

Filing fee: \$35.00

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23303

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

NAVISTAR FINANCIAL CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on August 27, 1969, authorizing it to transact business in Rhode Island under the name of INTERNATIONAL HARVESTER CREDIT CORPORATION (later changed to Navistar Financial Corporation).

SECOND: The corporate name of the corporation has been changed to No change

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[If no other or additional purposes are proposed, insert "No change."]

No change

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FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
2,000,000	Common		\$1.00 par value per shares

(The shares were reclassified from shares without par value to shares with a par value of \$1.00 per share. There was no increase in number of authorized shares)

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,750,000,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 3,000,000

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 100,000,000

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 375,000

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Dated March 17, 1988

NAVISTAR FINANCIAL CORPORATION

By R. Wayne Cain

Its Vice President

and Gregory L. ...

Its Secretary

STATE OF ILLINOIS

COUNTY OF COOK

} Sc.

At Chicago in said County on the 17th day of March 1988, before me personally appeared R. Wayne Cain, who being by me first duly sworn, declared that he is the Vice President of NAVISTAR FINANCIAL CORPORATION that he signed the foregoing document as such Vice President of the corporation, and that the statements therein contained are true.

Jean Baggett
Notary Public

Commission Expires May 11, 1990

(NOTARIAL SEAL)