**1. General information. Furnish the following information as to the trustee:**

**(a) Name and address of each examining or supervising authority to which it is subject.**

| Name                                     | Address                 |
|--|-------------------------|
| Comptroller of the Currency              | Washington, DC 20219    |
| United States Department of the Treasury |                         |
| Federal Reserve Bank                     | San Francisco, CA 94105 |
| Federal Deposit Insurance Corporation    | Washington, DC 20429    |

**(b) Whether it is authorized to exercise corporate trust powers.**

Yes.

**2. Affiliations with Obligor.**

**If the obligor is an affiliate of the trustee, describe each such affiliation.**

None.

**16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the Act ) and 17 C.F.R. 229.10(d).**

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
  
6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
  
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago, and State of Illinois, on the 19<sup>th</sup> day of December, 2016.

THE BANK OF NEW YORK MELLON

TRUST COMPANY, N.A.

By: /s/ Lawrence M. Kusch  
Name: Lawrence M. Kusch  
Title: Vice President

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## Consolidated Report of Condition of

## THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business September 30, 2016, published in accordance with Federal regulatory authority instructions.

|  | Dollar amounts<br>in thousands |
|--|--------------------------------|
| <b><u>ASSETS</u></b>   |                                |
| Cash and balances due from<br>depository institutions:                     |                                |
| Noninterest-bearing balances and currency and coin                         | 2,902                          |
| Interest-bearing balances  | 373,295                        |
| Securities:  |                                |
| Held-to-maturity securities  | 0                              |
| Available-for-sale securities  | 646,702                        |
| Federal funds sold and securities<br>purchased under agreements to resell: |                                |
| Federal funds sold   | 0                              |
| Securities purchased under agreements to resell                            | 0                              |
| Loans and lease financing receivables:                                     |                                |
| Loans and leases held for sale   | 0                              |
| Loans and leases, net of unearned income                                   | 0                              |
| LESS: Allowance for loan and lease losses                                  | 0                              |
| Loans and leases, net of unearned income and allowance                     | 0                              |
| Trading assets   | 0                              |
| Premises and fixed assets (including capitalized leases)                   | 11,267                         |
| Other real estate owned  | 0                              |
| Investments in unconsolidated<br>subsidiaries and associated companies     | 0                              |
| Direct and indirect investments in real estate ventures                    | 0                              |
| Intangible assets:   |                                |
| Goodwill   | 856,313                        |
| Other intangible assets  | 57,442                         |
| Other assets   | 125,859                        |
| Total assets   | \$ 2,073,780                   |

**LIABILITIES**

|  |         |
|--|---------|
| Deposits:  |         |
| In domestic offices  | 511     |
| Noninterest-bearing  | 511     |
| Interest-bearing   | 0       |
| Not applicable   |         |
| Federal funds purchased and securities sold under agreements to repurchase:                        |         |
| Federal funds purchased  | 0       |
| Securities sold under agreements to repurchase   | 0       |
| Trading liabilities  | 0       |
| Other borrowed money:<br>(includes mortgage indebtedness and obligations under capitalized leases) | 0       |
| Not applicable   |         |
| Not applicable   |         |
| Subordinated notes and debentures  | 0       |
| Other liabilities  | 287,236 |
| Total liabilities  | 287,747 |
| Not applicable   |         |

**EQUITY CAPITAL**

|  |           |
|--|-----------|
| Perpetual preferred stock and related surplus                    | 0         |
| Common stock   | 1,000     |
| Surplus (exclude all surplus related to preferred stock)         | 1,122,671 |
| Not available  |           |
| Retained earnings  | 661,751   |
| Accumulated other comprehensive income                           | 611       |
| Other equity capital components                                  | 0         |
| Not available  |           |
| Total bank equity capital  | 1,786,033 |
| Noncontrolling (minority) interests in consolidated subsidiaries | 0         |
| Total equity capital   | 1,786,033 |
| Total liabilities and equity capital                             | 2,073,780 |

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty ) CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President )

William D. Lindelof, Director ) Directors (Trustees)

Alphonse J. Briand, Director )