UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

☑ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2015

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 1-3950

Ford Motor Company

(Exact name of Registrant as specified in its charter)

Delaware	**38-0549190**
(State of incorporation)	*(I.R.S. Employer Identification No.)*
One American Road, Dearborn, Michigan	**48126**
(Address of principal executive offices)	*(Zip Code)*

313-322-3000
(Registrant's telephone number, including area code)

Indicate by check mark if 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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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

As of July 21, 2015, Ford had outstanding 3,896,985,910 shares of Common Stock and 70,852,076 shares of Class B Stock.

Exhibit Index begins on page 62

FORD MOTOR COMPANY
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended June 30, 2015

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PART I. FINANCIAL INFORMATION

ITEM 1. ***Financial Statements.***

FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
(in millions, except per share amounts)

	For the periods ended June 30,			
	2015	2014	2015	2014
	Second Quarter		First Half	
	(unaudited)			
Revenues				
Automotive	$ 35,105	$ 35,365	$ 66,905	$ 69,241
Financial Services	2,158	2,046	4,258	4,046
Total revenues	37,263	37,411	71,163	73,287
Costs and expenses				
Automotive cost of sales	30,602	31,247	59,304	62,268
Selling, administrative, and other expenses	3,718	3,476	7,327	6,848
Financial Services interest expense	607	683	1,254	1,361
Financial Services provision for credit and insurance losses	106	104	179	143
Total costs and expenses	35,033	35,510	68,064	70,620
Automotive interest expense	190	207	355	415
Automotive interest income and other income/(loss), net (Note 14)	272	270	462	484
Financial Services other income/(loss), net (Note 14)	70	87	144	155
Equity in net income of affiliated companies	486	67	923	486
Income before income taxes	2,868	2,118	4,273	3,377
Provision for/(Benefit from) income taxes (Note 16)	982	803	1,462	1,073
Net income	1,886	1,315	2,811	2,304
Less: Income/(Loss) attributable to noncontrolling interests	1	4	2	4
Net income attributable to Ford Motor Company	$ 1,885	$ 1,311	$ 2,809	$ 2,300
EARNINGS PER SHARE ATTRIBUTABLE TO FORD MOTOR COMPANY COMMON AND CLASS B STOCK (Note 18)				
Basic income	$ 0.47	$ 0.33	$ 0.71	$ 0.58
Diluted income	0.47	0.32	0.70	0.57
Cash dividends declared	0.15	0.125	0.30	0.25

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions)

	For the periods ended June 30,			
	2015	2014	2015	2014
	Second Quarter		First Half	
	(unaudited)			
Net income	$ 1,886	$ 1,315	$ 2,811	$ 2,304
Other comprehensive income/(loss), net of tax (Note 13)				
Foreign currency translation	328	317	(308)	82
Derivative instruments	(76)	(287)	(166)	(195)
Pension and other postretirement benefits	(107)	53	245	236
Total other comprehensive income/(loss), net of tax	145	83	(229)	123
Comprehensive income	2,031	1,398	2,582	2,427
Less: Comprehensive income/(loss) attributable to noncontrolling interests	—	4	1	4
Comprehensive income attributable to Ford Motor Company	$ 2,031	$ 1,394	$ 2,581	$ 2,423

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
SECTOR INCOME STATEMENT
(in millions)

	For the periods ended June 30,			
	2015	2014	2015	2014
	Second Quarter		First Half	
	(unaudited)			
AUTOMOTIVE				
Revenues	$ 35,105	$ 35,365	$ 66,905	$ 69,241
Costs and expenses				
Cost of sales	30,602	31,247	59,304	62,268
Selling, administrative, and other expenses	2,686	2,551	5,302	5,027
Total costs and expenses	33,288	33,798	64,606	67,295
Interest expense	190	207	355	415
Interest income and other income/(loss), net (Note 14)	272	270	462	484
Equity in net income of affiliated companies	478	59	907	471
Income before income taxes — Automotive	2,377	1,689	3,313	2,486
FINANCIAL SERVICES				
Revenues	2,158	2,046	4,258	4,046
Costs and expenses				
Interest expense	607	683	1,254	1,361
Depreciation on vehicles subject to operating leases	858	742	1,674	1,448
Operating and other expenses	174	183	351	373
Provision for credit and insurance losses	106	104	179	143
Total costs and expenses	1,745	1,712	3,458	3,325
Other income/(loss), net (Note 14)	70	87	144	155
Equity in net income of affiliated companies	8	8	16	15
Income before income taxes — Financial Services	491	429	960	891
TOTAL COMPANY				
Income before income taxes	2,868	2,118	4,273	3,377
Provision for/(Benefit from) income taxes (Note 16)	982	803	1,462	1,073
Net income	1,886	1,315	2,811	2,304
Less: Income/(Loss) attributable to noncontrolling interests	1	4	2	4
Net income attributable to Ford Motor Company	$ 1,885	$ 1,311	$ 2,809	$ 2,300

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(in millions)

	June 30, 2015	December 31, 2014
	(unaudited)	
ASSETS		
Cash and cash equivalents	$ 12,897	$ 10,757
Marketable securities	18,405	20,393
Finance receivables, net (Note 4)	82,821	81,111
Other receivables, net	12,666	11,708
Net investment in operating leases	26,148	23,217
Inventories (Note 6)	9,438	7,866
Equity in net assets of affiliated companies	3,469	3,357
Net property	30,750	30,126
Deferred income taxes	12,497	13,639
Other assets	6,954	6,353
Total assets	$ 216,045	$ 208,527
LIABILITIES		
Payables	$ 21,844	$ 20,035
Other liabilities and deferred revenue (Note 7)	43,649	43,577
Debt (Note 9)	123,526	119,171
Deferred income taxes	578	570
Total liabilities	189,597	183,353
Redeemable noncontrolling interest (Note 10)	93	342
EQUITY		
Capital stock		
Common Stock, par value $.01 per share (3,959 million shares issued of 6 billion authorized)	40	39
Class B Stock, par value $.01 per share (71 million shares issued of 530 million authorized)	1	1
Capital in excess of par value of stock	21,317	21,089
Retained earnings	26,175	24,556
Accumulated other comprehensive income/(loss) (Note 13)	(20,260)	(20,032)
Treasury stock	(939)	(848)
Total equity attributable to Ford Motor Company	26,334	24,805
Equity attributable to noncontrolling interests	21	27
Total equity	26,355	24,832
Total liabilities and equity	$ 216,045	$ 208,527

The following table includes assets to be used to settle liabilities of the consolidated variable interest entities ("VIEs"). These assets and liabilities are included in the consolidated balance sheet above. See Note 11 for additional information on our VIEs.

	June 30, 2015	December 31, 2014
	(unaudited)	
ASSETS		
Cash and cash equivalents	$ 2,355	$ 2,094
Finance receivables, net	43,563	39,522
Net investment in operating leases	11,878	9,631
Other assets	55	27
LIABILITIES		
Other liabilities and deferred revenue	$ 30	$ 22
Debt	40,595	37,156

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
SECTOR BALANCE SHEET (in millions)

	June 30, 2015	December 31, 2014
	(unaudited)	
ASSETS		
Automotive		
Cash and cash equivalents	$ 6,130	$ 4,567
Marketable securities	14,599	17,135
Total cash and marketable securities	20,729	21,702
Receivables, less allowances of $403 and $455	5,793	5,789
Inventories (Note 6)	9,438	7,866
Deferred income taxes	2,779	2,039
Net investment in operating leases	2,765	1,699
Other current assets	1,372	1,347
Total current assets	42,876	40,442
Equity in net assets of affiliated companies	3,323	3,216
Net property	30,623	29,795
Deferred income taxes	12,151	13,331
Other assets	3,555	2,798
Non-current receivable from Financial Services	—	497
Total Automotive assets	92,528	90,079
Financial Services		
Cash and cash equivalents	6,767	6,190
Marketable securities	3,806	3,258
Finance receivables, net (Note 4)	88,796	86,141
Net investment in operating leases	23,383	21,518
Equity in net assets of affiliated companies	146	141
Other assets	3,229	3,613
Receivable from Automotive	256	527
Total Financial Services assets	126,383	121,388
Intersector elimination	(256)	(1,024)
Total assets	$ 218,655	$ 210,443
LIABILITIES		
Automotive		
Payables	$ 20,640	$ 18,876
Other liabilities and deferred revenue (Note 7)	18,382	17,934
Deferred income taxes	334	270
Debt payable within one year (Note 9)	2,188	2,501
Current payable to Financial Services	241	527
Total current liabilities	41,785	40,108
Long-term debt (Note 9)	11,525	11,323
Other liabilities and deferred revenue (Note 7)	23,346	23,793
Deferred income taxes	301	367
Non-current payable to Financial Services	15	—
Total Automotive liabilities	76,972	75,591
Financial Services		
Payables	1,204	1,159
Debt (Note 9)	109,813	105,347
Deferred income taxes	2,553	1,849
Other liabilities and deferred income (Note 7)	1,921	1,850
Payable to Automotive	—	497
Total Financial Services liabilities	115,491	110,702
Intersector elimination	(256)	(1,024)
Total liabilities	192,207	185,269
Redeemable noncontrolling interest (Note 10)	93	342
EQUITY		
Capital stock		
Common Stock, par value $.01 per share (3,959 million shares issued of 6 billion authorized)	40	39
Class B Stock, par value $.01 per share (71 million shares issued of 530 million authorized)	1	1
Capital in excess of par value of stock	21,317	21,089
Retained earnings	26,175	24,556
Accumulated other comprehensive income/(loss) (Note 13)	(20,260)	(20,032)
Treasury stock	(939)	(848)
Total equity attributable to Ford Motor Company	26,334	24,805
Equity attributable to noncontrolling interests	21	27
Total equity	26,355	24,832
Total liabilities and equity	$ 218,655	$ 210,443

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions)

	For the periods ended June 30,	
	2015	2014
	First Half	
	(unaudited)	
Cash flows from operating activities		
Net cash provided by/(used in) operating activities	$ 7,623	$ 6,970
Cash flows from investing activities		
Capital spending	(3,533)	(3,428)
Acquisitions of finance receivables and operating leases	(26,505)	(24,616)
Collections of finance receivables and operating leases	18,844	18,277
Purchases of marketable securities	(21,282)	(26,468)
Sales and maturities of marketable securities	23,193	24,397
Settlements of derivatives	192	29
Other	141	124
Net cash provided by/(used in) investing activities	(8,950)	(11,685)
Cash flows from financing activities		
Cash dividends	(1,190)	(987)
Purchases of Common Stock	(91)	(862)
Net changes in short-term debt	176	(3,188)
Proceeds from issuance of other debt	24,912	22,755
Principal payments on other debt	(19,787)	(15,925)
Other	(279)	9
Net cash provided by/(used in) financing activities	3,741	1,802
Effect of exchange rate changes on cash and cash equivalents	(274)	18
Net increase/(decrease) in cash and cash equivalents	$ 2,140	$ (2,895)
Cash and cash equivalents at January 1	$ 10,757	$ 14,468
Net increase/(decrease) in cash and cash equivalents	2,140	(2,895)
Cash and cash equivalents at June 30	$ 12,897	$ 11,573

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONDENSED SECTOR STATEMENT OF CASH FLOWS
(in millions)

	For the periods ended June 30,			
	2015		2014	
	First Half			
	Automotive	Financial Services	Automotive	Financial Services
	(unaudited)			
Cash flows from operating activities				
Net cash provided by/(used in) operating activities (a)	$ 4,461	$ 3,020	$ 6,108	$ 2,553
Cash flows from investing activities				
Capital spending	(3,505)	(28)	(3,402)	(26)
Acquisitions of finance receivables and operating leases (excluding wholesale and other)	—	(26,505)	—	(24,616)
Collections of finance receivables and operating leases (excluding wholesale and other)	—	18,844	—	18,277
Net change in wholesale and other receivables (b)	—	(1,273)	—	(3,256)
Purchases of marketable securities	(14,583)	(6,699)	(19,465)	(7,003)
Sales and maturities of marketable securities	17,050	6,143	18,499	5,898
Settlements of derivatives	29	163	91	(62)
Other	73	68	40	84
Investing activity (to)/from Financial Services (c)	28	—	21	—
Interest supplements and residual value support from Automotive (a)	—	1,415	—	1,565
Net cash provided by/(used in) investing activities	(908)	(7,872)	(4,216)	(9,139)
Cash flows from financing activities				
Cash dividends	(1,190)	—	(987)	—
Purchases of Common Stock	(91)	—	(862)	—
Net changes in short-term debt	29	147	192	(3,380)
Proceeds from issuance of other debt	581	24,331	100	22,655
Principal payments on other debt	(1,006)	(18,781)	(656)	(15,269)
Other	(223)	(56)	75	(66)
Financing activity to/(from) Automotive (c)	—	(28)	—	(21)
Net cash provided by/(used in) financing activities	(1,900)	5,613	(2,138)	3,919
Effect of exchange rate changes on cash and cash equivalents	(90)	(184)	23	(5)
Net increase/(decrease) in cash and cash equivalents	$ 1,563	$ 577	$ (223)	$ (2,672)
Cash and cash equivalents at January 1	$ 4,567	$ 6,190	$ 4,959	$ 9,509
Net increase/(decrease) in cash and cash equivalents	1,563	577	(223)	(2,672)
Cash and cash equivalents at June 30	$ 6,130	$ 6,767	$ 4,736	$ 6,837

(a) Operating activities include outflows of $1,415 million and $1,565 million for the periods ended June 30, 2015 and 2014, respectively, of interest supplements and residual value support to Financial Services. Interest supplements and residual value support from Automotive to Financial Services are eliminated in the condensed consolidated statement of cash flows.
(b) Reclassified to operating activities in the condensed consolidated statement of cash flows.
(c) Eliminated in the condensed consolidated statement of cash flows.

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(in millions, unaudited)

	Equity Attributable to Ford Motor Company							
	Capital Stock	**Cap. in Excess of Par Value of Stock**	**Retained Earnings**	**Accumulated Other Comprehensive Income/(Loss) (Note 13)**	**Treasury Stock**	**Total**	**Equity Attributable to Non-controlling Interests**	**Total Equity**
Balance at December 31, 2014	$ 40	$ 21,089	$ 24,556	$ (20,032)	$ (848)	$ 24,805	$ 27	$ 24,832
Net income	—	—	2,809	—	—	2,809	2	2,811
Other comprehensive income/(loss), net of tax	—	—	—	(228)	—	(228)	(1)	(229)
Common stock issued (including share-based compensation impacts)	1	228	—	—	—	229	—	229
Treasury stock/other	—	—	—	—	(91)	(91)	(1)	(92)
Cash dividends declared	—	—	(1,190)	—	—	(1,190)	(6)	(1,196)
Balance at June 30, 2015	$ 41	$ 21,317	$ 26,175	$ (20,260)	$ (939)	$ 26,334	$ 21	$ 26,355
Balance at December 31, 2013	$ 40	$ 21,422	$ 23,386	$ (18,230)	$ (506)	$ 26,112	$ 33	$ 26,145
Net income	—	—	2,300	—	—	2,300	4	2,304
Other comprehensive income/(loss), net of tax	—	—	—	123	—	123	—	123
Common stock issued (including share-based compensation impacts)	—	201	—	—	—	201	—	201
Treasury stock/other	—	(18)	—	—	(955)	(973)	(4)	(977)
Cash dividends declared	—	—	(987)	—	—	(987)	(2)	(989)
Balance at June 30, 2014	$ 40	$ 21,605	$ 24,699	$ (18,107)	$ (1,461)	$ 26,776	$ 31	$ 26,807

The accompanying notes are part of the financial statements.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

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FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. PRESENTATION

Our financial statements are presented in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. We show certain of our financial statements on both a consolidated and a sector basis for our Automotive and Financial Services sectors. Intercompany items have been eliminated in both the consolidated and sector balance sheets. Where the presentation of these intercompany eliminations or consolidated adjustments differs between the consolidated and sector financial statements, reconciliations of certain line items are explained below in this Note or in the related financial statements and footnotes.

In the opinion of management, these unaudited financial statements reflect a fair statement of the results of operations and financial condition of Ford Motor Company, its consolidated subsidiaries, and consolidated VIEs of which we are the primary beneficiary for the periods and at the dates presented. The results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. Reference should be made to the financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2014 ("2014 Form 10-K Report"). For purposes of this report, "Ford," the "Company," "we," "our," "us" or similar references mean Ford Motor Company, our consolidated subsidiaries, and our consolidated VIEs of which we are the primary beneficiary, unless the context requires otherwise.

We reclassified certain prior year amounts in our consolidated financial statements to conform to current year presentation.

Adoption of New Accounting Standards

Accounting Standards Update ("ASU") 2014-11, Transfers and Servicing - Repurchase-to-Maturity Transactions, Repurchase Financings and Disclosures. On January 1, 2015, we adopted the new accounting standard that changes the accounting for repurchase-to-maturity transactions and repurchase financing arrangements. The new standard also requires additional disclosures for certain transfers of financial assets with agreements that both entitle and obligate the transferor to repurchase the transferred assets from the transferee. The adoption of this accounting standard did not impact our financial statements or financial statement disclosures.

Reconciliations between Consolidated and Sector Financial Statements

Sector to Consolidated Deferred Tax Assets and Liabilities. The difference between the total assets and total liabilities as presented on our sector balance sheet and consolidated balance sheet is the result of netting deferred income tax assets and liabilities. The reconciliation between the totals for the sector and consolidated balance sheets was as follows (in millions):

	June 30, 2015	December 31, 2014
Sector balance sheet presentation of deferred income tax assets		
Automotive sector current deferred income tax assets	$ 2,779	$ 2,039
Automotive sector non-current deferred income tax assets	12,151	13,331
Financial Services sector deferred income tax assets (a)	177	185
Total	15,107	15,555
Reclassification for netting of deferred income taxes	(2,610)	(1,916)
Consolidated balance sheet presentation of deferred income tax assets	$ 12,497	$ 13,639
Sector balance sheet presentation of deferred income tax liabilities		
Automotive sector current deferred income tax liabilities	$ 334	$ 270
Automotive sector non-current deferred income tax liabilities	301	367
Financial Services sector deferred income tax liabilities	2,553	1,849
Total	3,188	2,486
Reclassification for netting of deferred income taxes	(2,610)	(1,916)
Consolidated balance sheet presentation of deferred income tax liabilities	$ 578	$ 570

(a) Financial Services deferred income tax assets are included in *Financial Services Other assets* on our sector balance sheet.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

ASU 2014-09, Revenue - Revenue from Contracts with Customers. In May 2014, the Financial Accounting Standards Board ("FASB") issued a new accounting standard that requires recognition of revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. The new standard supersedes virtually all present U.S. GAAP guidance on revenue recognition and requires the use of more estimates and judgments than the present standards, as well as additional disclosures. The FASB has voted to approve a one-year deferral of the effective date from January 1, 2017 to January 1, 2018, while allowing for early adoption as of January 1, 2017. The new accounting standard is expected to have an impact to our income statement, balance sheet, and financial statement disclosures and we are reviewing our arrangements to evaluate the impact and method of adoption.

The FASB also issued the following standards, none of which are expected to have a material impact to our financial statements or financial statement disclosures.

Standard		Effective Date
2015-09	Insurance - Disclosures about Short-Duration Contracts	January 1, 2016
2015-07	Fair Value Measurement - Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)	January 1, 2016
2015-05	Internal-Use Software - Customer's Accounting for Fees Paid in a Cloud Computing Arrangement	January 1, 2016
2015-03	Imputation of Interest - Simplifying the Presentation of Debt Issuance Costs	January 1, 2016
2015-02	Consolidation - Amendments to the Consolidation Analysis	January 1, 2016
2015-01	Extraordinary and Unusual Items - Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items	January 1, 2016
2014-16	Derivatives and Hedging - Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity	January 1, 2016
2014-13	Consolidation - Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity	January 1, 2016
2014-12	Stock Compensation - Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period	January 1, 2016
2014-15	Going Concern - Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern	December 31, 2016
2015-11	Inventory - Simplifying the Measurement of Inventory	January 1, 2017

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 3. FAIR VALUE MEASUREMENTS

Cash equivalents, marketable securities, and derivative financial instruments are remeasured and presented on our financial statements on a recurring basis at fair value, while other assets and liabilities are measured at fair value on a nonrecurring basis.

There have been no changes to the types of inputs used or the valuation techniques since year end.

Input Hierarchy of Items Measured at Fair Value on a Recurring Basis

The following table categorizes the fair values of items measured at fair value on a recurring basis on our balance sheet (in millions):

	June 30, 2015				December 31, 2014			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Automotive Sector								
Assets								
Cash equivalents – financial instruments								
U.S. government and agencies	$ —	$ 8	$ —	$ 8	$ —	$ 64	$ —	$ 64
Non-U.S. government and agencies	—	249	—	249	—	122	—	122
Corporate debt	—	10	—	10	—	20	—	20
Total cash equivalents (a)	—	267	—	267	—	206	—	206
Marketable securities								
U.S. government and agencies	846	3,706	—	4,552	969	5,789	—	6,758
Non-U.S. government and agencies	—	6,068	—	6,068	—	7,004	—	7,004
Corporate debt	—	3,617	—	3,617	—	2,738	—	2,738
Equities	15	—	—	15	322	—	—	322
Other marketable securities	—	347	—	347	—	313	—	313
Total marketable securities	861	13,738	—	14,599	1,291	15,844	—	17,135
Derivative financial instruments (b)	—	521	—	521	—	517	—	517
Total assets at fair value	$ 861	$ 14,526	$ —	$ 15,387	$ 1,291	$ 16,567	$ —	$ 17,858
Liabilities								
Derivative financial instruments (b)	$ —	$ 991	$ 1	$ 992	$ —	$ 710	$ 3	$ 713
Total liabilities at fair value	$ —	$ 991	$ 1	$ 992	$ —	$ 710	$ 3	$ 713
Financial Services Sector								
Assets								
Cash equivalents – financial instruments								
Non-U.S. government and agencies	$ —	$ 419	$ —	$ 419	$ —	$ 341	$ —	$ 341
Corporate debt	—	50	—	50	—	10	—	10
Total cash equivalents (a)	—	469	—	469	—	351	—	351
Marketable securities								
U.S. government and agencies	669	700	—	1,369	17	1,251	—	1,268
Non-U.S. government and agencies	—	630	—	630	—	405	—	405
Corporate debt	—	1,780	—	1,780	—	1,555	—	1,555
Other marketable securities	—	27	—	27	—	30	—	30
Total marketable securities	669	3,137	—	3,806	17	3,241	—	3,258
Derivative financial instruments (b)	—	823	—	823	—	859	—	859
Total assets at fair value	$ 669	$ 4,429	$ —	$ 5,098	$ 17	$ 4,451	$ —	$ 4,468
Liabilities								
Derivative financial instruments (b)	$ —	$ 378	$ —	$ 378	$ —	$ 167	$ —	$ 167
Total liabilities at fair value	$ —	$ 378	$ —	$ 378	$ —	$ 167	$ —	$ 167

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(a) Excludes time deposits, certificates of deposit, money market accounts, and other cash equivalents reported at par value on our balance sheet totaling $4.6 billion and $3.3 billion for Automotive sector and $3.9 billion and $3.8 billion for Financial Services sector at June 30, 2015 and December 31, 2014, respectively. In addition to these cash equivalents, we also had cash on hand totaling $1.2 billion and $1.1 billion for Automotive sector and $2.4 billion and $2 billion for Financial Services sector at June 30, 2015 and December 31, 2014, respectively.
(b) See Note 12 for additional information regarding derivative financial instruments.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES

Our Financial Services sector, primarily Ford Credit, segments finance receivables into "consumer" and "non-consumer" portfolios. The receivables are generally secured by the vehicles, inventory, or other property being financed.

Finance receivables, net were as follows (in millions):

	June 30, 2015	December 31, 2014
Consumer		
Retail financing, gross	$ 57,646	$ 55,856
Unearned interest supplements	(1,739)	(1,760)
Consumer finance receivables	55,907	54,096
Non-Consumer		
Dealer financing	32,093	31,340
Other financing	1,131	1,026
Non-Consumer finance receivables	33,224	32,366
Total recorded investment	$ 89,131	$ 86,462
Recorded investment in finance receivables	$ 89,131	$ 86,462
Allowance for credit losses	(335)	(321)
Finance receivables, net (a)	$ 88,796	$ 86,141
Net finance receivables subject to fair value (b)	$ 87,026	$ 84,468
Fair value	88,315	85,941

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(a) On the consolidated balance sheet at June 30, 2015 and December 31, 2014, $6 billion and $5 billion, respectively, are reclassified to *Other receivables, net,* resulting in *Finance receivables, net* of $82.8 billion and $81.1 billion, respectively.
(b) At June 30, 2015 and December 31, 2014, excludes $1.8 billion and $1.7 billion, respectively, of certain receivables (primarily direct financing leases) that are not subject to fair value disclosure requirements.

Excluded from finance receivables at June 30, 2015 and December 31, 2014, was $185 million and $191 million, respectively, of accrued uncollected interest, which we report in *Other assets* on the balance sheet.

Included in the recorded investment in finance receivables at June 30, 2015 and December 31, 2014 were consumer receivables of $26.9 billion and $24.4 billion and non-consumer receivables of $23.1 billion and $21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in our consolidated financial statements. The receivables are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay the other obligations or the claims of Ford Credit's other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions (see Note 11 for additional information).

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES *(Continued)*

Aging

For all finance receivables, we define "past due" as any payment, including principal and interest, that is at least 31 days past the contractual due date. The recorded investment of consumer receivables greater than 90 days past due and still accruing interest was $13 million and $17 million at June 30, 2015 and December 31, 2014, respectively. The recorded investment of non-consumer receivables greater than 90 days past due and still accruing interest was $1 million and $3 million at June 30, 2015 and December 31, 2014, respectively.

The aging analysis of our finance receivables balances were as follows (in millions):

	June 30, 2015	December 31, 2014
Consumer		
31-60 days past due	$ 566	$ 718
61-90 days past due	85	97
91-120 days past due	23	29
Greater than 120 days past due	39	52
Total past due	713	896
Current	55,194	53,200
Consumer finance receivables	55,907	54,096
Non-Consumer		
Total past due	110	117
Current	33,114	32,249
Non-Consumer finance receivables	33,224	32,366
Total recorded investment	$ 89,131	$ 86,462

Credit Quality

Consumer Portfolio. Credit quality ratings for consumer receivables are based on aging. Refer to the aging table above.

Consumer receivables credit quality ratings are as follows:

- *Pass* – current to 60 days past due
- *Special Mention* – 61 to 120 days past due and in intensified collection status
- *Substandard* – greater than 120 days past due and for which the uncollectible portion of the receivables has already been charged off, as measured using the fair value of collateral

Non-Consumer Portfolio. Dealers are assigned to one of four groups according to risk ratings as follows:

- *Group I* – strong to superior financial metrics
- *Group II* – fair to favorable financial metrics
- *Group III* – marginal to weak financial metrics
- *Group IV* – poor financial metrics, including dealers classified as uncollectible

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES *(Continued)*

The credit quality analysis of our dealer financing receivables was as follows (in millions):

	June 30, 2015	December 31, 2014
Dealer Financing		
Group I	$ 24,088	$ 23,125
Group II	6,500	6,350
Group III	1,402	1,783
Group IV	103	82
Total recorded investment	$ 32,093	$ 31,340

Impaired Receivables

Impaired consumer receivables include accounts that have been rewritten or modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code that are considered to be troubled debt restructurings (“TDRs”), as well as all accounts greater than 120 days past due. Impaired non-consumer receivables represent accounts with dealers that have weak or poor financial metrics or dealer financing that has been modified in TDRs. The recorded investment of consumer receivables that were impaired at June 30, 2015 and December 31, 2014 was $380 million, or 0.7% of consumer receivables, and $415 million, or 0.8% of consumer receivables, respectively. The recorded investment of non-consumer receivables that were impaired at June 30, 2015 and December 31, 2014 was $126 million, or 0.4% of non-consumer receivables, and $105 million, or 0.3% of non-consumer receivables, respectively. Impaired finance receivables are evaluated both collectively and specifically.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 5. FINANCIAL SERVICES SECTOR ALLOWANCE FOR CREDIT LOSSES

An analysis of the allowance for credit losses related to finance receivables for the periods ended June 30 was as follows (in millions):

	Second Quarter 2015			First Half 2015		
	Consumer	Non-Consumer	Total	Consumer	Non-Consumer	Total
Allowance for credit losses						
Beginning balance	$ 301	$ 13	$ 314	$ 305	$ 16	$ 321
Charge-offs	(70)	(2)	(72)	(150)	(1)	(151)
Recoveries	31	1	32	61	3	64
Provision for credit losses	57	—	57	110	(4)	106
Other (a)	3	1	4	(4)	(1)	(5)
Ending balance (b)	$ 322	$ 13	$ 335	$ 322	$ 13	$ 335
Analysis of ending balance of allowance for credit losses						
Collective impairment allowance				$ 303	$ 13	$ 316
Specific impairment allowance				19	—	19
Ending balance (b)				322	13	335
Analysis of ending balance of finance receivables						
Collectively evaluated for impairment				55,527	33,098	88,625
Specifically evaluated for impairment				380	126	506
Recorded investment				55,907	33,224	89,131
Ending balance, net of allowance for credit losses				$ 55,585	$ 33,211	$ 88,796

(a) Primarily represents amounts related to translation adjustments.
(b) Total allowance, including reserves for operating leases, was $380 million.

	Second Quarter 2014			First Half 2014		
	Consumer	Non-Consumer	Total	Consumer	Non-Consumer	Total
Allowance for credit losses						
Beginning balance	$ 307	$ 27	$ 334	$ 327	$ 30	$ 357
Charge-offs	(58)	(3)	(61)	(133)	(5)	(138)
Recoveries	34	1	35	68	6	74
Provision for credit losses	17	—	17	40	(7)	33
Other (a)	3	(1)	2	1	—	1
Ending balance (b)	$ 303	$ 24	$ 327	$ 303	$ 24	$ 327
Analysis of ending balance of allowance for credit losses						
Collective impairment allowance				$ 281	$ 23	$ 304
Specific impairment allowance				22	1	23
Ending balance (b)				303	24	327
Analysis of ending balance of finance receivables						
Collectively evaluated for impairment				51,505	34,293	85,798
Specifically evaluated for impairment				419	125	544
Recorded investment				51,924	34,418	86,342
Ending balance, net of allowance for credit losses				$ 51,621	$ 34,394	$ 86,015

(a) Primarily represents amounts related to translation adjustments.
(b) Total allowance, including reserves for operating leases, was $353 million.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 6. INVENTORIES

All inventories are stated at the lower of cost or market. Cost for a substantial portion of U.S. inventories is determined on a last-in, first-out ("LIFO") basis. LIFO was used for 33% and 28% of total inventories at June 30, 2015 and December 31, 2014, respectively. Cost of other inventories is determined by costing methods that approximate a first-in, first-out ("FIFO") basis.

Inventories were as follows (in millions):

	June 30, 2015	December 31, 2014
Raw materials, work-in-process, and supplies	$ 4,282	$ 3,822
Finished products	6,151	5,022
Total inventories under FIFO	10,433	8,844
LIFO adjustment	(995)	(978)
Total inventories	$ 9,438	$ 7,866

NOTE 7. OTHER LIABILITIES AND DEFERRED REVENUE

Other liabilities and deferred revenue were as follows (in millions):

	June 30, 2015	December 31, 2014
Automotive Sector		
Current		
Dealer and dealers' customer allowances and claims	$ 7,830	$ 7,846
Deferred revenue	5,393	3,923
Employee benefit plans	1,353	1,994
Accrued interest	239	222
Other postretirement employee benefits ("OPEB")	381	397
Pension (a)	353	374
Other	2,833	3,178
Total Automotive other liabilities and deferred revenue	18,382	17,934
Non-current		
Pension (a)	9,266	9,721
OPEB	5,843	5,991
Dealer and dealers' customer allowances and claims	2,843	2,852
Deferred revenue	2,825	2,686
Employee benefit plans	1,134	1,149
Other	1,435	1,394
Total Automotive other liabilities and deferred revenue	23,346	23,793
Total Automotive sector	41,728	41,727
Financial Services Sector	1,921	1,850
Total Company	$ 43,649	$ 43,577

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(a) Balances at June 30, 2015 reflect net pension liabilities at December 31, 2014, updated for service and interest cost, expected return on assets, separation expense, actual benefit payments, cash contributions, and an adjustment recorded in the first quarter of 2015 (see Note 8 for additional information). The discount rate and rate of expected return assumptions are unchanged from year-end 2014.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 8. RETIREMENT BENEFITS

In the first quarter of 2015, we recorded a $782 million adjustment to correct for an understatement in the year-end 2014 valuation of our U.S. pension benefit obligation. The adjustment reduced *Other assets* by $301 million and increased *Other liabilities and deferred revenue* by $481 million. The resulting after-tax adjustment to *Other comprehensive income* was a loss of $508 million. The adjustments were not material to current or prior period financial statements.

Defined Benefit Plans - Expense

The pre-tax expense for our defined benefit pension and OPEB plans for the periods ended June 30 was as follows (in millions):

	Second Quarter					
	Pension Benefits					
	U.S. Plans		Non-U.S. Plans		Worldwide OPEB	
	2015	2014	2015	2014	2015	2014
Service cost	$ 146	$ 126	$ 133	$ 120	$ 15	$ 14
Interest cost	455	498	232	302	59	67
Expected return on assets	(688)	(678)	(343)	(383)	—	—
Amortization of:						
Prior service costs/(credits)	39	39	11	13	(52)	(57)
(Gains)/Losses	116	52	199	148	35	25
Separation programs/other	(1)	1	12	23	3	(1)
Recognition of (gains)/losses due to:						
Curtailments	—	—	—	—	—	—
Settlements	—	—	—	—	—	—
Total expense/(income)	$ 67	$ 38	$ 244	$ 223	$ 60	$ 48

	First Half					
	Pension Benefits					
	U.S. Plans		Non-U.S. Plans		Worldwide OPEB	
	2015	2014	2015	2014	2015	2014
Service cost	$ 293	$ 253	$ 268	$ 238	$ 30	$ 27
Interest cost	909	996	471	602	119	134
Expected return on assets	(1,377)	(1,356)	(692)	(762)	—	—
Amortization of:						
Prior service costs/(credits)	78	78	23	27	(103)	(114)
(Gains)/Losses	232	103	404	296	71	49
Separation programs/other	1	1	19	39	2	—
Recognition of (gains)/losses due to:						
Curtailments	—	—	—	—	—	—
Settlements	—	—	—	14	—	—
Total expense/(income)	$ 136	$ 75	$ 493	$ 454	$ 119	$ 96

Pension Plan Contributions

In 2015, we expect to contribute $1.1 billion from Automotive cash and cash equivalents to our worldwide funded pension plans (most of which are mandatory contributions), and to make about $400 million of benefit payments to participants in unfunded plans, for a total of $1.5 billion. In the first half of 2015, we contributed about $900 million to our worldwide funded pension plans and made about $200 million of benefit payments to participants in unfunded plans.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 9. DEBT

The carrying value of debt was $123.5 billion and $119.2 billion at June 30, 2015 and December 31, 2014, respectively. The carrying value of Automotive sector and Financial Services sector debt was as follows (in millions):

Automotive Sector	**June 30, 2015**	**December 31, 2014**
Debt payable within one year		
Short-term	$ 458	$ 373
Long-term payable within one year		
U.S. Department of Energy (“DOE”) Advanced Technology Vehicles Manufacturing (“ATVM”) Incentive Program	591	591
European Investment Bank (“EIB”) loans	709	1,187
Other debt	430	350
Total debt payable within one year	2,188	2,501
Long-term debt payable after one year		
Public unsecured debt securities	6,594	6,634
DOE ATVM Incentive Program	3,538	3,833
Other debt	1,914	1,000
Unamortized (discount)/premium	(521)	(144)
Total long-term debt payable after one year	11,525	11,323
Total Automotive sector	$ 13,713	$ 13,824
Fair value of Automotive sector debt (a)	$ 15,163	$ 15,553
Financial Services Sector		
Short-term debt		
Unsecured debt	$ 9,679	$ 9,761
Asset-backed debt	1,583	1,377
Total short-term debt	11,262	11,138
Long-term debt		
Unsecured debt		
Notes payable within one year	8,535	8,795
Notes payable after one year	44,734	43,087
Asset-backed debt		
Notes payable within one year	17,354	16,738
Notes payable after one year	27,591	25,216
Unamortized (discount)/premium	(44)	(55)
Fair value adjustments (b)	381	428
Total long-term debt	98,551	94,209
Total Financial Services sector	$ 109,813	$ 105,347
Fair value of Financial Services sector debt (a)	$ 111,662	$ 107,758

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(a) The fair value of debt includes $272 million and $131 million of Automotive sector short-term debt and $9.7 billion and $9.8 billion of Financial Services sector short-term debt at June 30, 2015 and December 31, 2014, respectively, carried at cost, which approximates fair value. All debt is categorized within Level 2 of the fair value hierarchy.
(b) Adjustments related to designated fair value hedges of unsecured debt.

NOTE 10. REDEEMABLE NONCONTROLLING INTEREST

The redeemable noncontrolling interest in our Ford Sollers joint venture is discussed in Note 17.

AutoAlliance International, Inc. ("AAI") was a 50/50 joint venture between Ford and Mazda Motor Corporation ("Mazda") that owned an automobile assembly plant in Flat Rock, Michigan. In January 2015, Mazda exercised its put option and Ford purchased Mazda's 50% equity interest at the exercise price plus accrued interest of $342 million (included in *Cash flows from financing activities* in our statement of cash flows) and dissolved AAI.

NOTE 11. VARIABLE INTEREST ENTITIES

VIEs of Which We are Not the Primary Beneficiary

Certain of our joint ventures are VIEs, in which the power to direct economically significant activities is shared with the joint venture partner. Our investments in these joint ventures are accounted for as equity method investments. Our maximum exposure to any potential losses associated with these joint ventures is limited to our investment, including loans, and was $280 million and $307 million at June 30, 2015 and December 31, 2014, respectively.

VIEs of Which We are the Primary Beneficiary

Securitization Entities Through Ford Credit, we securitize, transfer, and service financial assets associated with consumer finance receivables, operating leases, and wholesale loans. Our securitization transactions typically involve the legal transfer of financial assets to bankruptcy remote special purpose entities ("SPEs"). The third-party investors in these securitization entities have legal recourse only to the assets securing the debt and do not have recourse to us, except for the customary representation and warranty provisions. In addition, the cash flows generated by the assets are restricted only to pay such liabilities. We generally retain economic interests in the asset-backed securitization transactions, which are retained in the form of senior or subordinated interests, cash reserve accounts, residual interests, and servicing rights. For accounting purposes, we are precluded from recording the transfers of assets in securitization transactions as sales.

In most cases, the bankruptcy remote SPEs meet the definition of VIEs for which we have determined we have both the power to direct the activities of the entity that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits of the entity that could be significant, and would therefore also be consolidated. We account for all securitization transactions as if they were secured financing and therefore the assets, liabilities and related activity of these transactions are consolidated in our financial results and are included in amounts presented on the face of our consolidated balance sheet (see Note 4 for additional information).

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

In the normal course of business, our operations are exposed to global market risks, including the effect of changes in foreign currency exchange rates, certain commodity prices, and interest rates. To manage these risks, we enter into highly effective derivatives contracts. We have elected to apply hedge accounting to certain derivatives. Derivatives that are designated in hedging relationships are evaluated for effectiveness using regression analysis at the time they are designated and throughout the hedge period. Some derivatives do not qualify for hedge accounting; for others, we elect not to apply hedge accounting.

Income Effect of Derivative Financial Instruments

The gains/(losses), by hedge designation, recorded in income for the periods ended June 30 were as follows (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Automotive Sector				
Cash flow hedges (a)				
Reclassified from AOCI to income	$ (90)	$ 92	$ (136)	$ 160
Ineffectiveness	—	—	—	—
Derivatives not designated as hedging instruments				
Foreign currency exchange contracts	(116)	(17)	145	(61)
Commodity contracts	(15)	47	(25)	35
Total	$ (221)	$ 122	$ (16)	$ 134
Financial Services Sector				
Fair value hedges				
Interest rate contracts				
Net interest settlements and accruals excluded from the assessment of hedge effectiveness	$ 89	$ 72	$ 177	$ 141
Ineffectiveness (b)	(10)	5	(4)	10
Derivatives not designated as hedging instruments				
Interest rate contracts	(18)	(9)	(61)	(27)
Foreign currency exchange contracts	(65)	(25)	—	(30)
Cross-currency interest rate swap contracts	(77)	(11)	12	(16)
Total	$ (81)	$ 32	$ 124	$ 78

(a) For the second quarter and first half of 2015, $217 million loss and a $367 million loss, respectively, were recorded in *Other comprehensive income*. For the second quarter and first half of 2014, $338 million loss and a $208 million loss, respectively, were recorded in *Other comprehensive income.*
(b) For the second quarter and first half of 2015, hedge ineffectiveness reflects the net change in fair value on derivatives of $249 million loss and $28 million loss, respectively, and change in value on hedged debt attributable to the change in benchmark interest rates of $239 million gain and $24 million gain, respectively. For the second quarter and first half of 2014, hedge ineffectiveness reflects the net change in fair value on derivatives of $162 million gain and $267 million gain, respectively, and change in value on hedged debt attributable to the change in benchmark interest rates of $157 million loss and $257 million loss, respectively.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES *(Continued)*

Balance Sheet Effect of Derivative Financial Instruments

Derivative financial instruments are recorded on the balance sheet at fair value, presented on a gross basis, and include an adjustment for non-performance risk. Notional amounts are presented on a gross basis. The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our financial risk exposure. We enter into master agreements with counterparties that may allow for netting of exposure in the event of default or termination of the counterparty agreement due to breach of contract.

The notional amount and estimated fair value of our derivative financial instruments were as follows (in millions):

	June 30, 2015			December 31, 2014		
	Notional	Fair Value of Assets	Fair Value of Liabilities	Notional	Fair Value of Assets	Fair Value of Liabilities
Automotive Sector						
Cash flow hedges						
Foreign currency exchange and commodity contracts	$ 11,280	$ 407	$ 760	$ 15,434	$ 359	$ 517
Derivatives not designated as hedging instruments						
Foreign currency exchange contracts	13,481	109	212	12,198	157	129
Commodity contracts	449	5	20	693	1	67
Total derivative financial instruments, gross	$ 25,210	521	992	$ 28,325	517	713
Counterparty netting and collateral (a)		(493)	(493)		(463)	(463)
Total derivative financial instruments, net		$ 28	$ 499		$ 54	$ 250
Financial Services Sector						
Fair value hedges						
Interest rate contracts	$ 24,202	$ 572	$ 38	$ 23,203	$ 602	$ 38
Derivatives not designated as hedging instruments						
Interest rate contracts	57,897	157	132	56,558	168	89
Foreign currency exchange contracts	1,265	—	41	1,527	18	1
Cross-currency interest rate swap contracts	2,403	94	167	2,425	71	39
Total derivative financial instruments, gross	$ 85,767	823	378	$ 83,713	859	167
Counterparty netting and collateral (a)		(161)	(161)		(136)	(136)
Total derivative financial instruments, net		$ 662	$ 217		$ 723	$ 31

(a) At June 30, 2015 and December 31, 2014, we did not receive or pledge any cash collateral.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 13. ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

The changes in the accumulated balances for each component of *Accumulated other comprehensive income/(loss)* attributable to Ford Motor Company for the periods ended June 30 were as follows (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Foreign currency translation				
Beginning balance	$ (2,984)	$ (1,981)	$ (2,348)	$ (1,746)
Gains/(Losses) on foreign currency translation	329	298	(307)	116
Less: Tax/(Tax benefit)	—	—	—	53
Net gains/(losses) on foreign currency translation	329	298	(307)	63
(Gains)/Losses reclassified from AOCI to income (a)	—	19	—	19
Other comprehensive income/(loss), net of tax (b)	329	317	(307)	82
Ending balance	$ (2,655)	$ (1,664)	$ (2,655)	$ (1,664)
Derivative instruments (c)				
Beginning balance	$ (232)	$ 132	$ (142)	$ 40
Gains/(Losses) on derivative instruments	(217)	(338)	(367)	(208)
Less: Tax/(Tax benefit)	(78)	(42)	(110)	(90)
Net gains/(losses) on derivative instruments	(139)	(296)	(257)	(118)
(Gains)/Losses reclassified from AOCI to income	90	(92)	136	(160)
Less: Tax/(Tax benefit)	27	(101)	45	(83)
Net (gains)/losses reclassified from AOCI to net income (d)	63	9	91	(77)
Other comprehensive income/(loss), net of tax	(76)	(287)	(166)	(195)
Ending balance	$ (308)	$ (155)	$ (308)	$ (155)
Pension and other postretirement benefits				
Beginning balance	$ (17,190)	$ (16,341)	$ (17,542)	$ (16,524)
Gains/(Losses) arising during the period	—	—	(769)	(13)
Less: Tax/(Tax benefit)	—	(2)	(269)	(5)
Net gains/(losses) arising during the period	—	2	(500)	(8)
Amortization of prior service costs/(credits) (e)	(2)	(5)	(2)	(9)
Amortization of (gains)/losses (e)	350	225	707	448
Recognition of (gains)/losses due to curtailments (e)	—	—	—	—
Recognition of (gains)/losses due to settlements (e)	—	—	—	14
Less: Tax/(Tax benefit)	105	66	276	133
Net amortization and (gains)/losses reclassified from AOCI to net income	243	154	429	320
Translation impact on non-U.S. plans	(350)	(103)	316	(76)
Other comprehensive income/(loss), net of tax	(107)	53	245	236
Ending balance	$ (17,297)	$ (16,288)	$ (17,297)	$ (16,288)
Total AOCI ending balance at June 30	$ (20,260)	$ (18,107)	$ (20,260)	$ (18,107)

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(a) The accumulated translation adjustments related to an investment in a foreign subsidiary are reclassified to *Automotive interest income and other income/(loss), net, Financial Services other income/(loss), net,* or *Equity in net income of affiliated companies.*
(b) In the second quarter of 2015, there was a $1 million loss attributable to noncontrolling interests.
(c) We expect to reclassify existing net losses of $311 million from *Accumulated other comprehensive income/(loss)* to *Automotive cost of sales* during the next twelve months as the underlying exposures are realized.
(d) Gains/(Losses) on cash flow hedges are reclassified from *Accumulated other comprehensive income/(loss)* to income when the hedged item affects earnings and is recognized in *Automotive cost of sales.* See Note 12 for additional information.
(e) These *Accumulated other comprehensive income/(loss)* components are included in the computation of net periodic pension cost. See Note 8 for additional information.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 14. OTHER INCOME/(LOSS)

Automotive Sector

The amounts included in *Automotive interest income and other income/(loss), net* for the periods ended June 30 were as follows (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Investment-related interest income	$ 56	$ 41	$ 101	$ 80
Interest income/(expense) on income taxes	10	11	1	37
Realized and unrealized gains/(losses) on cash equivalents and marketable securities	(16)	33	(43)	—
Gains/(Losses) on changes in investments in affiliates	18	—	18	1
Gains/(Losses) on extinguishment of debt	—	—	1	(5)
Royalty income	157	148	299	302
Other	47	37	85	69
Total	$ 272	$ 270	$ 462	$ 484

Financial Services Sector

The amounts included in *Financial Services other income/(loss), net* for the periods ended June 30 were as follows (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Investment-related interest income	$ 19	$ 10	$ 37	$ 21
Interest income/(expense) on income taxes	(3)	(2)	(6)	(10)
Realized and unrealized gains/(losses) on cash equivalents and marketable securities	—	5	6	8
Insurance premiums earned	34	31	65	63
Other	20	43	42	73
Total	$ 70	$ 87	$ 144	$ 155

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 15. EMPLOYEE SEPARATION ACTIONS AND EXIT AND DISPOSAL ACTIVITIES

Automotive Sector

Business Restructuring - Europe

In October 2012, we committed to commence a transformation plan for our Europe operations. As part of this plan, we closed two manufacturing facilities in the United Kingdom in 2013 and closed our assembly plant in Genk, Belgium at the end of 2014. The Genk closure was subject to an information and consultation process with employee representatives, which was completed in June 2013. The costs related to these closures were recorded beginning in the second quarter of 2013.

Separation-related costs (excluding pension costs) totaled $1.1 billion and were recorded in *Automotive cost of sales* and *Selling, administrative and other expenses.* These costs include both the costs associated with voluntary separation programs in the United Kingdom and involuntary employee actions at Genk, as well as payments to suppliers. The separation-related activity recorded in *Other liabilities and deferred revenue*, for the periods ended June 30 was as follows (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Beginning balance	$ 257	$ 588	$ 730	$ 497
Changes in accruals	(4)	107	(6)	219
Payments	(88)	(47)	(525)	(69)
Foreign currency translation	8	(5)	(26)	(4)
Ending balance	$ 173	$ 643	$ 173	$ 643

Business Restructuring - Australia

In May 2013, we committed to commence a transformation plan for our Australia operations. As part of this plan, we will be closing manufacturing operations in Australia in October 2016. In August 2013, a two-phase separation plan was approved, which included a line-speed reduction in June 2014, ahead of the final closure. The costs related to the line-speed reduction were recorded throughout 2014. The costs related to the second phase of the transformation plan were recorded beginning in the fourth quarter of 2014 after the Enterprise bargaining agreement was agreed and ratified by the local government and we determined these payments were probable.

Separation-related costs recorded in *Automotive cost of sales* and *Selling, administrative and other expenses,* include both the costs associated with voluntary separation programs, and involuntary employee actions in Australia, as well as payments to suppliers. The separation-related activity recorded in *Other liabilities and deferred revenue*, for the period ended June 30, was as follows (in millions):

	Second Quarter	First Half
	2015	2015
Beginning balance	$ 116	$ 111
Changes in accruals	17	31
Payments	(9)	(10)
Foreign currency translation	2	(6)
Ending balance	$ 126	$ 126

Our current estimate of total separation-related costs (excluding pension costs) for the Australian transformation plan is approximately $230 million. The separation-related costs not yet recorded will be expensed as the employees continue to support Australia plant operations.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 16. INCOME TAXES

For interim tax reporting we estimate one single effective tax rate for tax jurisdictions not subject to a valuation allowance, which is applied to the year-to-date ordinary income/(loss). Tax effects of significant unusual or extraordinary items are excluded from the estimated annual effective tax rate calculation and recognized in the interim period in which they occur.

NOTE 17. CHANGES IN INVESTMENTS IN AFFILIATES

Automotive Sector

Ford Sollers. We formed the Ford Sollers joint venture with Sollers OJSC ("Sollers") in October 2011 to operate in Russia. Upon contribution of our then wholly-owned operations in Russia to the joint venture in exchange for cash, notes receivable and a 50% equity interest in the new joint venture, we deconsolidated the related assets and liabilities and recorded an equity method investment in Ford Sollers at its fair value. The fair value was calculated using a discounted cash flow analysis with our best assumptions of relevant factors at that time.

During the second quarter of 2014, we recorded a $329 million pre-tax impairment as a result of factors in the Russian market, including a weaker ruble, lower industry volume, and industry segmentation changes that negatively impacted the sales of Focus. These factors reduced our expected cash flows for Ford Sollers in the near-term, thereby reducing the investment's fair value recoverability. The non-cash charge was reported in *Equity in net income of affiliated companies*.

On March 31, 2015, we and Sollers agreed to certain changes to the structure of the joint venture and the related shareholders' agreement to support the business in the near term and provide a platform for future growth in this important market. The changes include Ford providing additional funding to the joint venture and gaining a controlling interest in the joint venture through the acquisition of preferred shares. As a result, effective March 31, 2015, we have consolidated the joint venture for financial reporting purposes. In addition, the partners will have future rights to purchase, or have purchased, Sollers' 50% interest in the ordinary shares of the joint venture at a value established using a pre-determined framework. Both partners will continue to work jointly to improve the business outlook for the Ford Sollers joint venture by expanding its vehicle lineup to better meet the needs of Russian customers and further investing in the localization of component manufacturing.

During the second quarter of 2015, we finalized our purchase accounting. We measured the fair value of Ford Sollers using the income approach. We used cash flows that reflect the Ford Sollers business plan, aligned with assumptions a market participant would have made. We assumed a discount rate of 17% based on the appropriate weighted average cost of capital, adjusted for perceived business risks related to regulatory concerns, political tensions, foreign exchange volatility, and risk associated with the Russian automotive industry.

The following acquired assets and liabilities were measured at fair value and recorded on our balance sheet (in millions):

	March 31, 2015
Assets	
Cash and cash equivalents	$ 40
Other receivables, net	113
Inventories	258
Net property	541
Other assets	25
Total assets of Ford Sollers (a)	$ 977
Liabilities	
Payables	$ 514
Debt	370
Total liabilities of Ford Sollers (a)	$ 884

(a) At March 31, 2015, intercompany assets of $10 million and intercompany liabilities of $394 million have been eliminated in both the consolidated and sector balance sheet.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 17. CHANGES IN INVESTMENTS IN AFFILIATES *(Continued)*

In addition, we recorded a $93 million redeemable noncontrolling interest in the mezzanine section of our balance sheet, reflecting the redemption features embedded in the 50% equity interest in the joint venture that is held by Sollers. To determine the noncontrolling interest value, we used a Monte Carlo simulation analysis that incorporated market participant assumptions for asset volatilities and credit spreads.

Blue Diamond Truck, S. de R.L. ("BDT"). BDT was a Mexican joint venture created in 2001 by Ford and Navistar that produced medium duty commercial trucks. During the second quarter of 2015, we sold our entire equity interest in BDT to a Navistar affiliate and the joint venture was terminated. As a result of the sale of our interest in BDT, we recognized a pre-tax gain of $19 million, which was reported in *Automotive interest income and other income/(loss), net*.

NOTE 18. CAPITAL STOCK AND EARNINGS PER SHARE

Earnings Per Share Attributable to Ford Motor Company Common and Class B Stock

Basic and diluted income per share were calculated using the following (in millions):

	Second Quarter		First Half	
	2015	2014	2015	2014
Basic and Diluted Income Attributable to Ford Motor Company				
Basic income	$ 1,885	$ 1,311	$ 2,809	$ 2,300
Effect of dilutive 2016 Convertible Notes (a) (b)	—	12	—	24
Diluted income	$ 1,885	$ 1,323	$ 2,809	$ 2,324
Basic and Diluted Shares				
Basic shares (average shares outstanding)	3,974	3,940	3,968	3,943
Net dilutive options and unvested restricted stock units	33	47	35	46
Dilutive 2016 Convertible Notes (b)	—	101	—	100
Diluted shares	4,007	4,088	4,003	4,089

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(a) As applicable, includes interest expense, amortization of discount, amortization of fees, and other changes in income or loss that would result from the assumed conversion.
(b) In October 2014, we elected to terminate the conversion rights of holders under the 2016 Convertible Notes in accordance with their terms effective as of the close of business on November 20, 2014. On November 21, 2014, we redeemed for cash the remaining outstanding 2016 Convertible Notes.

NOTE 19. SEGMENT INFORMATION

Our operating activity consists of two operating sectors, Automotive and Financial Services. Our Automotive sector includes the sale of Ford and Lincoln brand vehicles and related service parts and accessories. The Financial Services sector primarily includes our vehicle-related financing and leasing activities at Ford Credit.

Prior to January 1, 2015, we had an Other Financial Services segment, which included holding companies, real estate, and financing of some Volvo vehicles in Europe. Effective January 1, 2015, we realigned the business operations of this segment to our Automotive sector on a prospective basis. The impact of this change on prior periods presented would have been immaterial.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 19. SEGMENT INFORMATION *(Continued)*

Key operating data for our business segments for the periods ended or at June 30 were as follows (in millions):

	Automotive Sector							
	Operating Segments					Reconciling Items		
	North America	South America	Europe	Middle East & Africa	Asia Pacific	Other Automotive	Special Items	Total
Second Quarter 2015								
Revenues	$ 23,316	$ 1,494	$ 6,943	$ 904	$ 2,448	$ —	$ —	$ 35,105
Income/(Loss) before income taxes	2,597	(185)	(14)	(46)	192	(167)	—	2,377
Total assets at June 30	61,435	5,443	15,643	1,294	8,713	—	—	92,528
Second Quarter 2014								
Revenues	$ 21,108	$ 2,111	$ 8,082	$ 1,172	$ 2,892	$ —	$ —	$ 35,365
Income/(Loss) before income taxes	2,440	(295)	14	23	159	(171)	(481)	1,689
Total assets at June 30	61,263	7,238	16,240	1,300	8,516	—	—	94,557

	Automotive Sector							
	Operating Segments					Reconciling Items		
	North America	South America	Europe	Middle East & Africa	Asia Pacific	Other Automotive	Special Items	Total
First Half 2015								
Revenues	$ 43,356	$ 3,007	$ 13,861	$ 1,961	$ 4,720	$ —	$ —	$ 66,905
Income/(Loss) before income taxes	3,937	(374)	(199)	33	295	(379)	—	3,313
First Half 2014								
Revenues	$ 41,553	$ 4,002	$ 15,836	$ 2,327	$ 5,523	$ —	$ —	$ 69,241
Income/(Loss) before income taxes	3,940	(805)	(180)	77	450	(393)	(603)	2,486

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 19. SEGMENT INFORMATION *(Continued)*

	Financial Services Sector				Company	
	Operating Segment	Reconciling Items				
	Ford Credit	Other	Elims	Total	Elims (a)	Total
Second Quarter 2015						
Revenues	$ 2,257	$ —	$ (99)	$ 2,158	$ —	$ 37,263
Income/(Loss) before income taxes	506	(15)	—	491	—	2,868
Total assets at June 30	127,599	2	(1,218)	126,383	(2,866)	216,045
Second Quarter 2014						
Revenues	$ 2,137	$ 33	$ (124)	$ 2,046	$ —	$ 37,411
Income/(Loss) before income taxes	434	(5)	—	429	—	2,118
Total assets at June 30	120,441	343	(1,146)	119,638	(3,250)	210,945

	Financial Services Sector				Company	
	Operating Segment	Reconciling Items				
	Ford Credit	Other	Elims	Total	Elims (a)	Total
First Half 2015						
Revenues	$ 4,454	$ —	$ (196)	$ 4,258	$ —	$ 71,163
Income/(Loss) before income taxes	989	(29)	—	960	—	4,273
First Half 2014						
Revenues	$ 4,213	$ 68	$ (235)	$ 4,046	$ —	$ 73,287
Income/(Loss) before income taxes	933	(42)	—	891	—	3,377

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(a) Includes intersector transactions occurring in the ordinary course of business and deferred tax netting.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES

Commitments and contingencies primarily consist of guarantees and indemnifications, litigation and claims, and warranty.

Guarantees and Indemnifications

Guarantees and indemnifications are recorded at fair value at their inception. We regularly review our performance risk under these arrangements, and in the event it becomes probable we will be required to perform under guarantee or indemnity, the amount of probable payment is recorded.

We guarantee debt and lease obligations of certain joint ventures, as well as certain financial obligations of outside third parties, including suppliers, to support our business and economic growth. Expiration dates vary through 2033, and guarantees will terminate on payment and/or cancellation of the underlying obligation. A payment by us would be triggered by failure of the joint venture or other third party to fulfill its obligation covered by the guarantee. In some circumstances, we are entitled to recover from a third party amounts paid by us under the guarantee. However, our ability to enforce these rights is sometimes stayed until the guaranteed party is paid in full, and may be limited in the event of insolvency of the third party or other circumstances.

In the ordinary course of business, we execute contracts involving indemnifications standard in the industry and indemnifications specific to a transaction, such as the sale of a business. These indemnifications might include and are not limited to claims relating to any of the following: environmental, tax, and shareholder matters; intellectual property rights; power generation contracts; governmental regulations and employment-related matters; dealer, supplier, and other commercial contractual relationships; and financial matters, such as securitizations. Performance under these indemnities generally would be triggered by a breach of terms of the contract or by a third-party claim. While some of these indemnifications are limited in nature, many of them do not limit potential payment. Therefore, we are unable to estimate a maximum amount of future payments that could result from claims made under these unlimited indemnities.

The maximum potential payments and the carrying value of recorded liabilities related to guarantees and limited indemnities were as follows (in millions):

	June 30, 2015	December 31, 2014
Maximum potential payments	$ 592	$ 592
Carrying value of recorded liabilities related to guarantees and limited indemnities	17	17

Litigation and Claims

Various legal actions, proceedings, and claims (generally, "matters") are pending or may be instituted or asserted against us. These include but are not limited to matters arising out of alleged defects in our products; product warranties; governmental regulations relating to safety, emissions, and fuel economy or other matters; government incentives; tax matters; alleged illegal acts resulting in fines or penalties; financial services; employment-related matters; dealer, supplier, and other contractual relationships; intellectual property rights; environmental matters; shareholder or investor matters; and financial reporting matters. Certain of the pending legal actions are, or purport to be, class actions. Some of the matters involve or may involve claims for compensatory, punitive, or antitrust or other treble damages in very large amounts, or demands for field service actions, environmental remediation programs, sanctions, loss of government incentives, assessments, or other relief, which, if granted, would require very large expenditures.

The extent of our financial exposure to these matters is difficult to estimate. Many matters do not specify a dollar amount for damages, and many others specify only a jurisdictional minimum. To the extent an amount is asserted, our historical experience suggests that in most instances the amount asserted is not a reliable indicator of the ultimate outcome.

We accrue for matters when losses are deemed probable and reasonably estimable. In evaluating matters for accrual and disclosure purposes, we take into consideration factors such as our historical experience with matters of a similar nature, the specific facts and circumstances asserted, the likelihood that we will prevail, and the severity of any potential loss. We reevaluate and update our accruals as matters progress over time.

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES *(Continued)*

For the majority of matters, which generally arise out of alleged defects in our products, we establish an accrual based on our extensive historical experience with similar matters. We do not believe there is a reasonably possible outcome materially in excess of our accrual for these matters.

For the remaining matters, where our historical experience with similar matters is of more limited value (i.e., “non-pattern matters”), we evaluate the matters primarily based on the individual facts and circumstances. For non-pattern matters, we evaluate whether there is a reasonable possibility of a material loss in excess of any accrual that can be estimated. Our estimate of reasonably possible loss in excess of our accruals for all material matters currently reflects indirect tax and customs matters, for which we estimate the aggregate risk to be a range of up to about $2.8 billion.

As noted, the litigation process is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. Our assessments are based on our knowledge and experience, but the ultimate outcome of any matter could require payment substantially in excess of the amount that we have accrued and/or disclosed.

Warranty and Field Service Actions

We accrue obligations for warranty costs and field service actions (i.e., safety recalls, emission recalls, and other product campaigns) at the time of sale. We establish estimates for warranty and field service action obligations using a patterned estimation model using historical information regarding the nature, frequency, and average cost of claims for each vehicle line by model year. We reevaluate the adequacy of our accruals on a regular basis and any revisions to our estimated obligation for warranties and field service actions are reported as *Changes in accrual related to pre-existing warranties* in the table below.

Our estimates of warranty and field service action obligations are accounted for primarily in *Other liabilities and deferred revenue* for the periods ended June 30 were as follows (in millions):

	First Half	
	2015	2014
Beginning balance	$ 4,785	$ 3,927
Payments made during the period	(1,229)	(1,310)
Changes in accrual related to warranties issued during the period	1,005	1,121
Changes in accrual related to pre-existing warranties	212	763
Foreign currency translation and other	(68)	17
Ending balance	$ 4,705	$ 4,518

Excluded from the table above are costs accrued for customer satisfaction actions.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Ford Motor Company:

We have reviewed the accompanying consolidated balance sheet of Ford Motor Company and its subsidiaries as of June 30, 2015, and the related consolidated statements of income and comprehensive income for the three-month and six-month periods ended June 30, 2015 and 2014 and the condensed consolidated statement of cash flows and the consolidated statement of equity for the six-month periods ended June 30, 2015 and 2014. These interim financial statements are the responsibility of the Company's management.

The accompanying sector balance sheets and the related sector statements of income and of cash flows are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the review procedures applied in the review of the basic financial statements.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2014, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein), and in our report dated February 13, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2014, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Detroit, Michigan
July 28, 2015

ITEM 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations.***

RESULTS OF OPERATIONS

Our second quarter and first half 2015 pre-tax results and net income were as follows:

	Second Quarter 2015 (Mils.)	Second Quarter Better/(Worse) 2014 (Mils.)	First Half 2015 (Mils.)	First Half Better/(Worse) 2014 (Mils.)	Memo: Full Year 2014 (Mils.)
Income					
Pre-tax results (excl. special items)	$ 2,868	$ 269	$ 4,273	$ 293	$ 6,282
Special items	—	481	—	603	(1,940)
Pre-tax results (incl. special items)	2,868	750	4,273	896	4,342
(Provision for)/Benefit from income taxes	(982)	(179)	(1,462)	(389)	(1,156)
Net income	1,886	571	2,811	507	3,186
Less: Income/(Loss) attributable to noncontrolling interests	1	(3)	2	(2)	(1)
Net income attributable to Ford	$ 1,885	$ 574	$ 2,809	$ 509	$ 3,187

Net income includes certain items ("special items") that we have grouped into "Personnel and Dealer-Related Items" and "Other Items" to provide useful information to investors about the nature of the special items. The first category includes items related to our efforts to match production capacity and cost structure to market demand and changing model mix and therefore helps investors track amounts related to those activities. The second category includes items that we do not generally consider to be indicative of our ongoing operating activities, and therefore allows investors analyzing our pre-tax results to identify certain infrequent significant items that they may wish to exclude when considering the trend of ongoing operating results.

As detailed in Note 19 of the Notes to the Financial Statements, we allocate special items to a separate reconciling item, as opposed to allocating them among the operating segments and Other Automotive, reflecting the fact that management excludes these items from its review of operating segment results for purposes of measuring segment profitability and allocating resources among the segments.

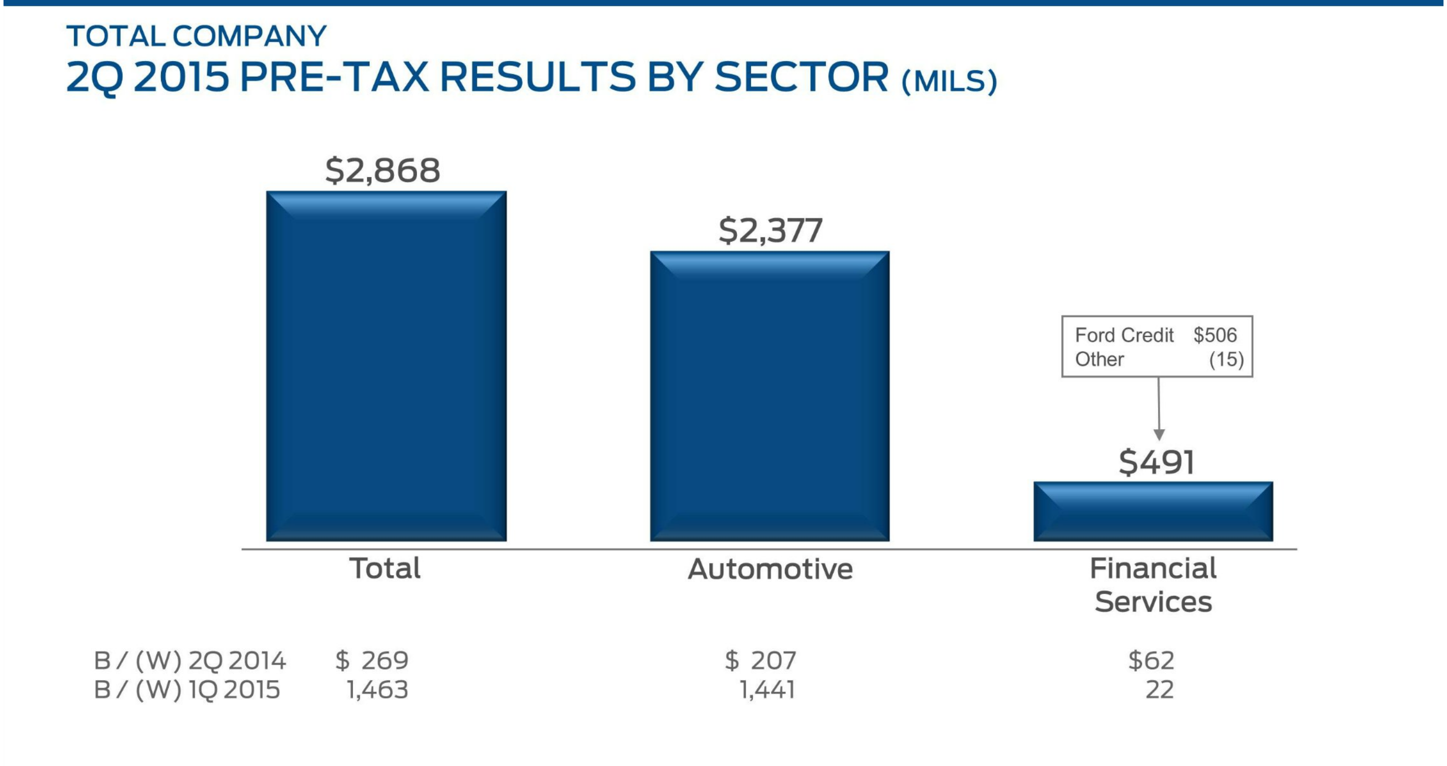
For the second quarter and the first half of 2015, we had no special items. The following table details Automotive sector pre-tax special items in each category for the second quarter of 2014, the first half of 2014, and full year 2014:

	Second Quarter 2014 (Mils.)	First Half 2014 (Mils.)	Memo: Full Year 2014 (Mils.)
Personnel and Dealer-Related Items			
Separation-related actions (a)	$ (152)	$ (274)	$ (685)
Other Items			
Venezuela accounting change	—	—	(800)
Ford Sollers equity impairment	(329)	(329)	(329)
2016 Convertible Notes settlement	—	—	(126)
Total Other Items	(329)	(329)	(1,255)
Total Special Items	$ (481)	$ (603)	$ (1,940)

(a) Primarily related to separation costs for personnel at the Genk and U.K. facilities.

Discussion of Automotive sector, Financial Services sector, and Company results of operations below is on a pre-tax basis and excludes special items unless otherwise specifically noted. References to records by Automotive segments—North America, South America, Europe, Middle East & Africa, and Asia Pacific—are since at least 2000 when we began reporting specific business unit results.

The chart below shows second quarter 2015 pre-tax results by sector:



Both of our sectors, Automotive and Financial Services, contributed to the Company's second quarter 2015 pre-tax profit, and both improved compared with the prior year and the first quarter of 2015.

AUTOMOTIVE SECTOR

Definitions and calculations used in this report include:

- *Wholesales and Revenue* - Wholesale unit volumes include all Ford and Lincoln badged units (whether produced by Ford or by an unconsolidated affiliate) that are sold to dealerships, units manufactured by Ford that are sold to other manufacturers, units distributed by Ford for other manufacturers, and local brand units produced by our China joint venture, Jiangling Motors Corporation, Ltd. ("JMC"), that are sold to dealerships. Vehicles sold to daily rental car companies that are subject to a guaranteed repurchase option (i.e., rental repurchase), as well as other sales of finished vehicles for which the recognition of revenue is deferred (e.g., consignments), also are included in wholesale unit volumes. Revenue from certain vehicles in wholesale unit volumes (specifically, Ford badged vehicles produced and distributed by our unconsolidated affiliates, as well as JMC brand vehicles) are not included in our revenue

- *Automotive Operating Margin* - defined as Automotive pre-tax results, excluding special items and Other Automotive, divided by Automotive revenue

- *Industry Volume and Market Share* - based, in part, on estimated vehicle registrations; includes medium and heavy duty trucks

- *SAAR* - seasonally adjusted annual rate

In general, we measure year-over-year change in Automotive pre-tax operating profit for our total Automotive sector and reportable segments using the causal factors listed below, with net pricing and cost variances calculated at present-year volume and mix and exchange:

- *Market Factors*:
  - *Volume and Mix* - primarily measures profit variance from changes in wholesale volumes (at prior-year average margin per unit) driven by changes in industry volume, market share, and dealer stocks, as well as the profit variance resulting from changes in product mix, including mix among vehicle lines and mix of trim levels and options within a vehicle line
  - *Net Pricing* - primarily measures profit variance driven by changes in wholesale prices to dealers and marketing incentive programs such as rebate programs, low-rate financing offers, and special lease offers

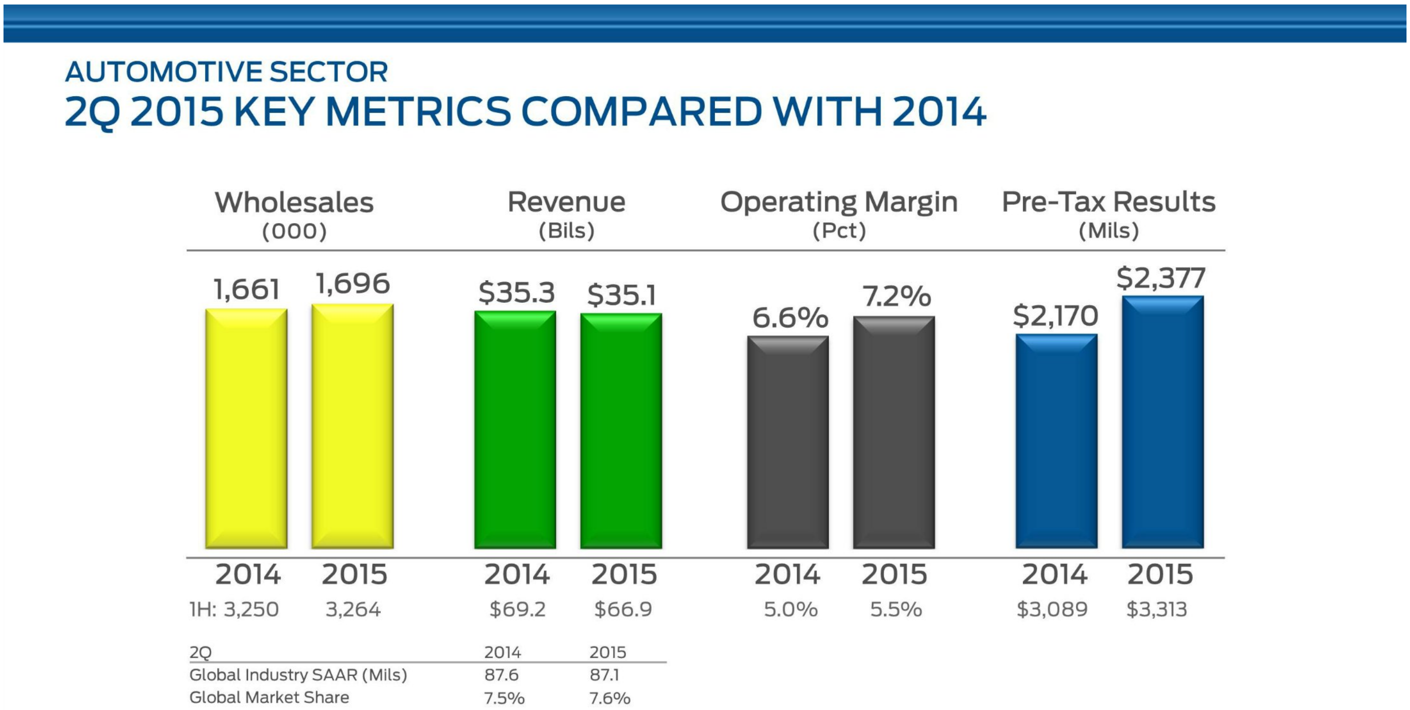
- *Contribution Costs* - primarily measures profit variance driven by per-unit changes in cost categories that typically vary with volume, such as material costs (including commodity and component costs), warranty expense, and freight and duty costs

- *Structural Costs* - primarily measures profit variance driven by absolute change in cost categories that typically do not have a directly proportionate relationship to production volume. Structural costs include the following cost categories:
  - *Manufacturing and Engineering* - consists primarily of costs for hourly and salaried manufacturing- and engineering-related personnel, plant overhead (such as utilities and taxes), new product launch expense, prototype materials, and outside engineering services
  - *Spending-Related* - consists primarily of depreciation and amortization of our manufacturing and engineering assets, but also includes asset retirements and operating leases
  - *Advertising and Sales Promotions* - includes costs for advertising, marketing programs, brand promotions, customer mailings and promotional events, and auto shows
  - *Administrative and Selling* - includes primarily costs for salaried personnel and purchased services related to our staff activities and selling functions, as well as associated information technology costs
  - *Pension and OPEB* - consists primarily of past service pension costs and other postretirement employee benefit costs

- *Exchange* - primarily measures profit variance driven by one or more of the following: (i) transactions denominated in currencies other than the functional currencies of the relevant entities, (ii) effects of converting functional currency income to U.S. dollars, (iii) effects of remeasuring monetary assets and liabilities of the relevant entities in currencies other than their functional currency, or (iv) results of our foreign currency hedging

- *Net Interest and Other*
  - *Net Interest* - primarily measures profit variance driven by changes in our Automotive sector's centrally-managed net interest, which consists of interest expense, interest income, fair market value adjustments on our cash equivalents and marketable securities portfolio (excluding our investment in Mazda), and other adjustments
  - *Other* - items not included in the causal factors defined above

The charts on the following pages detail second quarter 2015 key metrics and the change in second quarter 2015 pre-tax results compared with second quarter 2014 by causal factor for our Automotive sector and its operating segments—North America, South America, Europe, Middle East & Africa, and Asia Pacific.



The quarter's financial results were outstanding, with the best Automotive pre-tax profit since 2000. Wholesale volume was up 2% from a year ago and revenue was about flat.

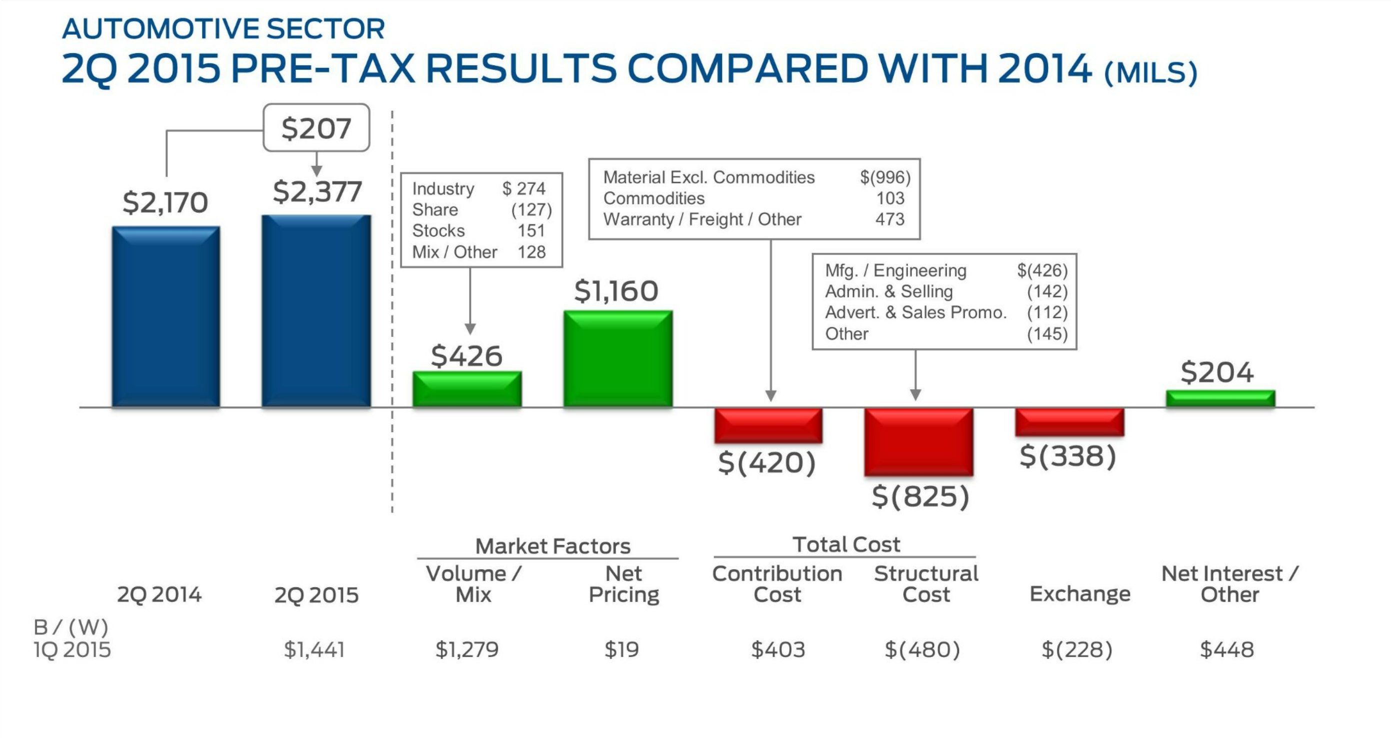
We estimate that global industry SAAR, shown on the lower left, was 87.1 million units, down 1% from a year ago, and we grew our global market share to 7.6%.

Our growth in wholesale volume was driven by North America and Europe.

Our largely unchanged revenue reflects higher net pricing and volume essentially offset by unfavorable translation effects of the strong U.S. dollar on international operations.

Our operating margin was 7.2%, up six-tenths of a percentage point from last year, and pre-tax profit was $2.4 billion, up $207 million.

As shown below the chart, first half volume was largely unchanged from a year ago, while Automotive revenue was down 3% reflecting U.S. dollar strength. Operating margin, at 5.5%, was up half of a percentage point, and pre-tax profit, at $3.3 billion, was up $224 million.

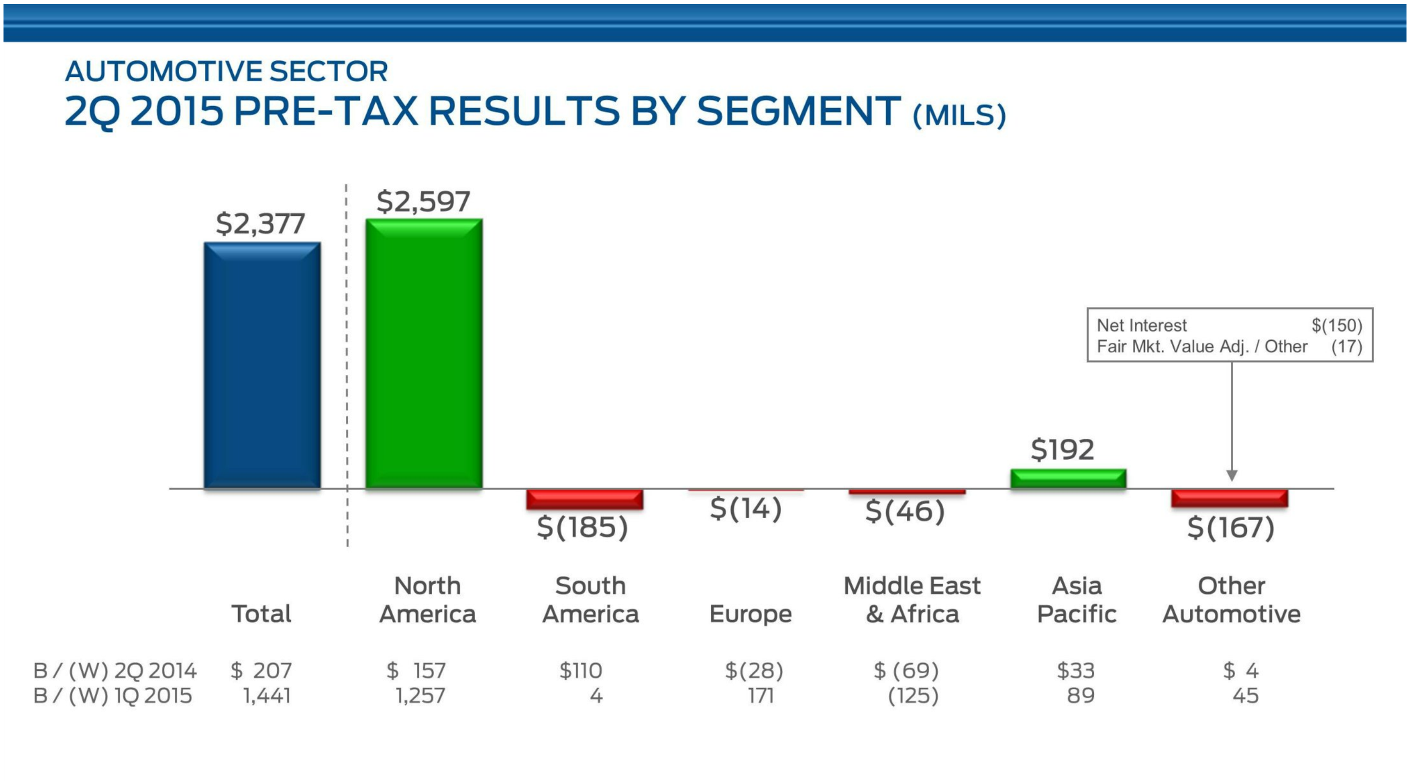


As shown above, our second quarter 2015 Automotive pre-tax profit improved from a year ago. Favorable market factors, more than explained by North and South America and Europe, exceeded cost increases.

As shown below the chart, second quarter Automotive pre-tax profit more than doubled compared with first quarter. Favorable volume and mix, mainly in North America, drove the improvement.

Total costs and expenses for our Automotive sector for the second quarter of 2015 and 2014 was $33.3 billion and $33.8 billion, respectively, a difference of $500 million. Total costs and expenses for our Automotive sector for the first half of 2015 and 2014 was $64.6 billion and $67.3 billion, respectively, a difference of $2.7 billion. An explanation of the second quarter and first half 2015 change is shown below (in billions):

	2015 Lower/(Higher) 2014	
Explanation of change:	**Second Quarter**	**First Half**
Volume and mix, exchange, and other	$ 1.5	$ 4.6
Contribution costs		
Material excluding commodities	(1.0)	(1.6)
Commodities	0.1	0.1
Warranty/Freight/Other	0.5	0.8
Structural costs	(0.8)	(1.5)
Special items	0.2	0.3
Total	$ 0.5	$ 2.7



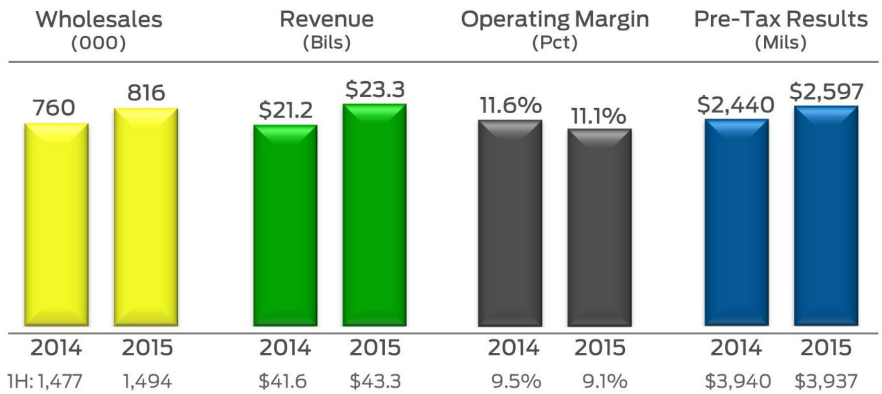
Shown above are second quarter 2015 Automotive pre-tax results by business unit, along with Other Automotive which is mainly net interest expense.

North America’s record profit drove the Automotive sector to its outstanding results in the quarter. North America also was the principal factor behind the sector’s improved profit compared with last year and first quarter.

Our regions outside North America collectively achieved a result of near breakeven, which also was an improvement from both the prior year and first quarter.

For the full year, we continue to expect to achieve top-line growth in a global industry that we expect to be about flat, including improving our global market share on the strength of our 24 global product launches last year and the 16 expected for 2015, most of which are now complete. We also have more capacity coming on line in Asia Pacific in the second half that will drive incremental volume and revenue. We also expect a stronger bottom line for the full year, including higher Automotive operating margin and pre-tax profit. Within the latter, we continue to expect full year Automotive net interest expense to be about $650 million.

AUTOMOTIVE SECTOR – NORTH AMERICA
2Q 2015 KEY METRICS COMPARED WITH 2014



Explorer

2Q	2014	2015
NA Industry SAAR (Mils)	20.2	21.1
NA Market Share	14.8%	14.4%
U.S. Industry SAAR (Mils)	16.9	17.6
U.S. Market Share	15.3%	15.0%

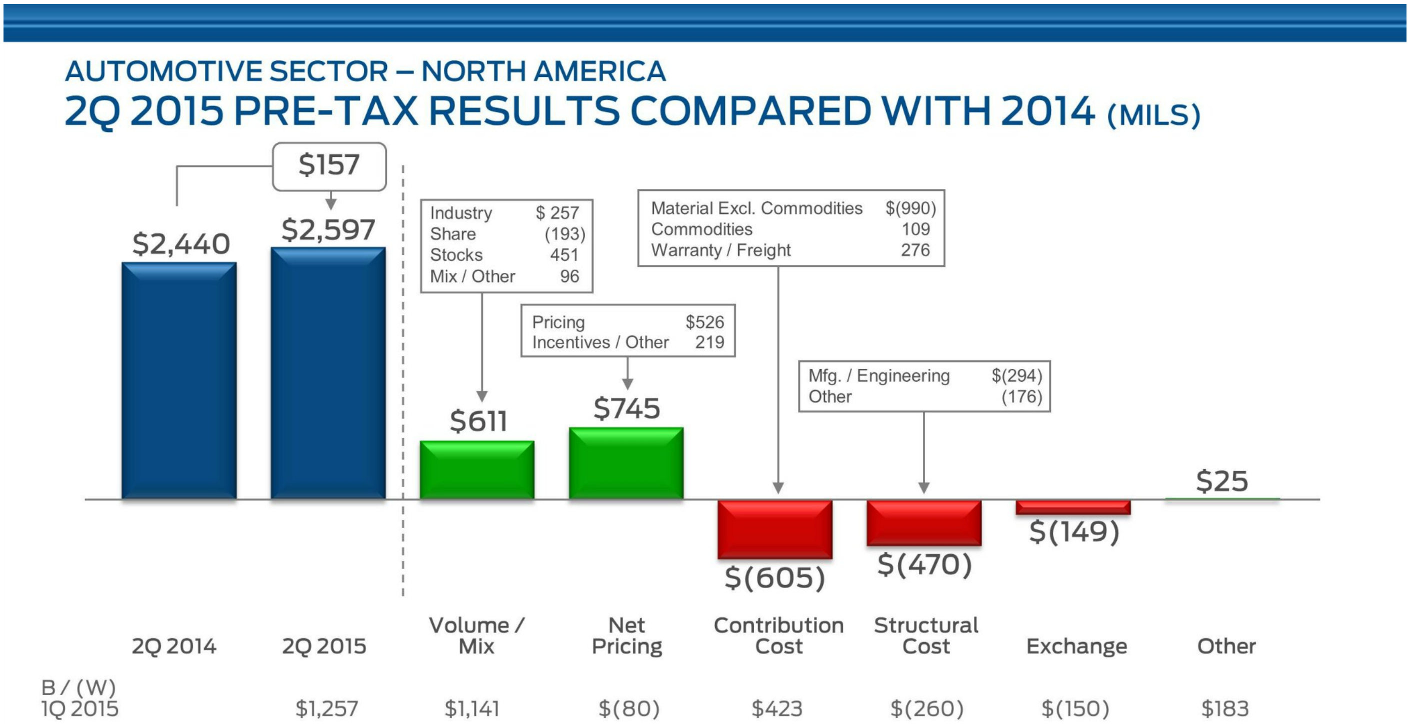
Shown above are the key metrics for North America for second quarter 2015. Both wholesale volume and revenue were up in the quarter from a year ago. Wholesale volume was 7% higher despite a decline of about 15% in F-150 wholesales related to the now-completed launch at our Kansas City Assembly Plant. The higher wholesales in the quarter reflect the non-repeat of last year's stock reduction plus the impact of higher industry sales; U.S. SAAR increased by 4% to 17.6 million units.

Lower availability of F-150 resulted in lower U.S. market share, which was down three-tenths of a percentage point to 15%.

Revenue was up 10% from a year ago driven by the higher wholesale volume, as well as higher net pricing and favorable mix; these factors were offset partially by the adverse effect of the strong U.S. dollar on our revenue in Canada and Mexico.

Operating margin was a strong 11.1%, though down half of a percentage point from last year including the launch effect of F-150. Pre-tax profit was an any-quarter record at $2.6 billion, up $157 million from last year's record profit.

As shown below the chart, our first half volume was up 1% from a year ago, and revenue was up 4%. Operating margin, at 9.1%, was down four-tenths of a percentage point, while pre-tax profit, at $3.9 billion, was about equal.



Favorable volume and mix and higher net pricing, which included lower incentives, explain North America's higher pre-tax profit. Higher costs and unfavorable exchange were partial offsets.

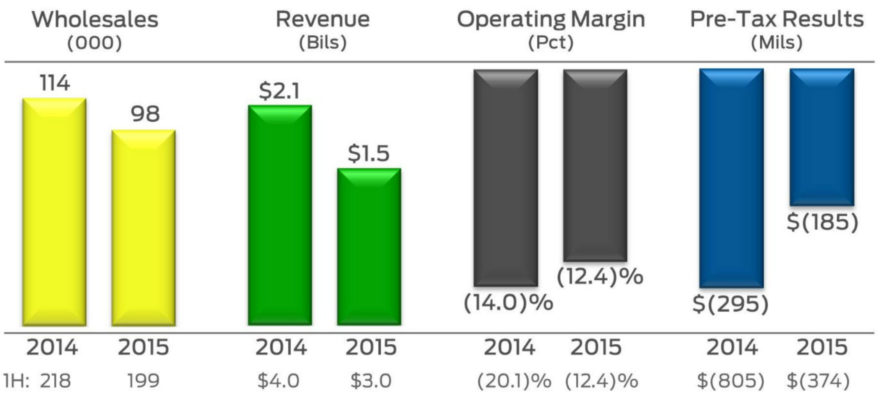
As shown below the chart, our pre-tax profit improved nearly $1.3 billion compared with first quarter due to favorable volume and mix and lower costs. All other factors essentially offset one another.

We expect our results in North America to improve in the second half compared with the first half as we benefit from a full supply of F-150 and Edge, as well as the recent launches of Explorer and Lincoln MKX.

We expect North America to have a very strong year, with substantial top-line growth, higher pre-tax profit, and an improved operating margin. This is based on continued robust industry sales, our strong product line-up including products launched last year and planned for 2015, most of which are now complete, our continued discipline in matching production with demand, and a lean cost structure.

For the full year, we continue to expect North America's pre-tax profit to exceed last year's result, and its operating margin to be 8.5% to 9.5%, with an opportunity to be in the upper half of the range.

AUTOMOTIVE SECTOR – SOUTH AMERICA
2Q 2015 KEY METRICS COMPARED WITH 2014



Cargo

2Q	2014	2015
SA Industry SAAR (Mils)	5.2	4.3
SA Market Share	8.9%	10.0%
Brazil Industry SAAR (Mils)	3.5	2.7
Brazil Market Share	9.1%	10.9%

The business environment in South America continues to deteriorate, with negative GDP growth, continued high inflation, and currency weakness across the region. The industry pricing environment remains difficult, particularly in Brazil, with actions taken to date lagging the combined adverse effects of weakening currencies and high local inflation.

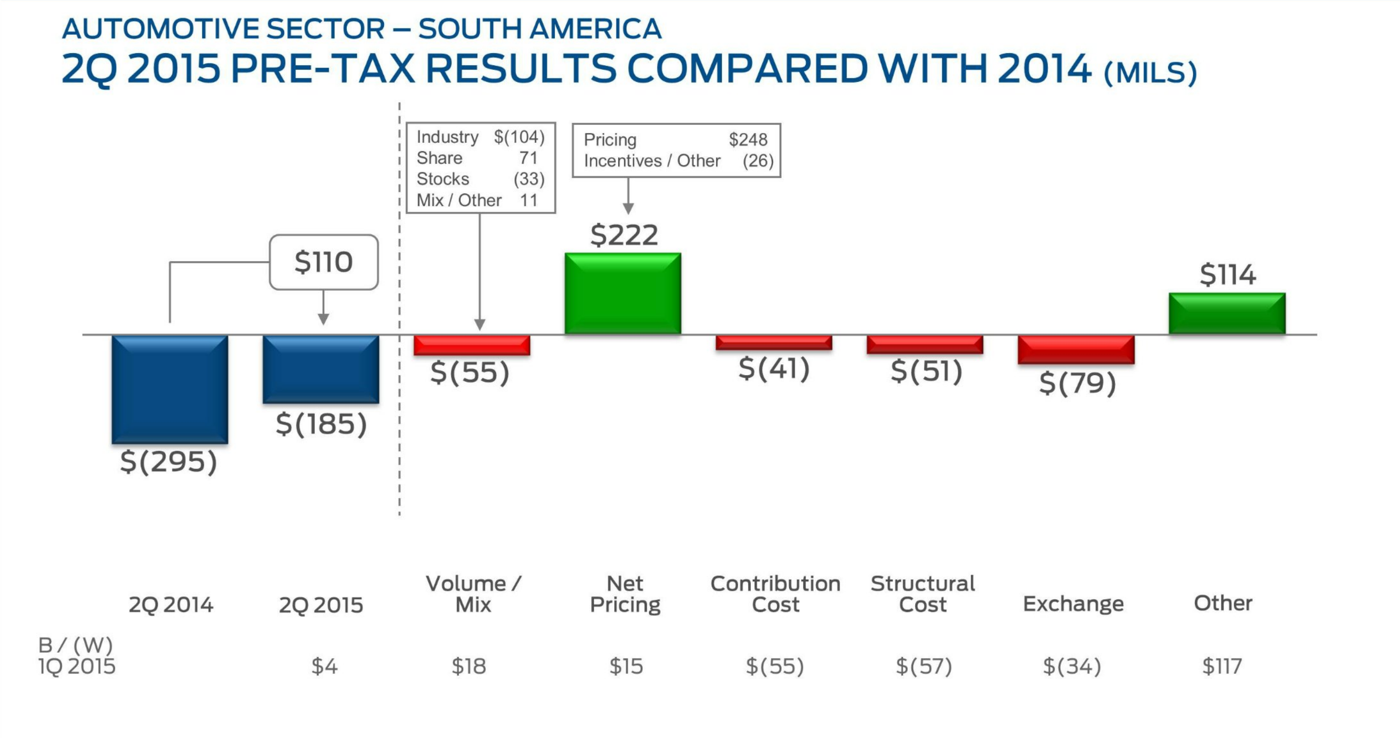
Despite these challenges, our strategy of replacing legacy products with One Ford products continues to prove to be the right one. Once again this quarter, the new Ka drove strong market share gains in the region, which, at 10%, was up 1.1 percentage points. In Brazil, Fusion continued to lead its segment and, as a result of the success of the F-Series and Cargo, Ford led the light and semi-light truck segments again this quarter. In Argentina, Ford continued to rank number two in sales, and EcoSport and Mondeo led their segments.

In the second quarter of 2015, our wholesale volume and revenue decreased from a year ago by 14% and 29%, respectively. Our lower volume resulted from a 900,000-unit decline in industry SAAR, reflecting the impact of Brazil's weaker economy and Argentina import restrictions.

Our revenue decline resulted from the weaker currencies and lower volume.

Operating margin was negative 12.4%, 1.6 percentage points better than a year ago, and the pre-tax loss was $185 million, an improvement of $110 million.

As shown below the chart, our first half 2015 volume was down 9% from a year ago and our revenue was down 25%. Operating margin, at negative 12.4%, improved 7.7 percentage points. and pre-tax loss, at $374 million, improved $431 million.



South America's second quarter 2015 improved pre-tax result from a year ago was due to higher net pricing, reflecting the introduction of the new Ka and actions in response to weaker currencies and high local inflation.

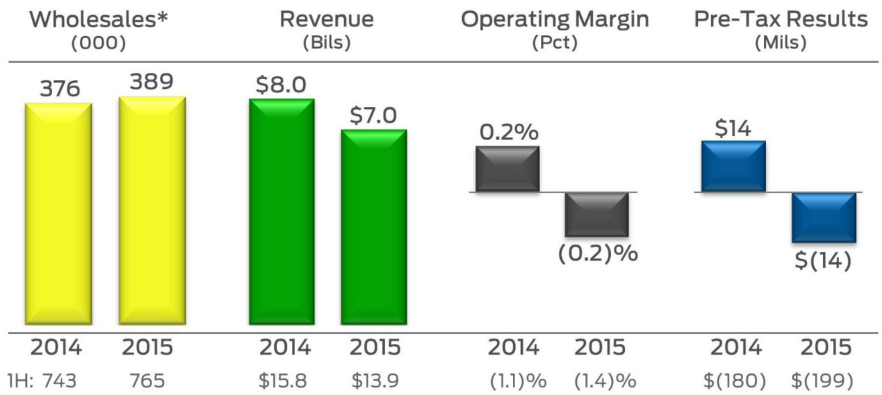
Our share improvement continued to provide a partial offset to the declining industry.

As you can see below the chart, our second quarter 2015 result was about equal to first quarter.

We continue to focus on finding revenue opportunities, reducing costs, matching production to demand, and increasing local content to mitigate further the adverse effects of the weak local currencies.

For the full year, we continue to expect our pre-tax loss to improve from 2014.

AUTOMOTIVE SECTOR – EUROPE
2Q 2015 KEY METRICS COMPARED WITH 2014



S-MAX

2Q	2014	2015
EUR Industry SAAR (Mils)	18.2	18.9
EUR Market Share	7.1%	7.6%
EUR 20 Industry SAAR (Mils)	14.5	15.8
EUR 20 Market Share	7.9%	7.9%

* Includes Ford brand vehicles produced and sold by our unconsolidated affiliate in Turkey (about 11,000 units in 2Q 2014 and 19,000 units in 2Q 2015). 2014 includes about 9,000 Ford brand vehicles produced and sold by our previously unconsolidated affiliate in Russia. Revenue does not include these above mentioned sales

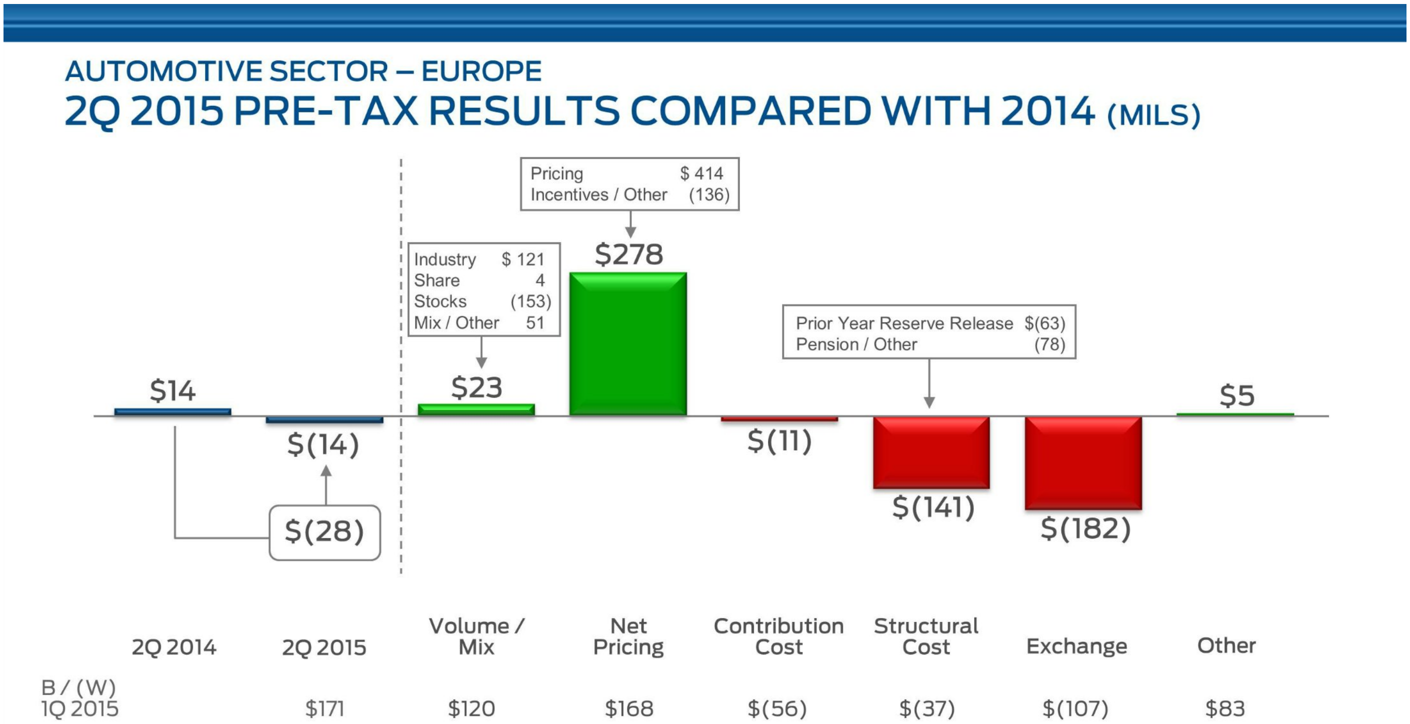
Our Europe wholesale volume improved 3% from a year ago, while revenue declined 14%. The higher volume resulted from a 1.3 million-unit increase in the Europe 20 SAAR, as well as higher industry sales and Ford share in Turkey. These factors were offset partially by the non-repeat of last year's dealer stock increase.

Our Europe 20 market share, at 7.9%, was unchanged from a year ago. Within this, however, the success of our full line of Transit vehicles and continued strong performance of our Ranger compact pick-up contributed to a 1.2 percentage point improvement in our commercial vehicle share, to 11.7%. Our total Europe market share improved half of a percentage point to 7.6%.

Our lower revenue was due to the adverse translation effects of the strong U.S. dollar.

Operating margin and pre-tax results approached breakeven and were very similar to results achieved last year. As a reminder, we began consolidating the financial results of our Russia joint venture as of March 31, 2015.

As shown below the chart, our first half volume was up 3% from a year ago, while our revenue was down 12% due to the strong U.S. dollar. Operating margin, at negative 1.4%, and our pre-tax loss, at $199 million, were roughly in line with a year ago.



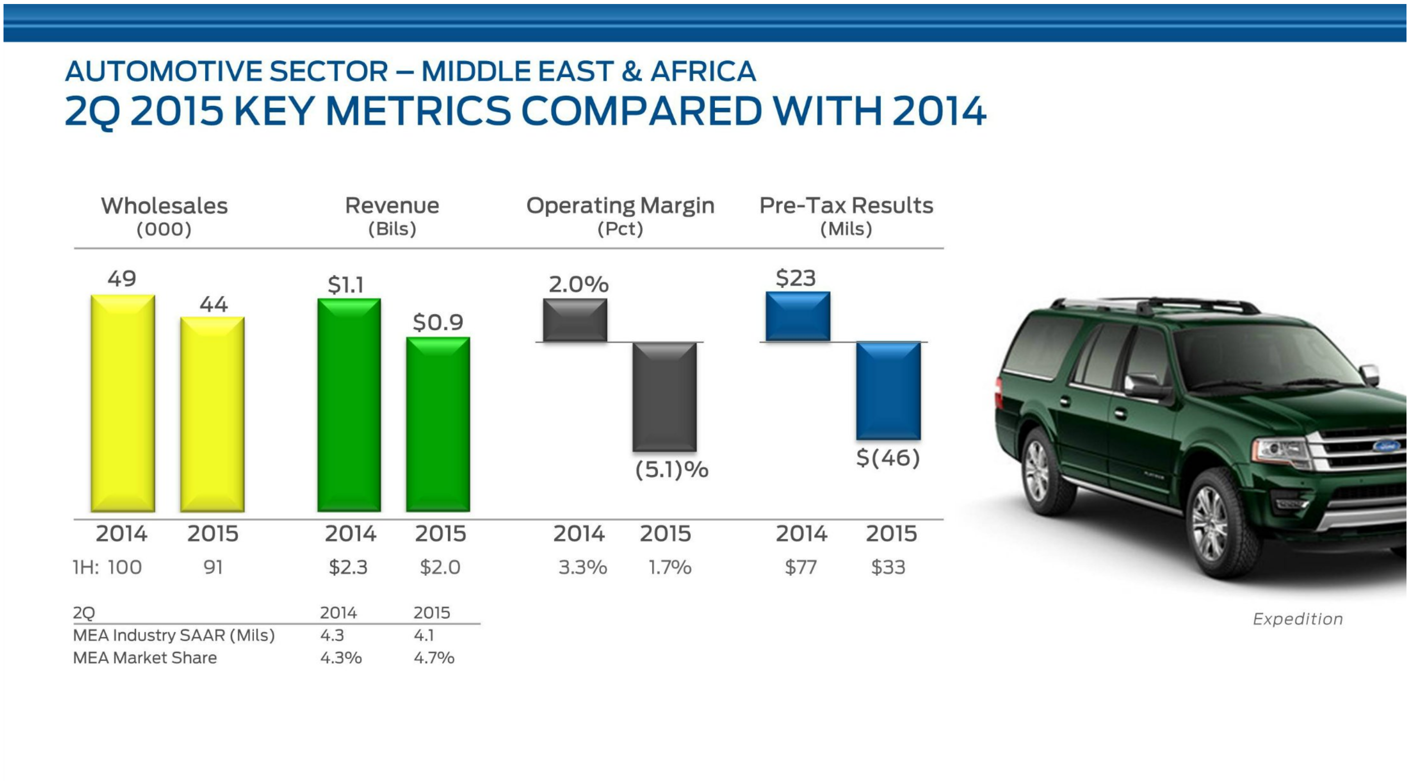
Although results in Europe in the quarter were about the same as last year, the underlying operating performance in Europe was actually somewhat better. This year's results did not benefit from what is usually a seasonal stock increase in the quarter, plus a year ago we reported a one-time reserve release associated with our Cologne investment agreement. In addition, pension costs were higher in the second quarter of 2015 reflecting an increase in the amortization of losses related to pension obligations due to lower discount rates at year-end 2014.

Most importantly, we saw favorable volume and mix, with higher industry volumes, favorable mix, and improved share more than offsetting the unfavorable change in dealer stocks. Net pricing also improved, driven by our new products and actions taken in Russia in response to a weaker ruble.

As shown below the chart, second quarter pre-tax results improved from first quarter due to favorable market factors.

We have made progress on the Europe transformation plan announced in late 2012 in the key areas of product, brand and cost. We have delivered on our commitment to launch 25 new products, increased sales and share, seen improvements to our brand image, reduced our manufacturing capacity, and narrowed our losses each year. It is clear, though, that we have to go further in all three areas to speed our return to profitability and create a solidly profitable, sustainable, and vibrant business, despite increasing competitive and regulatory pressures, and the ongoing difficult business conditions in Russia.

For the full year, we continue to expect our pre-tax loss to improve from 2014. In line with normal seasonality, we expect results in the second half of 2015 to be lower than in the first half of the year.



In Middle East & Africa this quarter we expanded our North Africa operations to include a sales office in Casablanca and a purchasing office in Tangiers.

Wholesale volume and revenue in the second quarter declined 10% and 23% from a year ago, respectively. Lower volume resulted from unfavorable changes in dealer stocks due to production timing differences, while the lower revenue reflects the translation effects of the stronger U.S. dollar, as well as the lower volume.

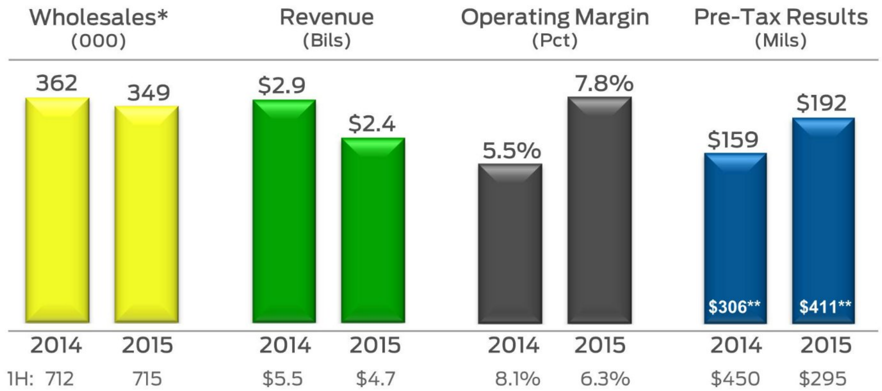
Operating margin, at negative 5.1%, was down from a year ago, and our pre-tax loss was $46 million, a deterioration of $69 million. Both changes were driven by the lower volume.

As shown below the chart, first half volume was down 9% from a year ago, and our revenue was down 16%. Operating margin, at 1.7%, was down 1.6 percentage points, and pre-tax profit, at $33 million, declined $44 million.

We remain focused in Middle East & Africa on building our distribution capability, expanding our One Ford product offering tailored to the needs of markets in the region, and leveraging our global low-cost sourcing hubs.

For the full year, we continue to expect to deliver about breakeven results.

AUTOMOTIVE SECTOR – ASIA PACIFIC
2Q 2015 KEY METRICS COMPARED WITH 2014



2Q	2014	2015
AP Industry SAAR (Mils)	39.7	38.7
AP Market Share	3.7%	3.6%
China Industry SAAR (Mils)	24.1	23.6
China Market Share	4.6%	4.7%

* Includes Ford brand and Jiangling Motors Corporation (JMC) brand vehicles produced and sold in China by our unconsolidated affiliates (about 269,000 units in 2Q 2014 and 273,000 units in 2Q 2015); revenue does not include these sales
** Reflects Ford equity share of China joint ventures net income. See Appendix for additional information

Asia Pacific’s second quarter 2015 wholesale volume was down 4% compared with a year ago, and net revenue, which excludes our China joint ventures, declined 15%. China wholesale volume was unchanged from a year ago. Lower volume in the region was driven by lower industry sales and market share. We estimate second quarter SAAR for the region at 38.7 million units, down one million units from a year ago, including a 500,000-unit decline in China industry SAAR.

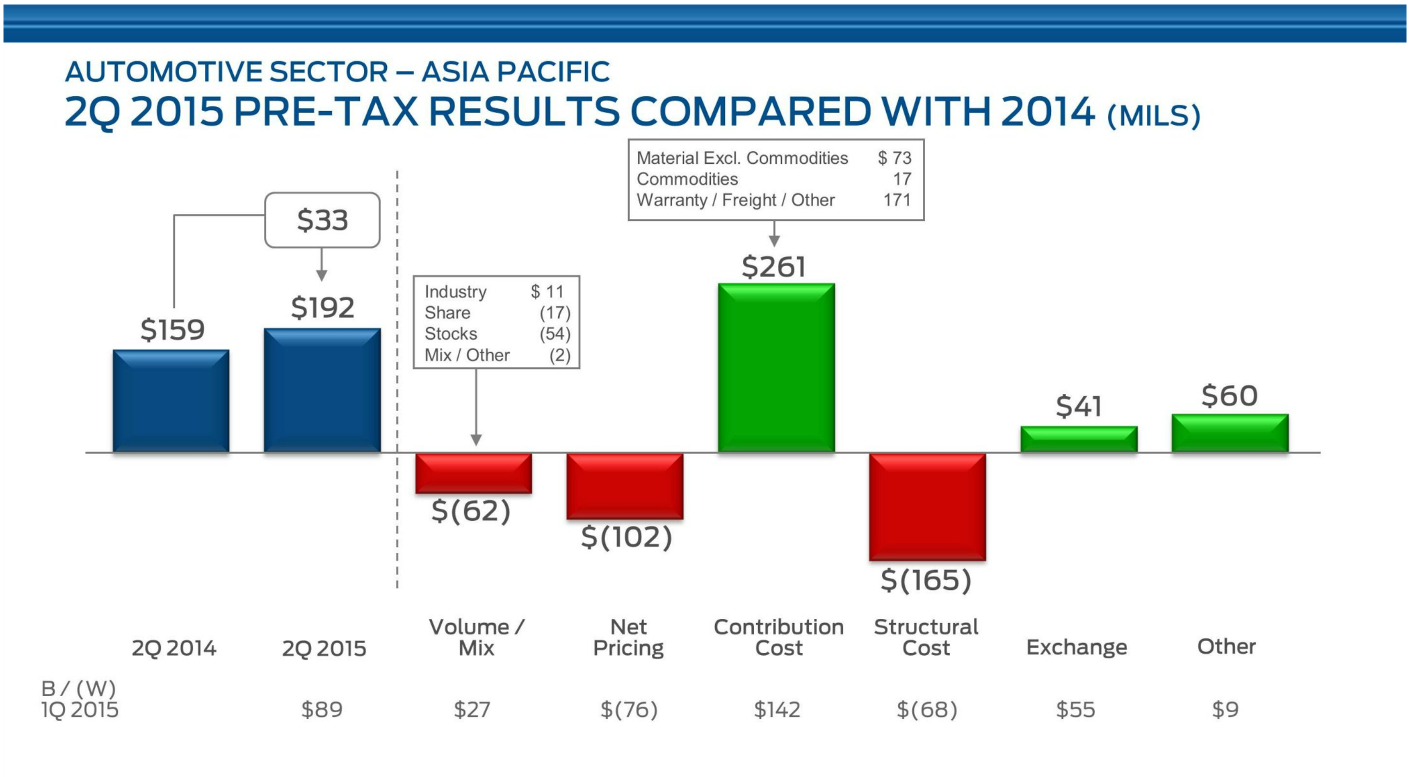
Our second quarter market share for the region, at 3.6%, was down one-tenth of a percentage point, while our China market share, at 4.7%, was up one-tenth of a percentage point and was equal to the record set in the third quarter last year.

Lower revenue was a result of the lower volume from our consolidated operations, as well as weaker currencies.

Operating margin in the quarter was 7.8%, up 2.3 percentage points from a year ago, and pre-tax profit was $192 million, up $33 million from a year ago. The increase in pre-tax profit was more than explained by improved results outside of China.

Our China joint ventures contributed $411 million to pre-tax profit this quarter, reflecting our equity share of their after-tax earnings.

As shown below the chart, first half volume was about equal to a year ago, while revenue was down 15%. Operating margin, at 6.3%, was down 1.8 percentage points, and pre-tax profit, at $295 million, declined $155 million.



The improvement in Asia Pacific's second quarter 2015 pre-tax profit is more than explained by lower costs, specifically contribution costs, and favorable exchange.

As shown below the chart, our pre-tax profit improved compared with first quarter due to the same factors that drove the year-over-year improvement.

We are continuing our strategy to invest for growth in incremental capacity, new products, and Lincoln in China.

We continue to expect Asia Pacific to have a strong year, with top- and bottom-line results improving in the second half compared with the first half due to added capacity and new products, notably the recently launched all-new three-row Edge, as well as others to be launched in the second half including the all-new Taurus, Figo, Everest, and Lincoln MKX, as well as the new Ranger. New products will be important in an environment of increasing pricing pressure as China industry growth slows.

For the full year, we continue to expect pre-tax profit to be higher than 2014.

FINANCIAL SERVICES SECTOR

In general, we measure period-to-period changes in Ford Credit's pre-tax results using the causal factors listed below:

- *Volume and Mix:*
  - Volume primarily measures changes in net financing margin driven by changes in average finance receivables and net investment in operating leases at prior period financing margin yield (defined below in financing margin) at prior period exchange rates. Volume changes are primarily driven by the volume of new and used vehicle sales and leases, the extent to which Ford Credit purchases retail installment sale and lease contracts, the extent to which Ford Credit provides wholesale financing, the sales price of the vehicles financed, the level of dealer inventories, Ford-sponsored special financing programs available exclusively through Ford Credit, and the availability of cost-effective funding for the purchase of retail installment sale and lease contracts and to provide wholesale financing.
  - Mix primarily measures changes in net financing margin driven by period over period changes in the composition of Ford Credit's average managed receivables by product and by country or region.

- *Financing Margin:*
  - Financing margin variance is the period-to-period change in financing margin yield multiplied by the present period average receivables at prior period exchange rates. This calculation is performed at the product and country level and then aggregated. Financing margin yield equals revenue, less interest expense and scheduled depreciation for the period, divided by average receivables for the same period.
  - Financing margin changes are driven by changes in revenue and interest expense. Changes in revenue are primarily driven by the level of market interest rates, cost assumptions in pricing, mix of business, and competitive environment. Changes in interest expense are primarily driven by the level of market interest rates, borrowing spreads, and asset-liability management.

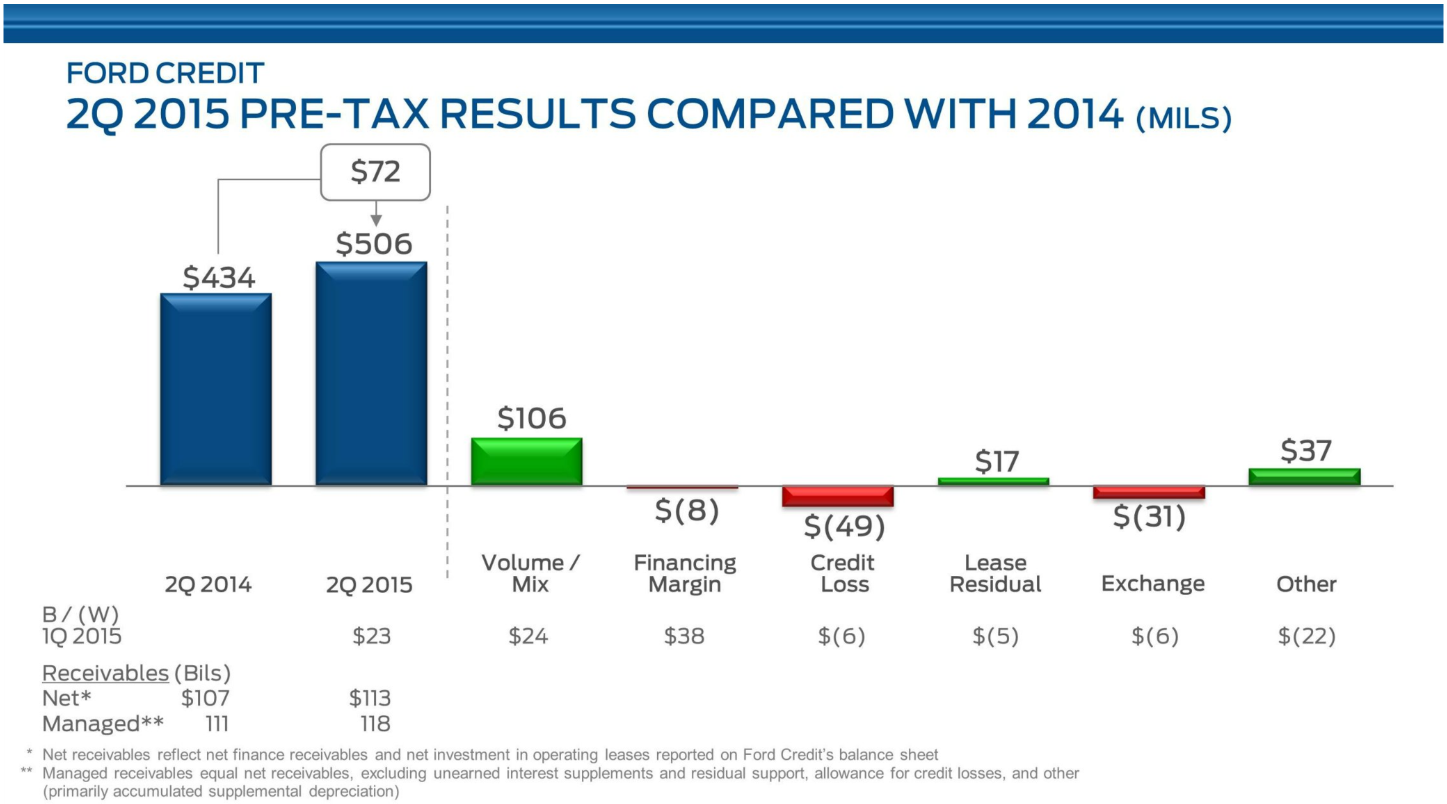
- *Credit Loss:*
  - Credit loss measures changes in the provision for credit losses at prior period exchange rates. For analysis purposes, management splits the provision for credit losses primarily into net charge-offs and the change in the allowance for credit losses.
  - Net charge-off changes are primarily driven by the number of repossessions, severity per repossession, and recoveries. Changes in the allowance for credit losses are primarily driven by changes in historical trends in credit losses and recoveries, changes in the composition and size of Ford Credit's present portfolio, changes in trends in historical used vehicle values, and changes in economic conditions. For additional information on the allowance for credit losses, refer to the "Critical Accounting Estimates - Allowance for Credit Losses" section of Item 7 of Part II of our 2014 Form 10-K Report.

- *Lease Residual:*
  - Lease residual measures changes to residual performance at prior period exchange rates. For analysis purposes, management splits residual performance primarily into residual gains and losses, and the change in accumulated supplemental depreciation.
  - Residual gain and loss changes are primarily driven by the number of vehicles returned to Ford Credit and sold, and the difference between the auction value and the depreciated value of the vehicles sold. Changes in accumulated supplemental depreciation are primarily driven by changes in Ford Credit's estimate of the number of vehicles that will be returned to it and sold, and changes in the estimate of the expected auction value at the end of the lease term. For additional information on accumulated supplemental depreciation, refer to the "Critical Accounting Estimates - Accumulated Depreciation on Vehicles Subject to Operating Leases" section of Item 7 of Part II of our 2014 Form 10-K Report.

- *Exchange:*
  - Reflects changes in pre-tax results driven by the effects of converting functional currency income to U.S. dollars.

- *Other:*
  - Primarily includes operating expenses, other revenue, and insurance expenses at prior period exchange rates.
  - Changes in operating expenses are primarily driven by salaried personnel costs, facilities costs, and costs associated with the origination and servicing of customer contracts.
  - In general, other revenue changes are primarily driven by changes in earnings related to market valuation adjustments to derivatives (primarily related to movements in interest rates), and other miscellaneous items.

Ford Credit. The chart below details the change in second quarter 2015 pre-tax results compared with second quarter 2014 by causal factor.



Second quarter pre-tax profit improved compared with a year ago as a result of favorable volume and mix, primarily reflecting higher consumer finance receivables globally and an increase in leasing in North America.

Ford Credit also benefited from the non-recurrence of unusually high insurance losses from storm damage to dealer inventory last year, included in other in the chart above.

Higher credit losses were a partial offset, reflecting an increase in the reserve and higher charge-offs in North America.

As shown below the chart, pre-tax profit was largely unchanged compared with the first quarter of 2015.

Ford Credit is a strategic asset that provides world-class financial services to our dealers and customers and is an integral part of our global growth strategy. It maintains a strong balance sheet that provides solid profits and distributions to Ford.

For the full year, we continue to expect Ford Credit pre-tax profit to be equal to or higher than 2014, year-end managed receivables of $123 billion to $128 billion, distributions of about $250 million, and year-end managed leverage at the upper end of our range of 8 to 9 to 1.

Ford Credit's receivables, including finance receivables and operating leases, were as follows (in billions):

	June 30, 2015	December 31, 2014
Net Receivables		
Finance receivables - North America		
Consumer - Retail financing	$ 45.2	$ 44.1
Non-Consumer		
Dealer financing (a)	23.1	22.5
Other	0.9	1.0
Total finance receivables - North America (b)	69.2	67.6
Finance receivables - International		
Consumer - Retail financing	12.4	11.8
Non-Consumer		
Dealer financing (a)	9.6	9.3
Other	0.4	0.3
Total finance receivables - International (b)	22.4	21.4
Unearned interest supplements	(1.7)	(1.8)
Allowance for credit losses	(0.4)	(0.3)
Finance receivables, net	89.5	86.9
Net investment in operating leases (b)	23.4	21.5
Total net receivables	$ 112.9	$ 108.4
Managed Receivables		
Total net receivables	$ 112.9	$ 108.4
Unearned interest supplements and residual support	4.0	3.9
Allowance for credit losses	0.4	0.4
Other, primarily accumulated supplemental depreciation	0.3	0.1
Total managed receivables	$ 117.6	$ 112.8

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(a) Dealer financing primarily includes wholesale loans to dealers to finance the purchase of vehicle inventory.
(b) At June 30, 2015 and December 31, 2014, includes consumer receivables before allowance for credit losses of $26.9 billion and $24.4 billion, respectively, and non-consumer receivables before allowance for credit losses of $23.1 billion and $21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in Ford Credit's financial statements. In addition, at June 30, 2015 and December 31, 2014, includes net investment in operating leases before allowance for credit losses of $11.9 billion and $9.6 billion, respectively, that have been included in securitization transactions but continue to be reported in Ford Credit's financial statements. The receivables and net investment in operating leases are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay Ford Credit's other obligations or the claims of its other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

Managed receivables at June 30, 2015 increased from year-end 2014. Ford Credit had growth in all products in all geographic segments, which was offset partially by the exchange rate impact of a strong U.S. dollar.

LIQUIDITY AND CAPITAL RESOURCES

Automotive Sector

Our Automotive liquidity strategy includes ensuring that we have sufficient liquidity available with a high degree of certainty throughout the business cycle by generating cash from operations and maintaining access to other sources of funding. We target to have an average ongoing Automotive gross cash balance of about $20 billion. We expect to have periods when we will be above or below this amount due to (i) future cash flow expectations such as for pension contributions, debt maturities, capital investments, or restructuring requirements, (ii) short-term timing differences, and (iii) changes in the global economic environment. In addition, we also target to maintain a revolving credit facility for our Automotive business of about $10 billion to protect against exogenous shocks. Our revolving credit facility is discussed below.

We assess the appropriate long-term target for total Automotive liquidity, comprised of Automotive gross cash and the revolving credit facility, to be about $30 billion, which is an amount we believe is sufficient to support our business priorities and to protect our business. Our Automotive gross cash and Automotive liquidity targets could be reduced over time based on improved operating performance and changes in our risk profile.

For a discussion of risks to our liquidity, see "Item 1A. Risk Factors," in our 2014 Form 10-K Report, as well as Note 20 of the Notes to the Financial Statements, regarding commitments and contingencies that could impact our liquidity.

Our key liquidity metrics are Automotive gross cash, Automotive liquidity, and operating-related cash flow (which best represents the ability of our Automotive operations to generate cash).

Automotive gross cash includes cash and cash equivalents and marketable securities, net of any securities-in-transit. Automotive gross cash is detailed below as of the dates shown (in billions):

	June 30, 2015	March 31, 2015	December 31, 2014	June 30, 2014
Cash and cash equivalents	$ 6.1	$ 5.1	$ 4.6	$ 4.7
Marketable securities	14.6	14.4	17.1	21.1
Total cash and marketable securities	20.7	19.5	21.7	25.8
Securities-in-transit (a)	—	—	—	—
Automotive gross cash	$ 20.7	$ 19.5	$ 21.7	$ 25.8

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(a) The purchase or sale of marketable securities for which the cash settlement was not made by period-end and a payable or receivable was recorded on the balance sheet.

Our cash, cash equivalents, and marketable securities are held primarily in highly liquid investments, which provide for anticipated and unanticipated cash needs. Our cash, cash equivalents, and marketable securities primarily include U.S. Department of Treasury obligations, federal agency securities, bank time deposits with investment-grade institutions, corporate investment-grade securities, commercial paper rated A-1/P-1 or higher, and debt obligations of a select group of non-U.S. governments, non-U.S. governmental agencies, and supranational institutions. The average maturity of these investments ranges from about 90 days to up to about one year, and is adjusted based on market conditions and liquidity needs. We monitor our cash levels and average maturity on a daily basis. Of our total Automotive gross cash at June 30, 2015, 84% was held by consolidated entities domiciled in the United States.

Automotive gross cash and liquidity as of the dates shown were as follows (in billions):

	June 30, 2015	December 31, 2014	June 30, 2014
Automotive gross cash	$ 20.7	$ 21.7	$ 25.8
Available credit lines			
Revolving credit facility, unutilized portion	10.4	10.1	10.1
Local lines available to foreign affiliates, unutilized portion	0.6	0.6	0.8
Automotive liquidity	$ 31.7	$ 32.4	$ 36.7

In managing our business, we classify changes in Automotive gross cash into operating-related and other items (which includes the impact of certain special items, contributions to funded pension plans, certain tax-related transactions, acquisitions and divestitures, capital transactions with the Financial Services sector, dividends paid to shareholders, and other—primarily financing-related).

We believe the cash flow analysis reflected in the table below is useful to investors because it includes in operating-related cash flow elements that we consider to be related to our Automotive operating activities (e.g., capital spending) and excludes cash flow elements that we do not consider to be related to the ability of our operations to generate cash. This differs from a cash flow statement prepared in accordance with GAAP and differs from *Net cash provided by/(used in) operating activities*, the most directly comparable GAAP financial measure.

Changes in Automotive gross cash are summarized below (in billions):

	Second Quarter		First Half	
	2015	**2014**	**2015**	**2014**
Automotive gross cash at end of period	$ 20.7	$ 25.8	$ 20.7	$ 25.8
Automotive gross cash at beginning of period	19.5	25.2	21.7	24.8
Change in Automotive gross cash	$ 1.2	$ 0.6	$ (1.0)	$ 1.0
Automotive pre-tax profits (excluding special items)	$ 2.4	$ 2.2	$ 3.3	$ 3.1
Capital spending	(1.7)	(1.9)	(3.5)	(3.4)
Depreciation and tooling amortization	1.0	1.0	2.1	2.0
Changes in working capital (a)	(0.6)	(0.7)	0.2	1.0
Other/Timing differences (b)	0.8	2.0	0.3	1.1
Automotive operating-related cash flows	1.9	2.6	2.4	3.8
Separation payments	(0.1)	(0.1)	(0.5)	(0.1)
Net receipts from Financial Services sector (c)	—	—	—	0.2
Other	—	0.1	(0.3)	0.1
Cash flow before other actions	1.8	2.6	1.6	4.0
Changes in debt	0.2	(0.4)	(0.4)	(0.4)
Funded pension contributions	(0.1)	(0.3)	(0.9)	(0.8)
Dividends/Other items	(0.7)	(1.3)	(1.3)	(1.8)
Change in Automotive gross cash	$ 1.2	$ 0.6	$ (1.0)	$ 1.0

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(a) Working capital comprised of changes in receivables, inventory, and trade payables.
(b) Primarily expense and payment timing differences for items such as pension and OPEB, compensation, marketing, warranty, and timing differences between unconsolidated affiliate profits and dividends received. Also includes other factors, such as the impact of tax payments and vehicle financing activities between Automotive and FSG sectors.
(c) Primarily distributions from Ford Holdings (Ford Credit's parent) and tax payments received from Ford Credit.

With respect to "Changes in working capital," in general we carry relatively low Automotive sector trade receivables compared with our trade payables because the majority of our Automotive wholesales are financed (primarily by Ford Credit) immediately upon sale of vehicles to dealers, which generally occurs at the time the vehicles are gate-released shortly after being produced. In addition, our inventories are lean because we build to order, not for inventory. In contrast, our Automotive trade payables are based primarily on industry-standard production supplier payment terms generally ranging between 30 days to 45 days. As a result, our cash flow tends to improve as wholesale volumes increase, but can deteriorate significantly when wholesale volumes drop sharply. In addition, these working capital balances generally are subject to seasonal changes that can impact cash flow. For example, we typically experience cash flow timing differences associated with inventories and payables due to our annual summer and December shutdown periods, when production, and therefore inventories and wholesale volumes, are usually at their lowest levels, while payables continue to come due and be paid. The net impact of this typically results in cash outflows from changes in our working capital balances during these shutdown periods.

Shown below is a reconciliation between financial statement *Net cash provided by/(used in) operating activities* and operating-related cash flows (calculated as shown in the table above), as of the dates shown (in billions):

	Second Quarter		First Half		Memo: Full Year
	2015	2014	2015	2014	2014
Net cash provided by/(used in) operating activities	$ 3.5	$ 4.1	$ 4.5	$ 6.1	$ 8.8
Items included in operating-related cash flows					
Capital spending	(1.7)	(1.9)	(3.5)	(3.4)	(7.4)
Proceeds from the exercise of stock options	—	—	0.1	0.1	0.2
Net cash flows from non-designated derivatives	(0.1)	0.1	—	0.1	0.2
Items not included in operating-related cash flows					
Separation payments	0.1	0.1	0.5	0.1	0.2
Funded pension contributions	0.1	0.3	0.9	0.8	1.5
Tax refunds, tax payments, and tax receipts from affiliates	—	—	—	(0.2)	(0.2)
Other	—	(0.1)	(0.1)	0.2	0.3
Operating-related cash flows	$ 1.9	$ 2.6	$ 2.4	$ 3.8	$ 3.6

Credit Agreement. Lenders under our Third Amended and Restated Credit Agreement dated as of April 30, 2015 (the "revolving credit facility") have commitments to us totaling $13.4 billion, with 75% of the commitments maturing on April 30, 2020 and 25% of the commitments maturing on April 30, 2018. We have allocated $3 billion of commitments to Ford Credit on an irrevocable and exclusive basis to support its growth and liquidity. Any borrowings by Ford Credit under the revolving credit facility would be guaranteed by us.

The revolving credit facility is unsecured and free of material adverse change conditions to borrowing, restrictive financial covenants (for example, interest or fixed charge coverage ratio, debt-to-equity ratio, and minimum net worth requirements), and credit rating triggers that could limit our ability to obtain funding. The revolving credit facility contains a liquidity covenant that requires us to maintain a minimum of $4 billion in aggregate of domestic cash, cash equivalents, and loaned and marketable securities and/or availability under the revolving credit facility. If our senior, unsecured, long-term debt does not maintain at least two investment grade ratings from Fitch, Moody's, and S&P (each as defined under "Total Company" below), the guarantees of certain subsidiaries will be required.

At June 30, 2015, the utilized portion of the revolving credit facility was $49 million, representing amounts utilized for letters of credit.

Other Automotive Credit Facilities. At June 30, 2015, we had about $1.5 billion of local credit facilities available to non-U.S. Automotive affiliates, of which $860 million had been utilized.

Net Cash. Our Automotive sector net cash calculation as of the dates shown was as follows (in billions):

	June 30, 2015	December 31, 2014
Automotive gross cash	$ 20.7	$ 21.7
Less:		
Long-term debt	11.5	11.3
Debt payable within one year	2.2	2.5
Total debt	13.7	13.8
Net cash	$ 7.0	$ 7.9

Total Automotive debt at June 30, 2015 was $100 million lower than it was at December 31, 2014. The reduction primarily reflects debt repayments, offset partially by the addition of the external debt of our Ford Sollers joint venture as a result of the consolidation of the joint venture on March 31, 2015 and higher local funding in Brazil.

We continue to work toward achieving our Automotive debt target of about $10 billion by 2018. We plan to reduce Automotive debt from current levels by using cash from operations to make scheduled debt repayments.

Liquidity Sufficiency. One of the four key priorities of our One Ford plan is to finance our plan and improve our balance sheet, while at the same time having resources available to grow our business. Based on our planning assumptions, we believe that we have sufficient liquidity and capital resources to continue to invest in new products that customers want and value, transform and grow our business, pay our debts and obligations as and when they come due, pay a sustainable dividend, and provide protection within an uncertain global economic environment.

Based on expected cash flows and the identification of additional opportunities for profitable growth, the ongoing amount of capital spending to support product development, growth, restructuring, and infrastructure is expected to increase to about $9 billion annually by 2020. Our capital spending was $7.4 billion and $6.6 billion in 2014 and 2013, respectively, and is expected to be about $7.5 billion in 2015.

We will continue to work to strengthen further our balance sheet and improve our investment grade ratings; the amount of incremental capital required to do this will diminish over time as we work toward achieving our Automotive debt target and fully fund and de-risk our global funded pension plans.

Financial Services Sector

Ford Credit

Funding Overview. Ford Credit's funding strategy remains focused on diversification, and it plans to continue accessing a variety of markets, channels, and investors.

Ford Credit's liquidity profile continues to be diverse, robust, and focused on maintaining liquidity levels that meet its business and funding requirements. Ford Credit regularly stress tests its balance sheet and liquidity to ensure that it continues to meet its financial obligations through economic cycles.

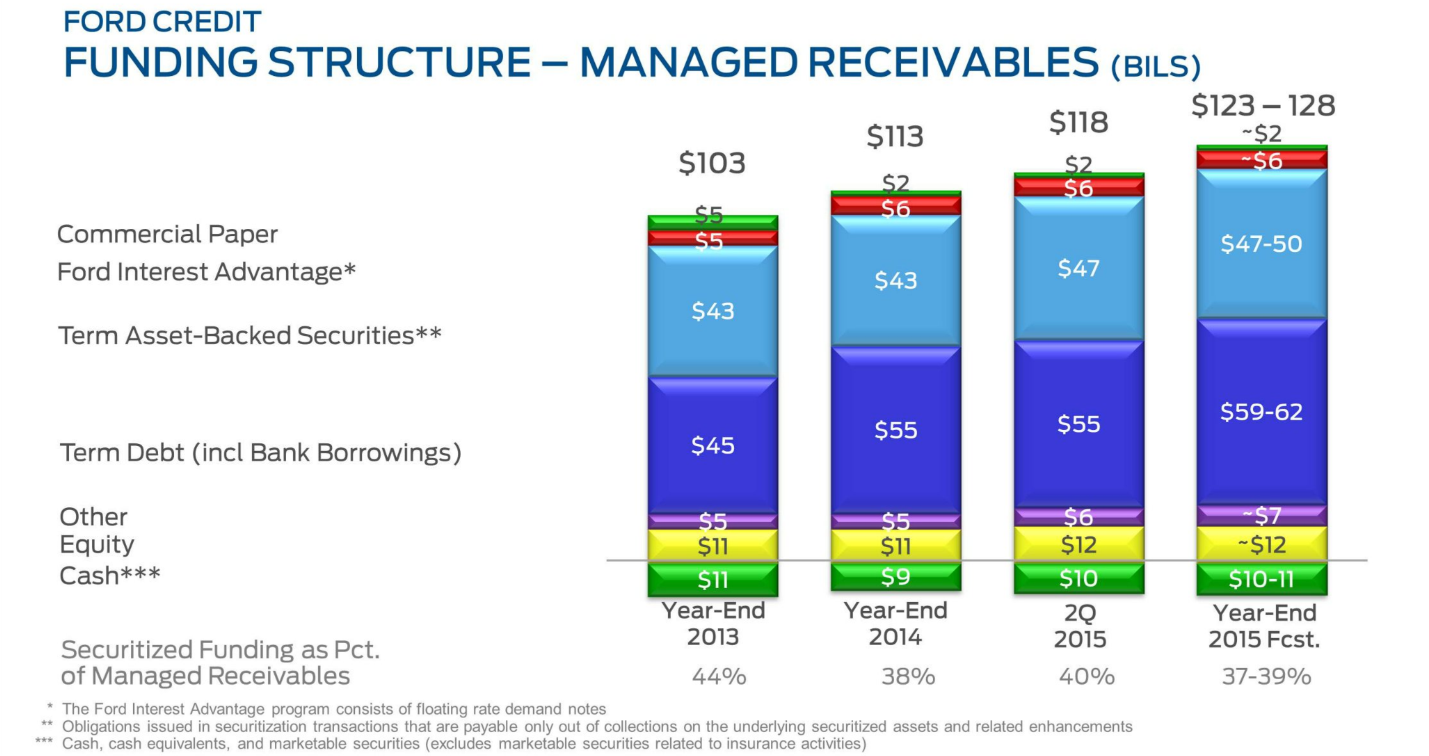
Public Term Funding Plan. The following table shows Ford Credit's planned issuances for full year 2015, its global public term funding issuances through July 27, 2015, and for full year 2014 and 2013 (in billions), excluding short-term funding programs:

	Public Term Funding Plan			
	2015			
	Full-Year Forecast	Through July 27	Full-Year 2014	Full-Year 2013
Unsecured	$ 12-15	$ 8	$ 13	$ 11
Securitizations (a)	13-16	9	15	14
Total	$ 25-31	$ 17	$ 28	$ 25

(a) Includes Rule 144A offerings.

Through June 30, 2015, Ford Credit completed about $17 billion of funding in the public term markets, consisting of about $8 billion of unsecured debt in the United States, Canada, and Europe and about $9 billion of public asset-backed security ("ABS") debt in the United States, Europe, and China.

For 2015, the forecasted ranges are consistent with prior guidance.



The chart above shows the trends in funding for Ford Credit's managed receivables.

At the end of the second quarter of 2015, managed receivables were $118 billion, and Ford Credit ended the quarter with $10 billion in cash. Securitized funding was 40% of managed receivables.

Ford Credit is projecting 2015 year-end managed receivables of $123 billion to $128 billion and securitized funding as a percentage of managed receivables in the range of 37% to 39%. Ford Credit continues to expect this percentage to decline over time.

Liquidity. The following table illustrates Ford Credit's liquidity programs and utilization (in billions):

	June 30, 2015	December 31, 2014
Liquidity Sources		
Cash (a)	$ 10.0	$ 8.9
Committed ABS lines (b)	31.8	33.7
FCE/Other unsecured credit facilities	2.0	1.6
Ford revolving credit facility allocation	3.0	2.0
Total liquidity sources	46.8	46.2
Utilization of Liquidity		
Securitization cash (c)	(2.7)	(2.4)
Committed ABS lines	(16.5)	(15.3)
FCE/Other unsecured credit facilities	(0.5)	(0.4)
Ford revolving credit facility allocation	—	—
Total utilization of liquidity	(19.7)	(18.1)
Gross liquidity	27.1	28.1
Adjustments (d)	(0.5)	(1.6)
Net liquidity available for use	$ 26.6	$ 26.5

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(a) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).
(b) Committed ABS lines are subject to availability of sufficient assets, ability to obtain derivatives to manage interest rate risk, and exclude FCE access to the Bank of England's Discount Window Facility.
(c) Used only to support on-balance sheet securitization transactions.
(d) Adjustments include other committed ABS lines in excess of eligible receivables and certain cash within FordREV available through future sales of receivables.

As of June 30, 2015, Ford Credit's liquidity remains strong at $26.6 billion, an increase of $100 million from year end 2014. Ford Credit's sources of liquidity include cash, committed asset-backed lines, unsecured credit facilities, and the corporate revolver allocation.

As of June 30, 2015, Ford Credit's liquidity sources including cash totaled $46.8 billion, up $600 million from year end. Ford Credit is focused on maintaining a strong liquidity position to meet its business and funding requirements through economic cycles.

Leverage. Ford Credit uses leverage, or the debt-to-equity ratio, to make various business decisions, including evaluating and establishing pricing for finance receivable and operating lease financing, and assessing its capital structure. Ford Credit refers to its shareholder's interest as equity.

The following table shows the calculation of Ford Credit's financial statement leverage (in billions, except for ratios):

	June 30, 2015	December 31, 2014
Total debt (a)	$ 109.5	$ 105.0
Equity	11.7	11.4
Financial statement leverage (to 1)	9.3	9.2

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(a) Includes debt issued in securitization transactions and payable only out of collections on the underlying securitized assets and related enhancements. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

The following table shows the calculation of Ford Credit's managed leverage (in billions, except for ratios):

	June 30, 2015	December 31, 2014
Total debt (a)	$ 109.5	$ 105.0
Adjustments for cash (b)	(10.0)	(8.9)
Adjustments for derivative accounting (c)	(0.4)	(0.4)
Total adjusted debt	$ 99.1	$ 95.7
Equity	$ 11.7	$ 11.4
Adjustments for derivative accounting (c)	(0.3)	(0.4)
Total adjusted equity	$ 11.4	$ 11.0
Managed leverage (to 1) (d)	8.7	8.7

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(a) Includes debt issued in securitization transactions and payable only out of collections on the underlying securitized assets and related enhancements. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.
(b) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).
(c) Primarily related to market valuation adjustments to derivatives due to movements in interest rates. Adjustments to debt are related to designated fair value hedges and adjustments to equity are related to retained earnings.
(d) Equals total adjusted debt over total adjusted equity.

Ford Credit plans its managed leverage by considering prevailing market conditions and the risk characteristics of its business. At June 30, 2015, Ford Credit's managed leverage was 8.7:1, unchanged from December 31, 2014.

Total Company

Equity. At June 30, 2015, *Total equity attributable to Ford Motor Company* was $26.3 billion, an increase of $1.5 billion compared with December 31, 2014. The increase primarily reflects favorable changes in *Retained earnings* of $1.6 billion related to first half 2015 *Net income attributable to Ford Motor Company* of $2.8 billion, net of cash dividends declared of $1.2 billion; offset by changes in *Treasury Stock* of $91 million related to stock repurchases.

Credit Ratings. Our short-term and long-term debt is rated by four credit rating agencies designated as nationally recognized statistical rating organizations ("NRSROs") by the U.S. Securities and Exchange Commission:

- DBRS Limited ("DBRS");
- Fitch, Inc. ("Fitch");
- Moody's Investors Service, Inc. ("Moody's"); and
- Standard & Poor's Ratings Services, a division of McGraw Hill Financial ("S&P").

In several markets, locally-recognized rating agencies also rate us. A credit rating reflects an assessment by the rating agency of the credit risk associated with a corporate entity or particular securities issued by that entity. Rating agencies' ratings of us are based on information provided by us and other sources. Credit ratings assigned to us from all of the NRSROs are closely associated with their opinions on Ford. Credit ratings are not recommendations to buy, sell, or hold securities, and are subject to revision or withdrawal at any time by the assigning rating agency. Each rating agency may have different criteria for evaluating company risk and, therefore, ratings should be evaluated independently for each rating agency.

The following rating actions have been taken by these NRSROs since the filing of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015:

- On July 20, 2015, Fitch affirmed its ratings for Ford and Ford Credit, and maintained a positive outlook for both.
- On June 30, 2015, Moody's affirmed its rating for Ford and maintained a stable outlook.

The following chart summarizes certain of the credit ratings and outlook presently assigned by these four NRSROs:

	NRSRO RATINGS						
	Ford			Ford Credit			NRSROs
	Issuer Default / Corporate / Issuer Rating	Long-Term Senior Unsecured	Outlook / Trend	Long-Term Senior Unsecured	Short-Term Unsecured	Outlook / Trend	Minimum Long-Term Investment Grade Rating
DBRS	BBB (low)	BBB (low)	Stable	BBB (low)	R-3	Stable	BBB (low)
Fitch	BBB-	BBB-	Positive	BBB-	F3	Positive	BBB-
Moody's	N/A	Baa3	Stable	Baa3	P-3	Stable	Baa3
S&P *	BBB-	BBB-	Stable	BBB-	A-3	Stable	BBB-

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* S&P assigns FCE Bank plc ("FCE") a long-term senior unsecured credit rating of BBB, a one-notch higher rating than Ford and Ford Credit, with a stable outlook.

PRODUCTION VOLUMES

Our second quarter 2015 production volumes and third quarter 2015 projected production volumes are as follows (in thousands):

	2015			
	Second Quarter Actual		Third Quarter Forecast	
	Units	O/(U) 2014	Units	O/(U) 2014
North America	815	13	825	130
South America	94	(9)	90	(7)
Europe	403	1	375	49
Middle East & Africa	23	3	20	—
Asia Pacific	362	(3)	370	18
Total	1,697	5	1,680	190

OUTLOOK

Business Environment

We continue to expect this year to be one of growth globally with GDP expanding in the 2.5% to 3% range. This will be driven by the United States, improved growth in the Euro Area, with the United Kingdom continuing to perform at a higher level, and continued growth in China, although at levels lower than in recent years. The U.S. dollar is expected to remain strong against most major currencies, and commodity prices, including oil, are expected to stabilize but remain at low levels. Two areas of concern are South America, particularly Brazil, and Russia. Low commodity prices and policy uncertainty continue to generate difficult conditions in these markets. We also are closely watching the slower growth in China and ensuring that we continue to respond appropriately to changes in the pricing environment and matching our production with demand. All in all, we now see conditions as being supportive of global automotive industry sales in the 86 million to 89 million unit range in 2015, essentially about flat compared with 2014.

2015 Planning Assumptions and Key Metrics

Based on the current economic environment, our planning assumptions and key metrics for 2015 include the following:

		2014 Full Year Results	2015 Full Year Plan	2015 Full Year Outlook	Memo: 2015 First Half Results
Planning Assumptions (Mils.)					
Industry Volume	-- U.S.	16.8	17.0 - 17.5	On Track	17.3
	-- Europe 20	14.6	14.8 - 15.3	15.7 - 16.2	15.7
	-- China	24.0	24.5 - 26.5	23.0 - 24.0	23.8
Key Metrics					
Automotive (Compared with 2014):					
- Revenue (Bils.)		$ 135.8	Higher	On Track	$ 66.9
- Operating Margin		3.9 %	Higher	On Track	5.5 %
- Operating-Related Cash Flow (Bils.) (a)		$ 3.6	Higher	On Track	$ 2.4
Ford Credit (Compared with 2014):					
- Pre-Tax Profit (Bils.)		$ 1.9	Equal To Or Higher	On Track	$ 1.0
Total Company:					
- Pre-Tax Profit (Bils.) (a)		$ 6.3	$8.5 - $9.5	On Track	$ 4.3

(a) Excludes special items; reconciliation to GAAP provided in "Results of Operations" and "Liquidity and Capital Resources" above

We expect this year to be a very strong one for Ford Motor Company.

In terms of industry sales outlook, we are raising our guidance for Europe 20, while reducing our guidance for China. Industry sales in the United States still look to be on track for 17 million to 17.5 million units.

All of our other financial guidance at the Company level remains on track. We expect growth in Automotive revenue compared with 2014, higher Automotive operating margin, higher positive operating-related cash flow, equal or higher results at Ford Credit, and a total Company pre-tax profit, excluding special items, of $8.5 billion to $9.5 billion.

We continue to expect our results in the second half of 2015 to be stronger than the first half of the year.

We expect our operating effective tax rate for the third quarter of 2015 to be about 34%, and we continue to expect the rate for the full year to be about equal to or higher than our 2014 rate of 26%. This continues to assume extension of U.S. research credit legislation in the fourth quarter of 2015.

We believe our first half 2015 results have us on track for the breakthrough year we expect 2015 to be.

Risk Factors

Statements included or incorporated by reference herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on expectations, forecasts, and assumptions by our management and involve a number of risks, uncertainties, and other factors that could cause actual results to differ materially from those stated, including, without limitation:

- Decline in industry sales volume, particularly in the United States, Europe, or China, due to financial crisis, recession, geopolitical events, or other factors;
- Decline in Ford's market share or failure to achieve growth;
- Lower-than-anticipated market acceptance of Ford's new or existing products;
- Market shift away from sales of larger, more profitable vehicles beyond Ford's current planning assumption, particularly in the United States;
- An increase in or continued volatility of fuel prices, or reduced availability of fuel;
- Continued or increased price competition resulting from industry excess capacity, currency fluctuations, or other factors;
- Fluctuations in foreign currency exchange rates, commodity prices, and interest rates;
- Adverse effects resulting from economic, geopolitical, or other events;
- Economic distress of suppliers that may require Ford to provide substantial financial support or take other measures to ensure supplies of components or materials and could increase costs, affect liquidity, or cause production constraints or disruptions;
- Work stoppages at Ford or supplier facilities or other limitations on production (whether as a result of labor disputes, natural or man-made disasters, tight credit markets or other financial distress, production constraints or difficulties, or other factors);
- Single-source supply of components or materials;
- Labor or other constraints on Ford's ability to maintain competitive cost structure;
- Substantial pension and postretirement health care and life insurance liabilities impairing liquidity or financial condition;
- Worse-than-assumed economic and demographic experience for postretirement benefit plans (e.g., discount rates or investment returns);
- Restriction on use of tax attributes from tax law "ownership change;"
- The discovery of defects in vehicles resulting in delays in new model launches, recall campaigns, or increased warranty costs;
- Increased safety, emissions, fuel economy, or other regulations resulting in higher costs, cash expenditures, and/or sales restrictions;
- Unusual or significant litigation, governmental investigations, or adverse publicity arising out of alleged defects in products, perceived environmental impacts, or otherwise;
- A change in requirements under long-term supply arrangements committing Ford to purchase minimum or fixed quantities of certain parts, or to pay a minimum amount to the seller ("take-or-pay" contracts);
- Adverse effects on results from a decrease in or cessation or clawback of government incentives related to investments;
- Inherent limitations of internal controls impacting financial statements and safeguarding of assets;
- Cybersecurity risks to operational systems, security systems, or infrastructure owned by Ford, Ford Credit, or a third-party vendor or supplier;
- Failure of financial institutions to fulfill commitments under committed credit and liquidity facilities;
- Inability of Ford Credit to access debt, securitization, or derivative markets around the world at competitive rates or in sufficient amounts, due to credit rating downgrades, market volatility, market disruption, regulatory requirements, or other factors;
- Higher-than-expected credit losses, lower-than-anticipated residual values, or higher-than-expected return volumes for leased vehicles;
- Increased competition from banks, financial institutions, or other third parties seeking to increase their share of financing Ford vehicles; and
- New or increased credit, consumer, or data protection or other regulations resulting in higher costs and/or additional financing restrictions.

We cannot be certain that any expectation, forecast, or assumption made in preparing forward-looking statements will prove accurate, or that any projection will be realized. It is to be expected that there may be differences between projected and actual results. Our forward-looking statements speak only as of the date of their initial issuance, and we do not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events, or otherwise. For additional discussion, see "Item 1A. Risk Factors" in our 2014 Form 10-K report, as updated by our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

For information on accounting standards issued but not yet adopted, see Note 2 of the Notes to the Financial Statements.

OTHER FINANCIAL INFORMATION

The interim financial information included in this Quarterly Report on Form 10-Q for the periods ended June 30, 2015 and 2014 has not been audited by PricewaterhouseCoopers LLP ("PwC"). In reviewing such information, PwC has applied limited procedures in accordance with professional standards for reviews of interim financial information. Readers should restrict reliance on PwC's reports on such information accordingly. PwC is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for its reports on interim financial information, because such reports do not constitute "reports" or "parts" of registration statements prepared or certified by PwC within the meaning of Sections 7 and 11 of the Securities Act of 1933.

ITEM 3. *Quantitative and Qualitative Disclosures About Market Risk.*

Automotive Sector

Foreign Currency Risk. The net fair value of foreign exchange forward contracts (including adjustments for credit risk), as of June 30, 2015, was a liability of $456 million compared with a liability of $130 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying exchange rates, in U.S. dollar terms, would be $1.8 billion at June 30, 2015, compared with $2.1 billion at December 31, 2014.

Commodity Price Risk. The net fair value of commodity forward contracts (including adjustments for credit risk) as of June 30, 2015 was a liability of $15 million, compared with a liability of $66 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying commodity prices, in U.S. dollar terms, would be $43 million at June 30, 2015, compared with $63 million at December 31, 2014.

Financial Services Sector

Interest Rate Risk. To provide a quantitative measure of the sensitivity of its pre-tax cash flow to changes in interest rates, Ford Credit uses interest rate scenarios that assume a hypothetical, instantaneous increase or decrease of one percentage point in all interest rates across all maturities (a "parallel shift"), as well as a base case that assumes that all interest rates remain constant at existing levels. The differences in pre-tax cash flow between these scenarios and the base case over a 12-month period represent an estimate of the sensitivity of Ford Credit's pre-tax cash flow. Under this model, Ford Credit estimates that at June 30, 2015, all else constant, such an increase in interest rates would increase its pre-tax cash flow by $7 million over the next 12 months, compared with a decrease of $46 million at December 31, 2014. In reality, interest rate changes are rarely instantaneous or parallel and rates could move more or less than the one percentage point assumed in Ford Credit's analysis. As a result, the actual impact to pre-tax cash flow could be higher or lower than the results detailed above.

ITEM 4. *Controls and Procedures.*

Evaluation of Disclosure Controls and Procedures. Mark Fields, our Chief Executive Officer ("CEO"), and Bob Shanks, our Chief Financial Officer ("CFO"), have performed an evaluation of the Company's disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), as of June 30, 2015, and each has concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by SEC rules and forms, and that such information is accumulated and communicated to the CEO and CFO to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting. There were no changes in internal control over financial reporting during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. *Legal Proceedings.*

Medium/Heavy Truck Sales Procedure Class Action (as previously reported on page 24 of our 2014 Form 10-K Report). As previously reported, this action in the Ohio state court system alleged that Ford breached its Sales and Service Agreement with Ford truck dealers by failing to publish to all Ford dealers all price concessions that were approved for any dealer. On February 7, 2014, the trial court granted plaintiffs' motion for a new trial, but on December 11, 2014, the Ohio Court of Appeals reversed the order granting a new trial and reinstated a verdict in Ford's favor. Plaintiffs sought further review in the Ohio Supreme Court, which was denied on July 8, 2015.

ITEM 1A. *Risk Factors.*

In Item 1A of our 2014 Form 10-K Report, we included the risk factor "***New or increased credit, consumer, or data protection or other regulations resulting in higher costs and/or additional financing restrictions.***" The following is an update to that risk factor:

> In June 2015, the Consumer Financial Protection Bureau issued a final rule giving it authority to supervise the largest nonbank automotive finance companies, such as Ford Credit, which may lead to examinations of nonbank automotive finance companies for compliance with consumer finance protection laws as early as 2015.

ITEM 2. *Unregistered Sales of Equity Securities and Use of Proceeds.*

In March 2015, we announced a modest anti-dilutive share repurchase program to offset the dilutive effect of share-based compensation granted during 2015. The plan authorizes repurchases of up to 8.5 million shares of our Common Stock. During the second quarter of 2015, we repurchased shares of Ford Common Stock as follows:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly-Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs	
April 1, 2015 through April 30, 2015	—	$ —	—	8,500,000	
May 1, 2015 through May 31, 2015	2,669,007	15.51	2,656,245	5,843,755	
June 1, 2015 through June 30, 2015	3,293,747	15.13	3,293,747	2,550,008	(b)
Total/Average	5,962,754	$ 15.32	5,949,992		

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(a) In any given month, the difference between the total number of shares purchased and the total number of shares purchased as part of the publicly-announced plans or programs reflects shares that were acquired from our employees or directors related to certain exercises of stock options in accordance with our various compensation plans.
(b) Shares were repurchased by July 7, 2015.

ITEM 6. *Exhibits.*

Please see exhibit index below.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Ford has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORD MOTOR COMPANY

By: /s/ Stuart Rowley

Stuart Rowley, Vice President and Controller
(principal accounting officer)

Date: July 28, 2015

EXHIBIT INDEX

Designation	Description	Method of Filing
Exhibit 12	Calculation of Ratio of Earnings to Fixed Charges.	Filed with this Report.
Exhibit 15	Letter of PricewaterhouseCoopers LLP, dated July 28, 2015, relating to financial information.	Filed with this Report.
Exhibit 31.1	Rule 15d-14(a) Certification of CEO.	Filed with this Report.
Exhibit 31.2	Rule 15d-14(a) Certification of CFO.	Filed with this Report.
Exhibit 32.1	Section 1350 Certification of CEO.	Furnished with this Report.
Exhibit 32.2	Section 1350 Certification of CFO.	Furnished with this Report.
Exhibit 101.INS	XBRL Instance Document.	*
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document.	*
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	*
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document.	*
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	*
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	*

* Submitted electronically with this Report in accordance with the provisions of Regulation S-T.

Exhibit 12

FORD MOTOR COMPANY AND SUBSIDIARIES
CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES
(in millions)

	First Half 2015
Earnings	
Income before income taxes	$ 4,273
Add/(Deduct):	
Equity in net income of affiliated companies	(923)
Dividends from affiliated companies	703
Fixed charges excluding capitalized interest	1,686
Amortization of capitalized interest	20
Earnings	$ 5,759
Fixed Charges	
Interest expense	$ 1,609
Interest portion of rental expense (a)	77
Capitalized interest	5
Total fixed charges	$ 1,691
Ratios	
Ratio of earnings to fixed charges	3.4

(a) One-third of all rental expense is deemed to be interest.

Exhibit 15

July 28, 2015

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

RE: Ford Motor Company Registration Statement Nos. 33-62227, 333-02735, 333-20725, 333-31466, 333-47733, 333-56660, 333-57596, 333-65703, 333-71380, 333-74313, 333-85138, 333-87619, 333-104063, 333-113584, 333-123251, 333-138819, 333-138821, 333-149453, 333-149456, 333-153815, 333-153816, 333-156630, 333-156631, 333-157584, 333-162992, 333-162993, 333-165100, 333-172491, 333-179624, 333-186730, 333-193999, 333-194000, and 333-203697 on Form S-8 and 333-194060 on Form S-3

Commissioners:

We are aware that our report dated July 28, 2015 on our review of interim financial information of Ford Motor Company (the “Company”) for the three and six month periods ended June 30, 2015 and June 30, 2014 and included in the Company’s quarterly report on Form 10-Q for the quarter ended June 30, 2015 is incorporated by reference in the aforementioned Registration Statements.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Detroit, Michigan

Exhibit 31.1

CERTIFICATION

I, Mark Fields, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended June 30, 2015 of Ford Motor Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 28, 2015

/s/ Mark Fields

Mark Fields
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Bob Shanks, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended June 30, 2015 of Ford Motor Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 28, 2015

/s/ Bob Shanks

Bob Shanks
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Mark Fields, President and Chief Executive Officer of Ford Motor Company (the “Company”), hereby certify pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2015, to which this statement is furnished as an exhibit (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 28, 2015

/s/ Mark Fields
Mark Fields
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Bob Shanks, Executive Vice President and Chief Financial Officer of Ford Motor Company (the "Company"), hereby certify pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2015, to which this statement is furnished as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 28, 2015

/s/ Bob Shanks
Bob Shanks
Executive Vice President and
Chief Financial Officer