

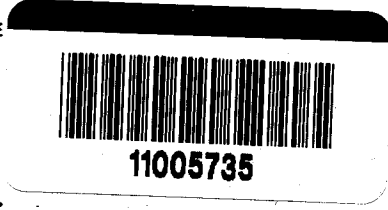
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1-5-11



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

DIVISION OF
CORPORATION FINANCE



February 15, 2011

Peter J. Sherry, Jr.
Secretary
Office of the Secretary
Ford Motor Company
One American Road
Room 1134 WHQ
Dearborn, MI 48126

Received SEC
FEB 15 2011
Washington, DC 20549

Act: 1934
Section: _____
Rule: 14a-8
Public
Availability: 2-15-11

Re: Ford Motor Company
Incoming letter dated January 5, 2011

Dear Mr. Sherry:

This is in response to your letter dated January 5, 2011 concerning the shareholder proposal submitted to Ford by Trillium Asset Management Corporation on behalf of Michael Lazarus. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Gregory S. Belliston
Special Counsel

Enclosures

cc: Shelly Alpern
Vice President
Director of ESG Research & Shareholder Advocacy
Trillium Asset Management Corporation
711 Atlantic Avenue
Boston, MA 02111-2809

February 15, 2011

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Ford Motor Company
Incoming letter dated January 5, 2011

The proposal requests that Ford prepare a report concerning political contributions that contains information specified in the proposal.

There appears to be some basis for your view that Ford may exclude the proposal under rule 14a-8(i)(11). We note that the proposal is substantially duplicative of a previously submitted proposal that will be included in Ford's 2011 proxy materials. Accordingly, we will not recommend enforcement action to the Commission if Ford omits the proposal from its proxy materials in reliance on rule 14a-8(i)(11).

Sincerely,

Reid S. Hooper
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



Office of the Secretary
Peter J. Sherry, Jr.
Secretary
313/323-2130
313/248-8713 (Fax)
psherry@ford.com

One American Road
Room 1134 WHQ
Dearborn, Michigan 48126

January 5, 2011

Securities and Exchange Commission
Division of Corporation Finance
Office of the Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: Omission of Shareholder Proposal Submitted on behalf of Michael Lazarus

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), Ford Motor Company ("Ford" or the "Company") respectfully requests the concurrence of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that it will not recommend any enforcement action to the Commission if the shareholder proposal described below is omitted from Ford's proxy statement and form of proxy for the Company's 2011 Annual Meeting of Shareholders (the "Proxy Materials"). The Company's Annual Meeting of Shareholders is scheduled for May 12, 2011.

Ms. Shelley Alpern, Vice President of Trillium Asset Management Corporation, submitted a shareholder proposal on behalf of Mr. Michael Lazarus (the "Proponent") for inclusion in the 2011 Proxy Materials. The Proposal requests that the Company provide a semi-annual itemized report of the Company's direct and indirect political contributions and the policy, procedures, and participants involved in making such contributions (see Exhibit 1; the "Proposal"). The Company proposes to omit the Proposal from its 2011 Proxy Materials for the following reason:

- The Proposal is excludable under Rule 14a-8(i)(11) because it substantially duplicates another proposal previously submitted to the Company by another proponent that will be included in the Company's 2011 Proxy Materials.

The Proposal Substantially Duplicates a Proposal to be Included in the Proxy Materials

Rule 14a-8(i)(11) permits a company to exclude a proposal if it substantially duplicates another proposal previously submitted to the company by another proponent

that will be included in the company's proxy materials for the same meeting. The Staff has consistently declined to recommend enforcement action against companies that exclude a proposal where its principal thrust or focus is substantially the same as a proposal to be included in the proxy materials, even though the proposals may differ somewhat in terms and breadth.

The Proposal was received via facsimile transmission at 4:30 p.m. on December 1, 2010. The Company also received a proposal from Mrs. Evelyn Y. Davis, which was received by Ford's Office of the Chairman at 12:56 p.m. on June 17, 2010 (see Exhibit 2; the "Prior Proposal"). The Prior Proposal requests that the Company publish a detailed statement setting forth the amount and recipient of each of the Company's direct and indirect political contributions made in the immediately preceding fiscal year, with updates to be published annually. As noted above, the Proposal requests that the Company provide a semi-annual itemized report setting forth the amount and recipient of each of the Company's direct and indirect political contributions and the policy, procedures, and participants involved in making such contributions. The Company intends to include the Prior Proposal in its 2011 Proxy Materials.

The principal thrust and focus of each of the proposals is to report certain details of the Company's political spending. Moreover, there is significant commonality in the specifics of the Proposal and the specifics of the Prior Proposal. Each of the Proposal and the Prior Proposal would require the public disclosure of: (i) direct and indirect contributions to any political campaign or in support of or against any election or referendum; (ii) the amounts of the contributions; and (iii) the recipients of the contributions. Both proposals are supported by statements about shareholder interest in the Company's political spending transparency. The Proposal and the Prior Proposal differ only in certain of the report details requested, the reporting frequency, and how the report is to be made public (on the Company's website rather than in newspapers).

Two proposals need not be identical in order to provide a basis for exclusion under Rule 14a-8(i)(11). In granting No-Action Requests under Rule 14a-8(i)(11), the Staff has consistently taken the position that proposals that have the same "principal thrust" or "principal focus" may be considered substantially duplicative, even where the proposals differ in terms and scope. The Commission has stated that the exclusion is intended to "eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other." *See Release No. 34-12999* (November 22, 1976).

In *ExxonMobil Corp.* (March 19, 2010), the Staff permitted omission of a proposal requesting the company's board to report how a reduction in demand for fossil fuel in the next 20 years could be lower than company expectations and the impact on the company's long-term strategic plan because it substantially duplicated a prior proposal that asked the company's board to report the financial risks of climate change and "its impacts on shareholder value in the short, medium, and long-term." Even though the breadth and terms of the proposals differed, the primary focus of the proposals was the same and, therefore, omission was allowed as substantially duplicative.

In *General Motors Corporation* (April 5, 2007), the Staff permitted omission of a proposal that requested the company to provide a report disclosing GM's policies and procedures for political contributions and expenditures because a previously submitted proposal requested GM to publish a detailed statement of each contribution made within the prior year in respect of a political campaign, party, referendum or initiative or other attempts to influence legislation. Although the later proposal was more comprehensive and requested disclosure even of indirect contributions made through trade associations, the Staff agreed that it was substantially duplicative of the prior proposal.

On almost identical facts to those here, the Staff has allowed a proposal to be excluded as substantially duplicative where both the proposal and the prior proposal requested disclosure of the company's political contributions. In *Lehman Brothers Holdings, Inc.* (January 12, 2007), the Staff agreed that the company may exclude a proposal that requested the company to publish on its website a semi-annual report of its policies and procedures for political contributions and expenditures made with corporate funds and the details of the political contributions and expenditures made by the company. The staff agreed that the proposal was substantially duplicative of a prior proposal to be included in the company's proxy materials that requested the company to publish an annual detailed report of the company's political contributions and expenditures in newspapers of general circulation. See also, *Bank of America Corporation* (February 14, 2006) (proposal requesting the company disclose on its website its policies and procedures for political contributions in semi-annual reports that include details of political contributions made by the company was substantially duplicative of a proposal requesting annual reports of the company's political contributions published in newspapers of general circulation).

See also, *Ford Motor Company* (February 29, 2008) (proposal requesting the Company to adopt publicly quantitative goals to reduce greenhouse gas emissions from the Company's products and operations and report plans to achieve the goals was substantially similar to a proposal requesting an independent board committee to assess and report on the steps the Company is taking to meet new fuel economy and greenhouse gas emission standards for its products); *JPMorgan Chase & Co.* (March 5, 2007) (proposal that urged the Board to adopt a policy whereby at least 50% of future equity compensation be performance-based was substantially similar to a proposal requesting that the company's compensation committee adopt a policy whereby a significant portion of restricted stock and restricted stock units require the achievement of performance goals prior to vesting); and *Constellation Energy Group, Inc.* (February 19, 2004) (proposal requesting the compensation committee to utilize performance and time based restricted share programs in lieu of stock options substantially duplicated a proposal requesting the compensation committee to replace the current system of compensation for executives with a commonsense executive compensation program including limiting the CEO's salary, annual bonus, long-term equity grants, and severance arrangements). In each of the above cited No-Action Letters, the terms and breadth of the proposals differed but the principal thrust and focus of the proposals were substantially duplicative.

Likewise, even if the terms and breadth of the Proposal and the Prior Proposal could be viewed as different in any significant way (which we do not believe is the case), the

Proposal's principal thrust and focus are substantially similar to those of the Prior Proposal. For example, the Proposal contains the following as part of its supporting statement:

As long-term shareholders of Ford Motor, we support transparency and accountability in corporate spending on political activities . . . The Company's Board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets.

(see Exhibit 1). Included in the Prior Proposal's section entitled "REASONS" is the following supporting statement:

This proposal, if adopted, would require the management to advise the shareholders how many corporate dollars are being spent for political purposes and to specify what political causes the management seeks to promote with those funds. It is therefore no more than a requirement that the shareholders be given a more detailed accounting of these special purpose expenditures that they now receive. These political contributions are made with dollars that belong to the shareholders as a group and they are entitled to know how they are being spent.

(see Exhibit 2). Each of the Proposal and the Prior Proposal requests the Company to publish a detailed report of the direct and indirect political contributions made by the Company. Clearly, the principal thrust and focus of the proposals are substantially similar.

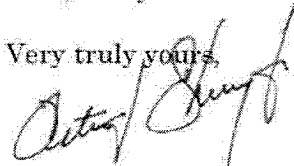
Additionally, shareholders will likely be confused when asked to vote on two separate proposals that relate to substantially the same subject matter. Shareholders will rightfully ask what substantive differences exist between the Proposal and the Prior Proposal. Both request the Company to issue reports regarding substantially the same subject matter containing, for the most part, very similar information. According to the line of No-Action Letters referred to above, the test is not whether the proposals request identical action, but rather whether the focus and thrust of the proposals are substantially duplicative. Clearly, in this instance, not only are the thrust and focus of the proposals substantially similar, namely, that a report be produced on the Company's political spending, but the specifics requested by each proposal are substantially similar as well. This is precisely the type of shareholder confusion that Rule 14a-8(i)(11) was intended to eliminate. Consequently, the Company respectfully requests the concurrence of the Staff that the Proposal may be omitted from the Company's 2011 Proxy Materials pursuant to Rule 14a-8(i)(11).

Conclusion

For the foregoing reasons, it is respectfully submitted that the Proposal may be excluded from Ford's 2011 Proxy Materials. Your confirmation that the Staff will not recommend enforcement action if the Proposal is omitted from the 2011 Proxy Materials is respectfully requested.

If you have any questions, require further information, or wish to discuss this matter, please call Jerome Zaremba (313-337-3913) of my office or me (313-323-2130).

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter J. Sherry, Jr.", written over the typed name below.

Peter J. Sherry, Jr.

Enclosure

Exhibits

cc: Ms. Shelley Alpern (via Federal Express)



To: Peter Sherry, Associate General Counsel and
Corporate Secretary

From: Catherine Pargeter

Tel:

Tel: 617.532.6873

Fax: 313-248-6713

Fax: 617 482 6179

Re: Shareholder Resolution

Date: December 1, 2010

3 pages, inclusive.



Investing for a Better World® Since 1992
December 1, 2010

Trillium Asset Management Corporation
www.trilliuminvest.com

Peter Sherry
Associate General Counsel and Corporate Secretary
Ford Motor Company
One American Road
Dearborn, MI 48126

Via Facsimile: 313-248-8713

Dear Mr. Sherry:

Trillium Asset Management Corp. ("Trillium") is an investment firm based in Boston specializing in socially responsible asset management. We currently manage approximately \$1 billion for institutional and individual clients.

I am hereby authorized to notify you of our intention to file the enclosed shareholder resolution with Ford Motor Company on behalf of our client Michael Lazarus. Trillium submits this shareholder proposal for inclusion in the 2011 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Mr. Lazarus holds more than \$2,000 of Ford Motor Company common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2011 annual meeting. We will forward verification of the position separately. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

We would welcome discussion with Ford Motor Company about the contents of our proposal.

Please direct any communications to me at Trillium Asset Management Corp. 711 Atlantic Ave., Boston, MA 02111; or via email at salpern@trilliuminvest.com. I can be reached by phone at (617) 292-8026 ext. 248.

We would appreciate receiving a confirmation of receipt of this letter via email.

Sincerely,

Shelley Alpern
Vice President
Director of ESG Research & Shareholder Advocacy
Trillium Asset Management Corporation

Cc: Alan Mulally, President and Chief Executive Officer

Enclosures



Resolved, that the shareholders of Ford Motor ("Company") hereby request that the Company provide a report, updated semi-annually, disclosing the Company's:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, and used in any attempt to influence the general public, or segments thereof, with respect to elections or referenda. The report shall include:
 - a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures as described above; and
 - b. The title(s) of the person(s) in the Company who participated in making the decisions to make the political contribution or expenditure.

The report shall be presented to the board of directors' audit committee or other relevant oversight committee and posted on the Company's website.

Stockholder Supporting Statement

- As long-term shareholders of Ford Motor, we support transparency and accountability in corporate spending on political activities. These include any activities considered intervention in any political campaign under the Internal Revenue Code, such as direct and indirect political contributions to candidates, political parties, or political organizations; independent expenditures; or electioneering communications on behalf of federal, state or local candidates.

Disclosure is consistent with public policy, in the best interest of the company and its shareholders, and critical for compliance with federal ethics laws. Moreover, the Supreme Court's *Citizens United* decision recognized the importance of political spending disclosure for shareholders when it said "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages." Gaps in transparency and accountability may expose the company to reputational and business risks that could threaten long-term shareholder value.

Ford Motor contributed at least \$1,921,037 in corporate funds since the 2002 election cycle. (CQ: <http://moneyline.cq.com/pml/home.do> and National Institute on Money in State Politics: <http://www.followthemoney.org/index.phtml>.)

However, relying on publicly available data does not provide a complete picture of the Company's political expenditures. For example, the Company's payments to trade associations used for political activities are undisclosed and unknown. In many cases, even management does not know how trade associations use their company's money politically. The proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax exempt organizations for political purposes. This would bring our Company in line with a growing number of leading companies, including Aetna, American Electric Power and Microsoft that support political disclosure and accountability and present this information on their websites.

The Company's Board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets. Thus, we urge your support for this critical governance reform.

November 30, 2010

Shelley Alpern
Vice President
Director of ESG Research & Shareholder Advocacy
Trillium Asset Management Corp.
711 Atlantic Avenue
Boston, MA 02111

Fax: 617 482 6179

Dear Ms. Alpern:

I hereby authorize Trillium Asset Management Corporation to file a shareholder resolution on my behalf at Ford Motor Company.

I am the beneficial owner of more than \$2,000 worth of common stock in Ford Motor Company that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2011.

I specifically give Trillium Asset Management Corporation full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder resolution. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,



Michael Lazarus

c/o Trillium Asset Management Corporation
711 Atlantic Avenue, Boston, MA 02111



Office of the General Counsel
Phone: 313/3373913
Fax: 313/248-1300
E-Mail: jzaremb1@ford.com

Ford Motor Company
One American Road
Room 1037-A3 WHQ
Dearborn, Michigan 48126

December 7, 2010

Shelley Alpern, Vice President
Trinity Asset Management
711 Atlantic Avenue
Boston, Massachusetts 02111-2809
Telephone: 617-423-6655

Subject: Shareholder Proposal for 2011 Annual Meeting

Dear Ms. Alpern:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal contained in your facsimile transmission dated December 1, 2010. The cover letter requests that the proposal relating to the Company reporting on its policies and procedures for political contributions and expenditures (the "Proposal") be included in the Company's proxy materials for the 2011 Annual Meeting of Shareholders. You also state that you represent Mr. Michael Lazarus, the proponent of the Proposal.

Eligibility requirements regarding stockholder proposals are set forth in Rule 14a-8 of the rules of the United States Securities and Exchange Commission (the "SEC"). (A copy of Rule 14a-8 is enclosed.) Under Rule 14a-8(b)(1), in order to be eligible to submit a proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1% of the Company's securities entitled to be voted at the annual meeting for at least one year by the date that the shareholder submitted the proposal. In the event the shareholder is not a registered holder, Rule 14a-8(b)(2) provides that proof of eligibility should be submitted at the time the proposal is submitted. Neither the Company nor its transfer agent was able to confirm that Mr. Lazarus satisfies the eligibility requirements based on the information that was furnished to the Company.

We request that, pursuant to Rule 14a-8, you furnish to the Company proper documentation demonstrating (i) that Mr. Lazarus is the beneficial owner of at least \$2,000 in market value, or 1% of Ford common stock, and (ii) that Mr. Lazarus has been the beneficial owner of such securities for one or more years. We request that such documentation be furnished to the Company within 14 calendar days of your receipt of this letter. Under Rule 14a-8(b)(2) a shareholder may satisfy this requirement by either (i) submitting to the Company a written statement from the "record" holder of the shareholder's securities (usually a broker or bank) verifying that, at the time of submission, the shareholder continuously held the securities at least one year, or (ii) if the shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting the shareholder's ownership of the shares as

of or before the date on which the one-year period begins. If the shareholder has filed one of these documents, he may demonstrate his eligibility by submitting to the Company a copy of the schedule or form, and any subsequent amendments, and a written statement that the shareholder continuously held the required number of shares for the one-year period as of the date of the statement.

If you would like to discuss the SEC rules regarding stockholder proposals or anything else relating to the Proposal, please contact me at (313) 337-3913. Thank you for your interest in the Company.

Very truly yours,


Jerome F. Zaremba
Counsel

Enclosure

cc: Peter J. Sherry, Jr.

(c) The security holder shall reimburse the reasonable expenses incurred by the registrant in preparing the notice requested pursuant to paragraph (a) of this section.

Note 1 to § 240.14a-2. Reimbursement of the registrant's reasonable expenses incurred by the security holder may be used instead of making it an alternative the election of which is chosen, in the case of that method should be considered where necessary either by the security holder or by the registrant.

Note 2 to § 240.14a-2. When requesting the information required by Paragraph A of Rule 14a-8, the registrant may request information of a security holder to the extent of the security holder's records, including a list of addresses of security holders, the names of the security holders, the names of the companies in which the security holder has an interest, and the names of the companies in which the security holder has an interest.

Note 3 to § 240.14a-2. If the registrant is seeking the company's security holder's materials under § 240.14a-7 and receives a request from the security holder to furnish the material in the form or manner described in § 240.14a-8, the registrant must accommodate the request.

Rule 14a-8. Shareholder Proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company has an annual or special meeting of shareholders. In summary, in order to force upon shareholders a proposal included in a company's proxy statement, the company must supporting the proposal in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We understand this section in a question-and-answer format so that it is easier to understand. The references to "§ 14-8" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal?

A shareholder proposal is any recommendation or resolution that the company or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the name of the action that you believe the company should take. If your proposal is placed on the company's proxy card, the company must also include in the form of proxy certain information to specify the exact action between approval or disapproval of the proposal. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal and to your supporting statement in support of your proposal (i.e., your

(b) Question 2: Who is eligible to submit a proposal, and how do I deliver it to the company that I am eligible?

(1) In order to be eligible to submit a proposal, you must be a record owner of at least 1% of the company's common stock as of the date that you submit the proposal. You must continue to hold these securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can only exclude your proposal if you are not eligible to submit the proposal. If you are not the registered holder, you must provide your name and address to the company at least 60 days before the date of the meeting. If the company does not know that you are a shareholder, or that you are eligible to submit the proposal, it may exclude your proposal.

holder information on a daily basis or if not available on a daily basis, at the earliest practicable time, the registrant need not provide financial or other information more current than the record data for the meeting or action.

(b)(1) The requesting security holder shall have the options set forth in paragraph (b)(2) of this section, and the registrant shall have corresponding obligations. If the registrant is a general partner in a partnership or a trustee of a trust, with respect to:

(A) A proposal that is subject to § 14-8;

(B) A roll-up transaction as defined in Item 11(c) of Regulation S-K that involves an equity security as defined in Regulation S-K, or

(C) A roll-up transaction as defined in Item 11(c) of Regulation S-K that involves a roll-up transaction, unless the transaction involves only:

(i) Partnerships whose owners will receive new securities or securities in another capacity that are not reported under a transaction reporting plan declared effective before December 17, 1993 by the Commission under Section 11A of the Act; or

(ii) Partnerships whose investors' securities are reported under a transaction reporting plan declared effective before December 17, 1993 by the Commission under Section 11A of the Act.

(2) With respect to all other requests pursuant to this section, the registrant shall have the option to either send the security holder's material or furnish the security holder with a copy of the material in this section.

(3) If the registrant is requested to furnish the material, the registrant shall:

(A) If the registrant is requested to furnish the material, provide the registrant with a copy of the material or other independent third party or a copy of a current list of the registrant's shareholders and furnished to the registrant, with the registrant's beneficial owners up and

(B) Provide the registrant with an affidavit declaration affirming in other similar documents provided for under applicable laws that identifying the material or other information requested will be the subject of the security holder's securities or other information and otherwise that:

(i) The security holder will not use the information for any purpose other than to seek to influence the company's operations or to influence the company's financial condition or other matters in which the registrant is engaged or intends to engage or to communicate with security holders with respect to a submission communicated by the registrant; and

(ii) The security holder will not disclose such information to any person other than a third party for whom the request was made and an employee or agent of the registrant, or to any other person for administrative or other purposes.

(4) The security holder shall not use the information furnished by the registrant in paragraph (b)(3) for any purpose other than to seek to influence the company's operations or to influence the company's financial condition or other matters in which the registrant is engaged or intends to engage or to communicate with security holders with respect to a submission communicated by the registrant; and

Rule 14c-8

(1) **Unrelated Proxy Rules.** If the proposal or supporting statement is contrary to the provisions of any proxy rules, including Rule 14c-9, which prohibit materially false or misleading statements in proxy soliciting materials.

(2) **Personal Gains.** Special benefits: If the proposal relates to the reduction of a personal claim or privilege against the company or any other person, or if it is designed to benefit a family member, or to further a personal interest, which is not shared by the other shareholders at large.

(3) **Business.** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of the most recent fiscal year, and for less than 3 percent of total earnings and gross sales for its most recent fiscal year, and is not otherwise substantially related to the company's business.

(4) **Business.** If the company would lack the power or authority to implement the proposal.

(5) **Management Functions.** If the proposal deals with a matter relating to the company's ordinary business operations.

(6) **Business.** If the proposal relates to a matter of an election for a director or officer or a committee or a similar governing body or a procedure for such nomination or election.

(7) **Business.** If the proposal directly conflicts with one of the company's most important policies to be submitted to shareholders at the same meeting.

(8) **Business.** A company's submission to the Commission under this Rule 14c-8 should specify the points of conflict with the company's proposal.

(9) **Business.** If the company has already substantially implemented the proposal.

(10) **Business.** If the proposal substantially duplicates another proposal previously submitted to the company by another proposal that will be included in the company's proxy materials for the same meeting.

(11) **Business.** If the proposal deals with substantially the same subject matter as another proposal that has or have been previously included in the company's proxy materials within the preceding 3 calendar years, a company may withdraw from its proxy materials for any meeting held within 3 calendar years of the date the proposal was included if the proposal is:

(A) Less than 1% of the vote if proposed since within the preceding 2 calendar years.

(B) Insignificant if the vote on it is not submitted to shareholders if proposed twice or more within the preceding 3 calendar years, or

(C) Less than 1% of the vote if the proposal is not submitted to shareholders if proposed once within the preceding 3 calendar years, and

(D) No vote account of dividends if the proposal relates to special dividends or stock dividends.

(12) **Question 10.** What procedures must the company follow if it intends to implement its proposal?

Rule 14d-8

When the company in making a submission in accordance with the company's proxy rules, the proxy statement and form of proxy, if the company demonstrates a cause for raising the question:

(1) The company must file its paper a form of the following:

(a) An explanation of why the company believes that it does not include the proposals which would be possible in the form of proxy, or why the company believes that the Division letters issued under the rule, are;

(b) A supporting statement of counsel with references and based on the state of the law.

(2) **Question 11.** May I submit my own statement to the Commission regarding the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit a response so we, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider it before your submission is filed in response. You should submit the paper to the staff.

(3) **Question 12.** If the company includes my shareholder proposal in its proxy statement, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's shares that you hold. However, subject to providing that information, the company may include a statement that it will provide the information to shareholders privately upon receiving the shareholder's request.

(2) The company is not responsible for the accuracy of your account of the proposal.

(3) **Question 13.** What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal and I disagree with some of its statements?

(1) The company may also include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make statements reflecting its own point of view, but it must express your point of view in your proposal's supporting statement.

(2) However, if you feel that the company's approach to your proposal is materially false or misleading, statements that say "Wrong" and "and I don't agree" are not enough. You should promptly send to the Commission and the company a letter explaining the reasons for your view, along with a copy of the company's statement regarding your proposal. To the extent possible, your letter should include the factual information demonstrating the inaccuracy of the company's statement. When preparing, you may wish to try to work out your differences with the company or yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements regarding your proposal before it sends its proxy materials, so that you may bring to our attention any potentially false or misleading statements, under the following time frame:

(i) If our inaction response requires that you make corrections to your proposal or supporting statement as a condition to receiving the materials, it must be done by the

 **TRILLIUM** ASSET
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Trillium Asset Management Corporation
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December 15, 2010

Via Fax--312 248-1988 FedEx

Jerome. F. Zaremba
General Counsel
Ford Motor Company
One American Road
Dearborn, MI 48126
Re: Request for verification

Dear Jerome Zaremba:

Per your request and in accordance with the SEC Rules, please find the attached authorization letter from Michael Lazarus as well as the custodial letter from Charles Schwab Advisor Services.

Please contact me if you have any questions at (617) 292-8026 ext. 248; Trillium Asset Management Corp. 711 Atlantic Ave., Boston, MA 02111; or via email at salpern@trilliuminvest.com.

Sincerely,



Shelley Alpern
Vice President
Director of ESG Research & Shareholder Advocacy
Trillium Asset Management Corporation

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charles SCHWAB
ADVISOR SERVICES

1958 Summit Park Dr. Orlando, FL 32810
Tel (407) 806-6522

December 14, 2010


Re: Michael Lazarus/Individual Account OMB Memorandum M-07-16 ***

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 600 shares of common stock Ford Motor Company. These 600 shares have been held in this account continuously for one year prior to December 1, 2010.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab and Company.

This letter serves as confirmation that the shares are held by Charles Schwab & Co, Inc.

Sincerely,


Darrell Pass
Director

