NAVISTAR INTERNATIONAL CORP
Form 4
October 04, 2005

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CORRENTI JOHN D

(Last) (First) (Middle)

4201 WINFIELD ROAD

(Street)

WARRENVILLE, IL 60555

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NAVISTAR INTERNATIONAL CORP [NAV]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 1,940 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Phantom Stock Units | $ 0 (1) | 09/30/2005 | | A | | 482.167 | | 09/30/2005(2) | 09/30/2005(2) | Common Stock | 48 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CORRENTI JOHN D<br>4201 WINFIELD ROAD<br>WARRENVILLE, IL 60555 | X | | | |

# Signatures

| | |
|---|---|
| Steven K. Covey, Attorney in fact | 10/04/2005 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** Conversion is on a 1 for 1 basis.

**(2)** The phantom stock units were accrued under the Navistar International Corporation directors deferred compensation plan and are to be settled in Navistar Common Stock per the reporting person's election made at the time of the election to defer compensation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. align=bottom width=22.4>

Common stock issued for services,

valued at $.5312 per share

623,367

62

| | |
|---|---|
| | 331,071 |
| | -- |
| | -- |
| | -- |
| Purchase of treasury stock | |
| | -- |
| | -- |
| | -- |
| | 500 |
| | (1,500) |
| | -- |
| Net loss | |
| | (897,368) |

Balances, December 31, 2000

5,951,372

$

595

$

1,801,743

500

$

(1,500)

$

Explanation of Responses:

(1,839,349)

Common stock issued for services,

valued at $.12 per share

6,959,708

696

858,080

--

--

--

Sale of common stock ($.017 per share)

1,087,976

109

17,891

--

--

--

Common stock issued in acquisition

of subsidiaries, valued at $.50 per share

900,000

90

449,910

--

--

--

Net loss

(1,878,498)

Balances, December 31, 2001

14,899,056

$

1,490

$

3,127,624

500

$

(1,500)

$

(3,717,847)

Sale of common stock ($.012 per share)

10,746,826

1,074

122,878

--

--

--

Common stock issued for services,

valued at $.03 per share

32,928,174

3,293

1,123,851

--

--

--

Net loss

(1,857,167)

Balances, December 31, 2002

58,574,056

5,857

4,374,353

500

(1,500)

(5,575,014)

Net loss for the period

(29,925)

Balances, March 31, 2003

58,574,056

$

5,857

$

4,374,353

500

$

(1,500)

$

(5,604,939)

The accompanying notes are an integral part of these statements.

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**FONECASH, INC. AND SUBSIDIARIES**

(A Development Stage Company)

**Consolidated Statements of Cash Flows**

| | Three Months Ended March 31, 2003 | Three Months Ended March 31, 2002 | Aug. 7, 1997 (Inception) to March 31, 2003 |
|---|---|---|---|
| Cash flows from operating activities: | | | |
| Net loss | $ (29,925) | $ (334,805) | $ (5,604,939) |
| Adjustments to reconcile net loss to net cash used in operating activities | | | |
| Depreciation | -- | 6,707 | 210,426 |
| Amortization | -- | 250 | 4,118 |
| Common stock issued for services | -- | 300,000 | 2,834,753 |
| Common stock issued in acquisition of subsidiaries | -- | -- | 450,000 |
| Notes issued for payment of expenses | -- | -- | 41,280 |
| Write-down of lost inventory | -- | -- | 204,338 |
| Write off uncollectible accounts | -- | -- | 10,840 |
| Loss on disposition of assets | -- | -- | 11,449 |
| Changes in assets and liabilities | | | |
| Increase in accounts receivable | -- | -- | (10,840) |
| Increase in inventory | -- | -- | (204,338) |
| Increase (decrease) in accounts payable | 3,675 | (12,270) | 427,855 |
| Net cash used in operating activities | (26,250) | (40,118) | (1,625,058) |
| Cash flows from investing activities: | | | |
| Organization costs | -- | -- | (368) |
| Purchases of property and equipment | -- | -- | (220,625) |
| Acquisition of patent rights | -- | -- | (5,000) |

| | | | | | | |
|---|---|---|---|---|---|---|
| Net cash used in investing activities | | -- | | -- | | (225,993) |
| Cash flows from financing activities: | | | | | | |
| Proceeds from short-term debt | | -- | | 2,625 | | 274,949 |
| Repayment of short-term debt | | -- | | (6,789) | | (63,348) |
| Increase (decrease) in amounts due to an officer/stockholder | | 26,250 | | (3,900) | | 545,493 |
| Purchase of treasury stock | | -- | | -- | | (1,500) |
| Proceeds from sale of common stock | | -- | | 48,750 | | 1,095,457 |
| Net cash provided by financing activities | | 26,250 | | 40,686 | | 1,851,051 |
| Net increase (decrease) in cash | | -- | | 568 | | -- |
| Cash at beginning of period | | -- | | -- | | -- |
| Cash at end of period | $ | -- | $ | 568 | $ | -- |

The accompanying notes are an integral part of these statements.

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**FONECASH, INC. AND SUBSIDIARIES**

(A Development Stage Company)

**Form 10QSB**

**Quarter Ended March 31, 2003**

**Notes to Consolidated Financial Statements**

**Note 1 Condensed Consolidated Financial Statements**

**Basis of Presentation**

The accompanying interim unaudited consolidated financial statements include the accounts of FoneCash, Inc. and its subsidiaries which are hereafter referred to as (the "Company"). All intercompany accounts and transactions have been eliminated in consolidation. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-QSB of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, such interim statements reflect all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position and the results of operations and cash flows for the interim periods presented. The results of operations for these interim periods are not necessarily indicative of the results to be expected for the year ending December 31, 2003. These financial statements should be read in conjunction with the audited financial statements and footnotes included in the Company's report on Form 10-KSB for the year ended December 31, 2002.

**Description of Business**

The financial statements presented are those of FoneCash, Inc. and its subsidiaries, a development stage company (the Company ). The Company was incorporated under the laws of the State of Delaware on August 7, 1997. The Company ceased operations in the fourth quarter of 2002. The Company s initial business activity was to acquire the rights to market an electronic terminal that was to be used by retail merchants and in-home salespersons when payment was made with a credit or debit card. Currently the Company is seeking a merger candidate.

The Company has limited operations and in accordance with Statement of Financial Accounting Standards No. 7 (SFAS #7), the Company is considered a development stage company.

**Use of Estimates in the Preparation of Financial Statements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

**Loss Per Common Share**

Loss per common share is computed by dividing the net loss by the weighted average shares outstanding during the period.



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**Item 2. Management's Discussion and Analysis**

This Quarterly Report on Form 10-QSB, including the information incorporated by reference herein, includes "forward looking statement" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Act") and Section 21E of the Securities Act of 1934, as amended ("Act of 34"). All of the statements contained in this Quarterly Report on Form 10-QSB, other than statements of historical fact, should be considered forward looking statements, including, but not limited to, those concerning the Company's strategies, objectives and plans for expansion of its operation, products and services and growth in demand for it's products and services. There can be no assurances that these expectations will prove to have been correct. Certain important factors that could cause actual results to differ materially from the Company's expectations (the "Cautionary Statements") are disclosed in this Quarterly report on Form 10-QSB. All subsequent written and oral forward looking statements by or attributable to the Company or persons acting on behalf are expressly qualified in their entirety by such Cautionary Statements. Investors are cautioned not to place undue reliance on these forward looking statements which speak only as of the date hereof and are not intended to give any assurance as to future results. The Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or reflect the occurrence of unanticipated events.

Fonecash, Inc. (the "Company") was incorporated under the laws of the State of Delaware on August 7, 1997 and is in its development stage. The Company currently has no ongoing business operation and is actively seeking a potential merger or acquisition candidate. The Company has not yet found such a candidate and as of this date no negotiations have been conducted with any potential candidate.

The Company incurred operating losses of $ (5,604,939) from Inception to March 31, 2003. The Company expects its accumulated deficit to grow for the foreseeable future as total costs and expenses continue without any revenue or business activity. There can be no assurances that the Company will locate a potential merger or acquisition candidate or that if such a candidate is located that management can successfully negotiate and consummate a business combination with any such entity.

General

Fonecash, Inc. (the "Company") was incorporated under the laws of the State of Delaware on August 7, 1997. During the fourth quarter of December 2002, the Company began to wind down its operations. This occurred because of management s inability to raise sufficient funds to finance the continued development of the Company s business plan.

Until that point, the Company had been engaged in the payment processing of transactions for banks and their merchants through its terminals and proprietary system. As part of that operation, the Company was developing a wired and wireless gateway to convert consumers' credit and debit card information collected by mobile merchants into a format that can be processed by banks. The Company intended to act as a payment system service provider between banks, mobile merchants and their customers. The Company intended to charge merchants a fixed transaction fee to process their payments.

Currently, the Company remains in development stage and has no operating profits to date. With the cessation of its pursuit of the credit card processing business, the Company currently has no business operations. The Company is actively seeking a possible merger candidate in an effort to provide shareholders value.

The Company incurred operating losses of $29,925 during the period ended March 31, 2003 compared to a loss of $334,805 during the same period in 2002. This decrease in the Company s operating loss of $304,880 was attributable to a reduction in Officer s Compensation and General and Administrative Expenses. The Company spent a total of $432,256 on Research and Development from Inception to March 31, 2003. The Company expects its accumulated deficit to grow for the foreseeable future.

The Company's Operations to Date

The Company was developing a system of processing credit cards for an under served community of low volume merchants and in-home salespersons consisting of a fixed wire or wireless terminal and a system of computers, utilizing established communications networks, both wired and wireless, for processing the data from credit and debit cards. The Company ceased this operation during the fourth quarter of 2002.

The Company has never operated under any other name, nor has it ever been involved with any bankruptcy, receivership or similar proceeding or engaged in any material reclassification, merger, consolidation, or purchase or sale of assets.

Results of Operation

General and administrative expenses during the period ending March 31, 2003 were $3,675 as compared to $106,853 for the same period in 2002, representing a decrease of $103,177. The decrease during the three month period ending March 31, 2003 was primarily due to the cessation of the business activities of the Company.

Balance Sheet Data

The Company's combined cash and cash equivalents totaled $ -0- for the period ending March 31, 2003. This is the same as at the end of the same period in 2002.

The Company does not expect to generate a positive internal cash flow for at least the next six months due to it having no current revenue generating activities.

Property and equipment was valued at $ 0- the period ending March 31, 2003 which is the same amount as in 2002 for the same period.

**Item 3. Controls and Procedures**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the C ompany s principal executive officer, of the effectiveness of the design and operation of the C ompany s disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the principal executive officer concluded that the C ompany s disclosure controls and procedures are effective in timely alerting them to material information relating to the C ompany required to be included in the Company s periodic SEC filings. As such no changes were made in controls and procedures.

## PART II - OTHER INFORMATION

**Item 1. Legal Proceedings**

The Company was served with a summons and complaint for failure to pay the monthly payments on its line of credit with Fleet National Bank. Pursuant to the lawsuit, the Company would be liable to Fleet National Bank for the outstanding principal balance of $107,645 plus attorney s fees. Management has indicated its intentions to defend the action and will repay the principal balance in monthly installments upon receipt of capital contributions from investors.

On April 8, 2002 the Securities and Exchange Commission filed a complaint alleging that a registration statement and amendments, filed with the Commission by the Company in December 2001, January 2002 and March 2002, and signed by the former president of the Company, Daniel E. Charboneau, contained material misrepresentations and omissions. On January 6, 2004, a United States District Judge from the District of Columbia entered a default judgment against the Company restraining the Company from further violations of Section 17(a) of the Securities Act of 1933, Sections 10(b) and 13a-13 of the Securities Exchange Act of 1934 and Rules 10b-5, 12b-20, 13a-1 and 13a-13 thereunder. As part of this order the Court also ordered penalties and interest in the amount of $110,977.

**Item 2. Changes in Securities**

None.

**Items 3. Defaults upon Senior Securities**

None

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

None

**Item 5. Other Information**

None

**Item 6. Exhibits and Reports on Form 8-K.**

(a) Exhibits.

Exhibit 31.1 Certification required by Rule 13a-14(a) or Rule 15d-14(a),

Exhibit 32.1 Certification Required by Rule 13a-14(b) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

(b) The Registrant filed no reports on Form 8-K during the period ended March 31, 2003.

Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned who is duly authorized to sign as an officer and as the principal officer of the Company.

Fonecash, Inc

By: /s/ Abraham Pierce

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Abraham Pierce, Chairman/CEO

Date: January 4, 2004

Explanation of Responses:

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