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

DIVISION OF
CORPORATION FINANCE

February 6, 2018

Brian J. Bohl
Ford Motor Company
bbohl@ford.com

Re: Ford Motor Company
Incoming letter dated January 2, 2018

Dear Mr. Bohl:

This letter is in response to your correspondence dated January 2, 2018 concerning the shareholder proposal (the "Proposal") submitted to Ford Motor Company (the "Company") by James McRitchie (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated January 9, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: John Chevedden
***

*** FISMA & OMB Memorandum M-07-16

February 6, 2018

**Response of the Office of Chief Counsel**
**Division of Corporation Finance**

Re: Ford Motor Company
Incoming letter dated January 2, 2018

The Proposal requests that the company provide a report on political contributions and expenditures that contains information specified in the Proposal.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(11). In our view, the Proposal does not substantially duplicate the proposal submitted by the Unitarian Universalist Association. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(11).

Sincerely,

Evan S. Jacobson
Special Counsel

**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 proposal 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 and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate 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 adversarial procedure.

It is important to note that the staff'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 company's management omit the proposal from the company's proxy materials.

Corporate Governance
CorpGov.net: improving accountability through democratic corporate governance since 1995

VIA EMAIL: shareholderproposals@sec.gov
Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

January 9, 2018

Re: Ford Motor Company
Shareholder Proposal submitted by James McRitchie
SEC Rule 14a-8

To Whom It May Concern:

This letter is submitted pursuant to Rule 14a-8(j) of the Securities and Exchange Act of 1934, as amended ("Exchange Act"), to request that staff of the Division of Corporate Finance ("Staff") deny the no-action request by Ford Motor Company ("Ford" or the "Company") dated January 2, 2018, with respect to the Proponent's shareholder proposal ("Proposal") to request specified reports regarding political spending.

In advancing their arguments for the exclusion of the Proposal based on Rule 14a-8(i)(11) based on substantial duplication, the Company has not met the burden of proof required by Rule 14a-8(g). Ford repeatedly asserts inclusion of the Proposal would lead to shareholder confusion. However, their arguments are based on an attempt to confuse Staff concerning the Proposal's clear language.

**Proposals Address Separate and Distinct Topics**

Ford is trying to create confusion where none exists. The McRitchie Proposal on political spending deals only with that subject and explicitly states, "this resolution does not encompass lobbing."

The Unitarian Universalist Association (UUA) proposal clearly deals only with lobbying and never mentions elections or political spending.

The fact that both proposals seek greater transparency and reporting on spending does not mean one proposal can be omitted pursuant to Rule 14a-8(i)(11) because it "duplicates" a previously submitted proposal. The two proposals are substantively different from each other. Political spending on elections and referendum is distinct from spending on lobbying.

**Ford's Argument Hinges on Redefining "Referendum"**

At the heart of Ford's argument is an effort on page 6 to redefine the word *referendum* to include legislation.

The UUA Proposal makes no mention of political contributions or anything that could be confused with political contributions.

Since Ford cannot find such possible confusion in the UUA Proposal, the Company attempts to create confusion by returning to a discussion of the McRitchie Proposal, insisting the "self-serving lobbying carveout should not be given any deference" because it seeks disclosure of information with respect to "an election or *referendum*." (Ford's emphasis) Ford seeks to sow confusion by pointing out that a referendum can be "proposed by a legislative body or popular initiative."

> That leaves the McRitchie Proposal as asking for policies, procedures, and monetary contributions to efforts to "influence the general public ... with respect to" a popular vote by the public on legislation."

Ford attempts to confuse the process of promulgating legislation, which can be influenced by lobbying, with referenda submitted to popular vote during elections.

The McRitchie Proposal seeks no information with respect to spending during the legislative process itself, even if that legislation might result in a referendum. Only once such legislation is passed would it then be covered by the Transparent Political Spending proposal with disclosure of policies and procedures, contributions and expenditures with respect to an election or referendum.

Ford's arguments rely primarily on two prior cases of Staff granting no-action relief - *Exxon Mobil Corp.* (Mar. 9, 2017, *Exxon*) and *CVS Caremark Corp.* (Mar. 15, 2013, *CVS*). Each is addressed below.

**Exxon Mobil**

Ford argues the language the Unitarian Universalist Association (UUA) proposal on lobbying and the McRitchie Proposal on political spending "closely tracks the language of the proposals in *Exxon*." Therefore, the McRitchie Proposal "should be similarly be omitted here as being substantially duplicative of the UUA Proposal." However, they cannot back up their claim.

*Exxon* argued, "both ask the Company to report on the Company's spending in the political arena and the Company's policies governing such expenditures." *Exxon* goes on to note:

> The Proposal at issue differs completely from the proposals considered by the Staff in *CVS Caremark Corporation* (avail. Mar. 15, 2013). In that letter, the

> Staff noted that a proposal that was expressly limited to political contributions was not duplicative of a prior proposal related to general spending on lobbying. Different from the present Proposal, the "political contributions" proposal in *CVS Caremark Corporation* specifically excluded disclosure of lobbying expenditures. By contrast, neither the Proposal nor the Prior Proposal expressly limits their scope in a way that renders them non-overlapping.
>
> Because the Proposal substantially duplicates the Prior Proposal, there is a risk that the Company's shareholders would be confused if asked to vote on both proposals. If both proposals were included in the Company's proxy materials, shareholders could assume incorrectly that there must be substantive differences between the two proposals and the requested reports. As noted above, the purpose of Rule 14a-8(i)(11) "is 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." Exchange Act Release No. 12999 (Nov. 22, 1976).

As in the case of *Exxon*, proponents at Ford offered up two proposals. One was primarily focused on lobbying. The other was focused on political spending. However, there are important differences.

In the case of *Exxon*, proponents of the proposal on political spending included information, which could clearly overlap with information requested on lobbying in the other proposal relative to contributions to third parties, such as trade associations.

The problematic provision was as follows:

> (b) Monetary and non-monetary political contributions or expenditures that could not be deducted as an 'ordinary and necessary' business expense under section 162(e) of the Internal Revenue Code. To include (but not limited to) contributions or expenditures on behalf of entities organized and operating under section 501 (c)(4) or the Internal Revenue Code, as well as the portion of any dues or payments made to any tax-exempt organization (such as a trade association) used for an expenditure or contribution that, if made directly by ExxonMobil, would not be deductible under section 162(e) of the Internal Revenue Code.

Since contributions to third parties could be used for either or both political campaigns and lobbying activities, the proposals overlapped and “shareholders would be confused.”

In contrast, the McRitchie Proposal clearly limits reporting of contributions to campaigns for “election or referendum.” That language is further clarified with the following statement: “This resolution does not encompass lobbying.”

Additionally, Ford argues with regard to “political spending” versus “lobbying,” “the

principal thrust and focus are substantially the same." This is a misreading of *Exxon*, since *CVS Caremark Corporation* had already clarified such activities differ. As discussed above, proponents in *Exxon*, failed to differentiate the two.

**CVS**

Ford argues:

> The instant proposals can be distinguished from CVS. The McRitchie Proposal regarding political contributions contains a self-serving lobbying carveout providing that "[t]his resolution does not encompass lobbying." However, the UUA Proposal regarding lobbying does not contain a political contributions carveout.

However, a closer reading of the UUA Proposal reveals there is no need for what Ford disingenuously terms a "self-serving" carveout. The UUA Proposal on its face clearly applies only to lobbing. Ford attempts to place doubt in the mind of readers by insisting, "[g]iven the lack of a political contributions carveout in the UUA Proposal, shareholders may be confused, reasonably believing that the two proposals overlap." However, although they make an assertion, no evidence is provided to support their very speculative statement.

Each point in the resolution portion of the UUA Proposal clearly delineates lobbying as the exclusive subject.

1. Company policy and procedures governing lobbying…
2. Payments by Ford used for (a) direct or indirect lobbying or (b) grassroots lobbying communications…

The UUA Proposal makes no mention of political contributions or anything that could be confused with political contributions.

Since Ford cannot find such possible confusion in the UUA Proposal, the Company attempts to create confusion by returning to a discussion of the McRitchie Proposal, insisting the "self-serving lobbying carveout should not be given any deference" because it seeks disclosure of information with respect to "an election or *referendum*." (Ford's emphasis) Ford seeks to sow confusion by pointing out that a referendum can be "proposed by a legislative body or popular initiative."

> That leaves the McRitchie Proposal as asking for policies, procedures, and monetary contributions to efforts to "influence the general public ... with respect to" a popular vote by the public on legislation.

As already argued above, Ford attempts to confuse the process of promulgating legislation, which can be influenced by lobbying, with referenda submitted to popular vote during elections. The McRitchie Proposal seeks no information with respect to

policy or expenditures to impact legislation, only with respect to referenda. How referenda is created, what mechanism is used, has no relevance to the Proposal.

**Conclusion**

In permitting the exclusion of proposals, Rule 14a-8(g) imposes the burden of proof on companies. Companies seeking to establish the availability of subdivision (i)(11), therefore, have the burden of showing the Proposal 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 Company has failed to meet this burden and Staff must deny the no-action request.

**Epilog: Note on the History of Rule 14a-8(I)(11)**

Given Ford's frequent and pejorative reference to the McRitchie Proposal's "self-serving lobbying carveout," which apparently seeks to impugn Mr. McRitchie's intent, a quick review of the evolution of the "substantially duplicates" exemption is in order.

The following is an excerpt (footnotes omitted) from *The Exclusion of Duplicative Proposals Under Rule 14a-8(i)(11)* by Hillary Sullivan, http://www.denverlawreview.org/dlr-onlinearticle/2016/5/9/the-exclusion-of-duplicative-proposals-under-rule-14a-8i11.html#_ftn71:

> Subsection (i)(11) was originally designed to permit the exclusion of proposals deemed moot. Shareholders benefited because they no longer needed to consider a matter already included in the proxy statement. As the Staff reasoned, voting on two "substantially identical" proposals served "no useful purpose." For much of the history of the exclusion, the Staff adhered to this approach and maintained a narrow interpretation of the Rule in limiting exclusions.
>
> Over time, however, the rationalization for the exclusion changed. Investor confusion became the underlying justification. In doing so, the Staff effectively broadened the scope of (i)(11). This broad expansion of the Rule is exemplified by the interpretations associated with lobbying and political contributions. The Staff took the position that very different proposals dealing with these topics could be excluded if they overlapped. The Staff viewed them as duplicative, presumably agreeing with companies that the two proposals were confusing to investors, despite shareholders strenuously objecting and dictionary definitions that suggested otherwise.
>
> This perspective, based upon the desire to avoid confusion, demonstrates a broad lack of confidence in shareholders. By relying on "confusion" rather than the absence of a useful purpose, the Staff puts itself in the position of deciding what shareholders can and cannot understand. Moreover, even if proposals are adopted that have the capacity to send mixed messages to the board,

> such as an unproven assertion, they are invariably precatory. As a result, they do not command but merely provide information about shareholder views. Management, not the Staff, is in the best position to assess the meaning of the information. Yet by excluding materially different proposals as duplicative, the Staff effectively prevents such information from reaching the board.
>
> The Rule benefits from a provision that excludes duplicative proposals. However, the Rule does not benefit from an interpretation of the concept of duplicative to exclude materially different proposals from consideration by shareholders. In those circumstances, the Staff effectively denies rather than protects the voting rights of shareholders, the opposite of the purpose of Rule 14a-8.

As explained by Ms. Sullivan above, the "substantially duplicates" exemption has already evolved through Staff interpretation well beyond its original intent without benefit of going through public notice and other considerations of the rulemaking process. Staff should take a lesson from the recent reexamination of Rule 14a-8(i)(9), which resulted in issuing Staff Legal Bulletin No. 14H.

That review also addressed the issue of "the potential for shareholder confusion and inconsistent mandates, instead of more specifically on the nature of the conflict between a management and shareholder proposal."

Review led Staff to return to a closer approximation of the Rule's original intent.

> After reviewing the history of Rule 14a-8(i)(9) and based on our understanding of the rule's intended purpose, we believe that any assessment of whether a proposal is excludable under this basis should focus on whether there is a direct conflict between the management and shareholder proposals. For this purpose, we believe that a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, *i.e.*, a vote for one proposal is tantamount to a vote against the other proposal.

Clearly if we applied that standard to Rule 14a-8(i)(11) and these proposals, shareholders could logically vote for both proposals. While issuing a Staff Legal Bulletin to guide a similar return to original intent for Rule 14a-8(i)(11) is unnecessary in the instance of Ford's no-action request, since the Company fails to make its case, it is worth noting the parallels. The Rule was originally intended to exclude duplicate proposals, not materially different proposals, which may address overlapping concerns.

Sincerely,

James McRitchie
Shareholder Advocate

Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

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

January 2, 2018

VIA EMAIL

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 by James McRitchie

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 2018 Annual Meeting of Shareholders (the "Proxy Materials"). The Company's Annual Meeting of Shareholders is scheduled for May 10, 2018.

John Chevedden (the "Proponent"), on behalf of James McRitchie, has submitted for inclusion in the 2018 Proxy Materials a proposal recommending that Ford provide a semiannual report disclosing certain information regarding the Company's involvement in the political process (the "McRitchie Proposal"; see Exhibit 1). The Company proposes to omit the McRitchie Proposal from its 2018 Proxy Materials under Rule 14a-8(i)(11), because it is substantially duplicative of a previously submitted proposal that will be included in the Company's Proxy Materials.

## The Proposal

The McRitchie Proposal requests the Board to "provide a report, updated semiannually, disclosing the Company's:

(1)ePolicies and procedures for making, with corporate funds or assets, contributions ande expenditures (direct or indirect) to (a) participate or intervene in any politicale campaign on behalf of (or in opposition to) any candidate for public office, or (b)e influence the general public, or any segment thereof, with respect to an election ore referendum.e

(2)eMonetary and non-monetary contributions and expenditures (direct and indirect)e used in the manner described in section 1 above, including: (a) The identity of thee recipient as well as the amount paid to each; and (b) The title(s) of the person(s) in thee Company responsible for the decision-making."e

## The McRitchie Proposal Is Substantially Duplicative of a Previously Submitted Proposal That Will Be Included in the Company's Proxy Materials

The McRitchie Proposal may be omitted pursuant to Rule 14a-8(i)(11) because it is substantially duplicative of a previously submitted proposal that will be included in the Company's Proxy Materials. Rule 14a-8(i)(11) provides that a shareholder proposal may be excluded 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 Commission has stated that the purpose of Rule 14a-8(i)(11) is 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." Exchange Release No. 12999 (Nov. 22, 1987).

On November 9, 2017, the Company received a proposal (the "UUA Proposal"; see Exhibit 2)e from the Unitarian Universalist Association (the "UUA"). That proposal requested thee preparation of an annual report disclosing:e

"(1) Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communication.

(2) Payments by Ford used for (a) direct and indirect lobbying or (b) grassrootse lobbying communications, in each case including the amount of the payment ande the recipient.e

(3)e Description of management's decision making process and the Board'se oversight for making payments described in section 2 above."e

The first correspondence from the Proponent (albeit with a "Special Shareholder Meeting Improvement" proposal included rather than the current McRitchie Proposal (see Exhibit 1)) was not received until November 25, 2017. Given that the UUA Proposal was received before the McRitchie Proposal and the Company intends to include the UUA Proposal in its Proxy Materials, the Company can omit the McRitchie Proposal under Rule 14a-8(i)(11), because the McRitchie Proposal is substantially duplicative of the UUA Proposal.

The Staff has determined that proposals are substantially duplicative when they share the same "principal thrust." *See, e.g., Duke Energy Corp.* (Feb. 19, 2016) (granting no-action relief on duplicative proposals related to lobbying activities); *Ford Motor Co.* (Feb. 15, 2011) (granting no-action relief on duplicative proposals related to political contributions); *Ford Motor Co.* (Feb. 19, 2004) (granting no-action relief on duplicative proposals related to greenhouse gases, with the Company arguing that "[a]lthough the terms and the breadth of the two proposals are somewhat different, the principal thrust and focus are substantially the same"). Along these lines, the Staff has repeatedly concurred that companies may exclude a proposal where one proposal focuses on the company's lobbying expenses and another focuses on the company's political contributions. *See, e.g., Exxon Mobil Corp.* (Mar. 9, 2017) ("*Exxon*"); *WellPoint, Inc.* (Feb. 20, 2013); *Union Pacific Corp.* (Feb. 1, 2012) ("*Union Pacific*"); *Occidental Petroleum Corp.* (Feb. 25, 2011). Notably, in *Exxon*, the Staff allowed the exclusion of a political contributions proposal based on the submission of a prior lobbying proposal where the two proposals, including the sequence in which they were received, largely mirror the proposals here.

The political contributions proposal in *Exxon* requested "policies and procedures for making political contributions and expenditures with corporate funds (both direct and indirect)" and "monetary and non-monetary political contributions that could not be deducted as on [*sic*] 'ordinary and necessary business expense' under section 162(e) of the Internal Revenue Code." The proposal also requested this information for contributions to tax-exempt organizations like trade associations. Here, the McRitchie Proposal requests "policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign . . . or (b) influence the general public, or any segment thereof, with respect to an election or referendum." The proposal also requests information on "monetary and non-monetary contributions" used in those ways. Like the political contributions proposal in *Exxon*, the Proponent here specifically references trade associations, requesting that the Company "disclose all of its political spending, including payments to trade associations and other tax exempt organizations."

Meanwhile, the lobbying proposal in *Exxon* requested "(1) [c]ompany policies and procedures regarding lobbying, both direct and indirect, and grassroots lobbying communications, (2) [p]ayments by Exxon used for (a) direct or indirect lobbying, or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient, (3) Exxon's membership in and payments to any tax-exempt organization that writes

or endorses model legislation, and (4) [d]escription of management's and the Board's decision making process and oversight for making payments described in sections 2 and 3 above." The UUA Proposal tracks this language nearly word for word, with the only significant difference being that its request for trade association information comes in its definition of "indirect lobbying", which the UUA defines as "lobbying engaged in by a trade association or other organization of which Ford is a member."[1]

Given that the language of the proposals here closely tracks the language of the proposals in *Exxon*, the McRitchie Proposal should similarly be omitted here as being substantially duplicative of the UUA Proposal.

The "principal thrusts" of the McRitchie and UUA Proposals are also duplicative. Both proposals ask the Company to report on its spending in the political arena and the policies and procedures for making those contributions. As illustrated below, though the terms and breadth of the proposals are somewhat different—specifically "political spending" versus "lobbying"—"the principal thrust and focus are substantially the same." This is illustrated by the substantial overlap in the requested action and stated intent and purposes of the proposals. A handful of the similarities include:

> -Both proposals request substantially similar action, namely the preparation of aa report to the Board of Directors or a committee of the Board of Directors to bea posted on the Company's website. The McRitchie Proposal requests that a reporta "be presented to the board of directors or relevant board committee and posteda on the Company's website within 12 months from the date of the annuala meeting." The UUA Proposal requests that a report be updated annually and "bea presented to the Audit Committee or other relevant oversight committee anda posted on Ford's website."a
>
> -Both proposals' purpose is allegedly to seek "transparency and accountability"a on the use of corporate funds in the political process. The McRitchie Proposal saysa "[a]s long-term shareholders of Ford, we support transparency anda accountability in corporate political spending." The UUA Proposal says "[a]sa shareholders, we encourage transparency and accountability in the use ofa corporate funds to influence legislation and regulation."a
>
> -Both proposals seek information on participation in trade associations. Thea McRitchie Proposal says "[t]his proposal asks our Company to disclose all of itsa

---

[1] The McRitchie and UUA Proposals could also be compared favorably to the political contributions and lobbying proposals at issue in *Union Pacific*. There, the Staff allowed the exclusion of a political contributions proposal based on the submission of a prior lobbying proposal. *See also Exxon* (granting no-action relief where Exxon's no-action letter detailed the substantial similarities between its proposals and the *Union Pacific* proposals).

political spending, including payments to trade associations and other tax exempt organizations, which may be used for political purposes." The UUA Proposal requests information on indirect lobbying, which it defines as "lobbying engaged in by a trade association or other organization of which Ford is a member."

-Both proposals focus on the Company's attempt to influence "the generals public." The UUA Proposal focuses on encouraging the general public to "to takes action with respect to the legislation or regulation." The McRitchie Proposals focuses on influencing "the general public, or any segment thereof, with respects to an election or referendum."s

Given the substantially similar language between the two proposals, it is clear that they share the same principal thrust, namely disclosure of the Company's contributions and policies and procedures relative to the political process.

Proponent may argue that this situation is more analogous to *CVS Caremark Corp.* (Mar. 15, 2013) ("*CVS*") than *Exxon* or *Union Pacific*, but such argument is misplaced. In *CVS*, the proponent of the political contributions proposal included language providing that "payments used for lobbying are not encompassed by this proposal" (the "lobbying carveout") and the proponent of the lobbying proposal specifically noted that "[n]either 'lobbying' nor 'grassroots lobbying communications' include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum" (the "political contributions carveout"). CVS argued that the Staff permitted the exclusion of essentially the same lobbying proposal from its 2012 proxy materials and that "it surely cannot be that the simple addition of a sentence in the [political contributions] Proposal that 'payments used for lobbying are not encompassed by this proposal' is enough to cure the overlap and substantial similarity between the proposals."[2] Nonetheless, the Staff denied CVS's no-action letter request.

The instant proposals can be distinguished from *CVS*. The McRitchie Proposal regarding political contributions contains a self-serving lobbying carveout providing that "[t]his resolution does not encompass lobbying." However, the UUA Proposal regarding lobbying does not contain a political contributions carveout. Notably here, the proposal without a limited scope (the UUA Proposal) was received prior to the proposal claiming to have a limited scope (the McRitchie Proposal), aligning this situation more closely with *Exxon* than *CVS*. Given the lack of a political contributions carveout in the UUA Proposal, shareholders may be confused, reasonably believing

[2] The lobbying contributions proposal from 2012 did not contain a political contributions carveout, such that it appears two carveouts were added to the 2013 proposals, although CVS only focused on the added lobbying carveout. *Compare CVS*, with *CVS Caremark Corp.* (Feb. 12, 2012) (granting no-action relief on lobbying proposal as substantially duplicative of previously received proposal regarding political contributions).

that the two proposals overlap.

In addition, the McRitchie Proposal's self-serving lobbying carveout should not be given any deference here given the content of the two proposals. While the McRitchie Proposal claims that it "does not encompass lobbying", it nonetheless asks for policies, procedures, and monetary contributions to efforts to "influence the general public, or any segment thereof, with respect to an election *or referendum*" (emphasis added). Merriam-Webster defines "referendum" to be "the principle or practice of submitting to popular vote a measure passed on or proposed by a legislative body or by popular initiative." That leaves the McRitchie Proposal as asking for policies, procedures, and monetary contributions to efforts to "influence the general public . . . with respect to" a popular vote by the public on legislation. What is that if not grassroots lobbying? Indeed, the encroachment into lobbying is made even clearer when analyzed in the context of the UUA's definition of "grassroots lobbying communication." The UUA defines "grassroots lobbying communication" to include a "communication directed to the general public that . . . encourages the recipient of the communication to take action with respect to the legislation or regulation." That leaves the UUA Proposal asking for policies, procedures, and monetary contributions towards influencing the general public on legislation. There is simply no difference between the Proponent's request and the UUA's request. In the end, the Proponent's self-serving statement that his proposal does not encompass lobbying is belied by the language of his proposal and the UUA's nearly identical "grassroots lobbying communication" definition.

Finally, while the Staff may have given deference in *CVS* to the added carveout language contained in each of the proposals at issue there, perhaps the Staff believed that shareholders would be less likely to be confused with carveouts contained in both proposals. However, with the lack of carveout language in one of the proposals here, shareholders are much more likely to believe there is substantial overlap in the principal thrust of the proposals. In addition, simply because someone claims that something is so does not make it so. For instance, if the McRitchie Proposal matched the UUA Proposal identically but for the addition of the phrase "this resolution does not encompass lobbying", the Staff clearly would have to determine that the proposals were substantially duplicative. Any other result would run contrary to Rule 14a-8(i)(11)'s goal of "eliminat[ing] the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other."

Because the McRitchie Proposal is substantially duplicative of a previously submitted proposal that will be included in the Company's Proxy Materials, it can be excluded under Rule 14a-8(i)(11).

**Conclusion**

For the foregoing reasons, it is respectfully submitted that the McRitchie Proposal may be excluded from Ford's 2018 Proxy Materials. Your confirmation that the Staff will not recommend enforcement action if the McRitchie Proposal is omitted from the 2018 Proxy Materials is respectfully requested.

In accordance with Rule 14a-8(j), the Proponent is being informed of the Company's intention to omit the Proposal from its 2018 Proxy Materials by sending it a copy of this letter and its exhibits.

If you have any questions, require further information, or wish to discuss this matter, please feel free to call me (313-322-5821).

Very truly yours,

/s/ Brian J. Bohl
Brian J. Bohl
Attorney

Enclosure
Exhibits

cc: John Chevedden (via e-mail)
James McRitchie (via Federal Express)

Exhibit 1

Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

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

December 5, 2017

John Chevedden
***

**Re: Proposal for 2018 Annual Meeting**

Dear Mr. Chevedden:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges receipt of evidence of Mr. McRitchie's share ownership of Ford common stock contained in your e-mail correspondence dated December 3, 2017. Thank you for your attention to this matter.

Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of the Proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your continued interest in the Company.

Very truly yours,

Brian J. Bohl

Brian J. Bohl
Attorney

cc: Jonathan E. Osgood
James McRitchie

*** FISMA & OMB Memorandum M-07-16

**Ameritrade**

12/01/2017

James McRitchie
***

Re: Your TD Ameritrade Account Ending in ***

Dear James McRitchie,

Pursuant to your request, this letter is to confirm that as of the date of this letter, James McRitchie held, and had held continuously for at least thirteen months, 200 shares of Ford Motor Co. (F) common stock in his account ending in *** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Sean Leaverton
Senior Resource Specialist
TD Ameritrade

**Bohl, Brian (B.J.)**

**From:** ***
**Sent:** Thursday, November 30, 2017 10:39 AM
**To:** Bohl, Brian (B.J.)
**Subject:** Rule 14a-8 Proposal (F)
**Attachments:** CCE30112017_3.pdf

Mr. Bohl,
The last few lines of this one-page attachment should answer the questions regarding the one proposal by Mr. McRitchie for the 2018 meeting and on SLB 14(I).
Please let me know if any question remains on these 2 points.
John Chevedden
cc: James McRitchie

James McRitchie
***

Bradley Gayton, Corporate Secretary Corporate Secretary
Ford Motor Company (F)
One American Road
Dearborn, MI 48126
PH: 313-322-3000
PH: 313-323-2130
FX: 313-248-8713

REVISED 21 NOV 2017

Dear Bradley Gayton,

As a long-time shareholder in Ford Motor Company (F), I believe our company has unrealized potential that can be unlocked through low or no cost corporate governance reform, such as through Transparent Political Spending.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

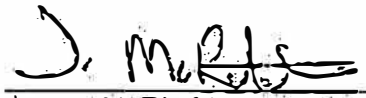
This is my delegation to John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act as my agent regarding this Rule 14a-8 proposal, negotiations and/or modification, and presentation of it for the forthcoming shareholder meeting.

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
***

to facilitate prompt and verifiable communications. Please identify me exclusively as the lead filer of the proposal.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,



James McRitchie

November 21, 2017
Date

**Proposal [4*] - Transparent Political Spending**

cc: Jerome Zaremba <jzaremb1@ford.com>
Counsel - Corporate

Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-6877
E-Mail: bbohl@ford.com

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

November 29, 2017

John Chevedden
***

Re: **Proposal for 2018 Annual Meeting**

Dear Mr. Chevedden:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal received via e-mail dated November 28, 2017. I am writing regarding the two proposals we received from you purportedly on behalf of Mr. McRitchie, Mr. McRitchie's eligibility to file either proposal, and your authority to represent Mr. McRitchie.

With respect to the two proposals that we received from you purportedly on behalf ofR Mr. McRitchie, 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 for your reference. Under Rule 14a-8(c), a shareholder may submit no more than one proposal to a company for a particular shareholders' meeting. The first proposal you transmitted purportedly on behalf of Mr. McRitchie ("Proposal 1") was dated November 25, 2017, and recommended that Ford's Board of Directors take steps to amend the Company's bylaws to give holders in the aggregate of 10% of common stock the power to call special meetings. The second proposal you transmitted purportedly on behalf of Mr. McRitchie ("Proposal 2") was dated November 28, 2017, and requested that Ford provide a semiannual report disclosing the Company's political spending. We request that, pursuant to Rule 14a-8,e you withdraw either Proposal 1 or Proposal 2 within 14 calendar days of your receipt of thisR letter, because Mr. McRitchie may only submit one proposal for our 2018 shareholders' meeting.R

With respect to Mr. McRitchie's eligibility to file either proposal, under Rule 14a-8(b)(1),e 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 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. McRitchie satisfies the eligibility requirements based on the information that was furnished to the Company.

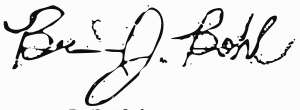
We request that, pursuant to Rule 14a-8, you furnish to the Company proper documentation demonstrating (i) that Mr. McRitchie is the beneficial owner of at least $2,000 in market value, or 1%, of Ford common stock, and (ii) that Mr. McRitchie has been the beneficial owner of such securities for one or 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.

With respect to your authority to represent Mr. McRitchie, the Staff of the Division of Corporation Finance (the "Staff") at the SEC recently published Staff Legal Bulletin No. 14I (CF). In that Bulletin, the Staff specifically addressed shareholders' ability to submit proposals through a representative and the documentation that would be expected to "help the staff and companies better evaluate whether the eligibility requirements of Rule 14a-8(b) have been satisfied." Under this new guidance, we are uncertain whether you have met the eligibility requirements under Rule 14a-8(b) to submit either Proposal 1 or Proposal 2 on behalf of Mr. McRitchie.

Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of either proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your continued interest in the Company.

Very truly yours,



Brian J. Bohl
Attorney

cc: Jonathan E. Osgood
James McRitchie

chosen, the costs of that method should be considered where necessary rather than the costs of mailing.

*Note 2 to §240.14a-7.* When providing the information required by § 240.14a-7(a)(1)(ii), if the registrant has received affirmative written or implied consent to delivery of a single copy of proxy materials to a shared address in accordance with § 240.14a-3(e)(1), it shall exclude from the number of record holders those to whom it does not have to deliver a separate proxy statement.

**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 holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement 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 structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) **Question 1: What is a proposal?**

A shareholder proposal is your recommendation or requirement that the company and/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 course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

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

(1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those 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 verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the



date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) **Question 3: How many proposals may I submit?**

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) **Question 4: How long can my proposal be?**

The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) **Question 5: What is the deadline for submitting a proposal?**

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§ 249.308a of this chapter), or in shareholder reports of investment companies under § 270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) **Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this Rule 14a-8?**

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to

exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

**(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?**

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

**(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

**(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

(1) *Improper Under State Law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

*Note to Paragraph (i)(1):* Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of Law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

*Note to Paragraph (i)(2):* We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of Proxy Rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal Grievance; Special Interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed



to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

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

(6) *Absence of Power/Authority:* If the company would lack the power or authority to implement the proposal;

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

(8) *Director Elections:* If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with Company's Proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

*Note to Paragraph (i)(9):* A company's submission to the Commission under this Rule 14a-8 should specify the points of conflict with the company's proposal.

(10) *Substantially Implemented:* If the company has already substantially implemented the proposal;

*Note to Paragraph (i)(10):* A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§ 229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by § 240.14a-21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by § 240.14a-21(b) of this chapter.

(11) *Duplication:* If the proposal 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;

(12) *Resubmissions:* If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific Amount of Dividends:* If the proposal relates to specific amounts of cash or stock dividends.

**(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?**

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

**(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, 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 fully your submission before it issues its response. You should submit six paper copies of your response.

**(l) Question 12: If the company includes my shareholder proposal in its proxy materials, 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 voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

**(m) 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 elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make



arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

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

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

**Rule 14a-9, False or Misleading Statements:**

(a) No solicitation subject to this regulation shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

(b) The fact that a proxy statement, form of proxy or other soliciting material has been filed with or examined by the Commission shall not be deemed a finding by the Commission that such material is accurate or complete or not false or misleading, or that the Commission has passed upon the merits of or approved any statement contained therein or any matter to be acted upon by security holders. No representation contrary to the foregoing shall be made.

(c) No nominee, nominating shareholder or nominating shareholder group, or any member thereof, shall cause to be included in a registrant's proxy materials, either pursuant to the Federal proxy rules, an applicable state or foreign law provision, or a registrant's governing documents as they relate to including shareholder nominees for director in a registrant's proxy materials, include in a notice on Schedule 14N (§ 240.14n-101), or include in any other related communication, any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to a solicitation for the same meeting or subject matter which has become false or misleading.

*Note.* The following are some examples of what, depending upon particular facts and circumstances, may be misleading within the meaning of this section:

James McRitchie
***

Bradley Gayton, Corporate Secretary Corporate Secretary
Ford Motor Company (F)
One American Road
Dearborn, MI 48126
PH: 313-322-3000
PH: 313-323-2130
FX: 313-248-8713

RECVIZED 28 NOV 2017

Dear Bradley Gayton,

As a long-time shareholder in Ford Motor Company (F), I believe our company has unrealized potential that can be unlocked through low or no cost corporate governance reform, such as through Transparent Political Spending.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This is my delegation to John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act as my agent regarding this Rule 14a-8 proposal, negotiations and/or modification, and presentation of it for the forthcoming shareholder meeting.

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
***

to facilitate prompt and verifiable communications. Please identify me exclusively as the lead filer of the proposal.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,

J. McRitchie

James McRitchie

November 21, 2017

Date

cc: Jerome Zaremba <jzaremb1@ford.com>
Counsel - Corporate

*** FISMA & OMB Memorandum M-07-16

[F: Rule 14a-8 Proposal, November 28, 2017]
[This line and any line above it – *Not* for publication]
**Proposal [4*] - Transparent Political Spending**

**Resolved:** Shareholders of Ford Motor Company ("Ford" or "Company") hereby request Ford provide a report, updated semiannually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures o (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in oppositiono to) any candidate for public office, or (b) influence the general public, or any segment thereof, witho respect to an election or referendum.

2.dMonetary and non-monetary contributions and expenditures (direct and indirect) used in theo manner described in section 1 above, including: (a) The identity of the recipient as well as the amount paid to each; and (b) The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This resolution does not encompass lobbying.

**Supporting Statement:** As long-term shareholders of Ford, we support transparency and accountability in corporate political spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

Disclosure is in the best interest of Ford and its shareholders. The Supreme Court recognized this in its 2010 Citizens United decision: "...prompt disclosure of expenditures can provide shareholders and citizens with the information needed to hold corporations and elected officials accountable for their positions and supporters. Shareholders can determine whether their corporation's political speech advances the corporation's interest in making profits, and citizens can see whether elected officials are "in the pocket" of so-called moneyed interests... This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

The Court expressed enthusiasm that technology today makes disclosure "rapid and informative." Unfortunately, the Court envisioned a mechanism that does not currently exist. Relying on publicly available data does not provide a complete picture of our Company's political spending. For example, Ford's payments to trade associations that may be used for election-related activities are undisclosed. This proposal asks our Company to disclose all of its political spending, including payments to trade associations and other tax exempt organizations, which may be used for political purposes. Implementation would bring Ford in line with a growing number of leading companies, including Procter & Gamble Co., which present this information on their websites.

Support by mutual funds for this topic jumped significantly in 2017, to 48 percent from 43 percent in 2016, according to an analysis by Fund Votes. Our Company's board and shareholders need comprehensive disclosure to fully evaluate the political use of corporate assets.

We urge you to vote For:
**Proposal [4*] - Transparent Political Spending**
[This line and any below are *not* for publication]
Number 4* to be assigned by Ford.

James McRitchie, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;a
- the company objects to factual assertions that, while not materially false or misleading,a may be disputed or countered;a
- the company objects to factual assertions because those assertions may bea interpreted by shareholders in a manner that is unfavorable to the company, itsa directors, or its officers; and/ora
- the company objects to statements because they represent the opinion of thea shareholder proponent or a referenced source, but the statements are not identifieda specifically as such.a

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by emails [*** ].s

*** FISMA & OMB Memorandum M-07-16

Office of the General Counsel
Phone: 313-322-5821
Fax: 855-666-5877
E-Mail: bbohl@ford.com

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

November 28, 2017

John Chevedden
***

**Re: Proposal for 2018 Annual Meeting**

Dear Mr. Chevedden:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal (the "Proposal") from James McRitchie received via e-mail dated November 25, 2017. The Proposal recommends that Ford's Board of Directors take steps to amend the Company's bylaws to give holders in the aggregate of 10% of common stock the power to call special meetings. I am writing regarding Mr. McRitchie's eligibility to file the Proposal and the false and misleading nature 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 for your reference. 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 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. McRitchie 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. McRitchie is the beneficial owner of at least $2,000 in market value, or 1%, of Ford common stock, and (ii) that Mr. McRitchie 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.

Rule 14a-9 of the rules of the SEC prohibits a company from including any statement in its proxy materials that is materially false or misleading. A copy of Rule 14a-9 is enclosed for your reference. The Proposal provides that "it would require 50% of regular Ford shares to call a special shareholder meeting unless Ford reduces this extremely high barrier in response to this proposal." This statement is false and misleading. Per Article II, Section 2 of Ford's bylaws, "[s]pecial meetings of the stockholders shall be held . . . whenever the holders of thirty percent (30%) or more of the total number of outstanding shares *of any class of stock* the holders of which are entitled to vote on every matter that is to be voted on without regard to class at such meeting shall file with the Secretary a written application for such meeting stating the time and purpose thereof" (emphasis added).

Because the Proposal includes a false and misleading statement, including the Proposal in the Company's proxy statement would violate Rule 14a-9. Accordingly, we ask that you withdraw the Proposal or, at minimum, edit the Proposal so that it is no longer false and misleading within 14 calendar days of your receipt of this letter.

Please note that Ford reserves the right to file a No-Action Letter with the SEC should substantive grounds exist for exclusion of the Proposal. We will notify you in accordance with SEC rules if we file such a request.

Thank you for your continued interest in the Company.

Very truly yours,

Brian J. Bohl
Attorney

cc: Jonathan E. Osgood
James McRitchie

chosen, the costs of that method should be considered where necessary rather than the costs of mailing.

*Note 2 to §240.14a-7.* When providing the information required by §240.14a-7(a)(1)(ii), if the registrant has received affirmative written or implied consent to delivery of a single copy of proxy materials to a shared address in accordance with §240.14a-3(e)(1), it shall exclude from the number of record holders those to whom it does not have to deliver a separate proxy statement.

## 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 holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement 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 structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

### (a) Question 1: What is a proposal?

A shareholder proposal is your recommendation or requirement that the company and/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 course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

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

(1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those 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 verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D, Schedule 13G, Form 3, Form 4 and/or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

### (c) Question 3: How many proposals may I submit?

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

### (d) Question 4: How long can my proposal be?

The proposal, including any accompanying supporting statement, may not exceed 500 words.

### (e) Question 5: What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

### (f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this Rule 14a-8?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to

exclude the proposal, it will later have to make a submission under Rule 14a-8 and provide you with a copy under Question 10 below, Rule 14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

**(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?**

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

**(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

**(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

(1) *Improper Under State Law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

*Note to Paragraph (i)(1):* Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of Law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

*Note to Paragraph (i)(2):* We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of Proxy Rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal Grievance; Special Interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;



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

(6) *Absence of Power/Authority:* If the company would lack the power or authority to implement the proposal;

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

(8) *Director Elections:* If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with Company's Proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

*Note to Paragraph (i)(9):* A company's submission to the Commission under this Rule 14a-8 should specify the points of conflict with the company's proposal.

(10) *Substantially Implemented:* If the company has already substantially implemented the proposal;

*Note to Paragraph (i)(10):* A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§ 229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by § 240.14a-21(b) of this chapter a single year (*i.e.*, one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by § 240.14a-21(b) of this chapter.

(11) *Duplication:* If the proposal 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;

(12) *Resubmissions:* If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific Amount of Dividends:* If the proposal relates to specific amounts of cash or stock dividends.

**(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?**

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

**(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, 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 fully your submission before it issues its response. You should submit six paper copies of your response.

**(l) Question 12: If the company includes my shareholder proposal in its proxy materials, 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 voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

**(m) 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 elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make



arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, Rule 14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

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

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before it files definitive copies of its proxy statement and form of proxy under Rule 14a-6.

**Rule 14a-9, False or Misleading Statements.**

(a) No solicitation subject to this regulation shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

(b) The fact that a proxy statement, form of proxy or other soliciting material has been filed with or examined by the Commission shall not be deemed a finding by the Commission that such material is accurate or complete or not false or misleading, or that the Commission has passed upon the merits of or approved any statement contained therein or any matter to be acted upon by security holders. No representation contrary to the foregoing shall be made.

(c) No nominee, nominating shareholder or nominating shareholder group, or any member thereof, shall cause to be included in a registrant's proxy materials, either pursuant to the Federal proxy rules, an applicable state or foreign law provision, or a registrant's governing documents as they relate to including shareholder nominees for director in a registrant's proxy materials, include in a notice on Schedule 14N (§ 240.14n-101), or include in any other related communication, any statement which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to a solicitation for the same meeting or subject matter which has become false or misleading.

*Note.* The following are some examples of what, depending upon particular facts and circumstances, may be misleading within the meaning of this section:

a. Predictions as to specific future market values.

b. Material which directly or indirectly impugns character, integrity or personal reputation, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation.

c. Failure to so identify a proxy statement, form of proxy and other soliciting material as to clearly distinguish it from the soliciting material of any other person or persons soliciting for the same meeting or subject matter.

d. Claims made prior to a meeting regarding the results of a solicitation.

**Rule 14a-10. Prohibition of Certain Solicitations.**

No person making a solicitation which is subject to Rules 14a-1 to 14a-10 shall solicit:

(a) Any undated or post-dated proxy; or

(b) Any proxy which provides that it shall be deemed to be dated as of any date subsequent to the date on which it is signed by the security holder.

**Rule 14a-11. Shareholder Nominations. [*Vacated.*]***

**Rule 14a-12. Solicitation Before Furnishing a Proxy Statement.**

(a) Notwithstanding the provisions of Exchange Act Rule 14a-3(a), a solicitation may be made before furnishing security holders with a proxy statement meeting the requirements of Exchange Act Rule 14a-3(a) if:

(1) Each written communication includes:

(i) The identity of the participants in the solicitation (as defined in Instruction 3 to Item 4 of Schedule 14A and a description of their direct or indirect interests, by security holdings or otherwise, or a prominent legend in clear, plain language advising security holders where they can obtain that information; and

(ii) A prominent legend in clear, plain language advising security holders to read the proxy statement when it is available because it contains important information. The legend also must explain to investors that they can get the proxy statement, and any other relevant documents, for free at the Commission's web site and describe which documents are available free from the participants; and

(2) A definitive proxy statement meeting the requirements of Exchange Act Rule 14a-3(a) is sent or given to security holders solicited in reliance on this Rule 14a-12 before or at the same time as the forms of proxy, consent or authorization are furnished to or requested from security holders.

(b) Any soliciting material published, sent or given to security holders in accordance with paragraph (a) of this Rule 14a-12 must be filed with the Commission no later than the date the material is first published, sent or given to security holders. Three copies of the material must at the same time be filed with, or mailed for filing to, each

*On July 22, 2011, the United States Court of Appeals for the District of Columbia Circuit held that the SEC was arbitrary and capricious in promulgating Rule 14a-11, the "proxy access" rule, and vacated the rule. See *Business Roundtable and Chamber of Commerce of the United States v. SEC*, 647 F.3d 1144 (D.C. Cir. 2011). See also SEC Release Nos. 33-9136; 34-62764; IC-29384 (Aug. 25, 2010); SEC Release Nos. 33-9149; 34-63031; IC-29456 (Oct. 4, 2010); SEC Release Nos. 33-9151; 34-63109; IC-29462 (Oct. 14, 2010).



national securities exchange upon which any class of securities of the registrant is listed and registered. The soliciting material must include a cover page in the form set forth in Schedule 14A and the appropriate box on the cover page must be marked. Soliciting material in connection with a registered offering is required to be filed only under Securities Act Rule 424 or 425, and will be deemed filed under this Rule 14a-12.

(c) Solicitations by any person or group of persons for the purpose of opposing a solicitation subject to this regulation by any other person or group of persons with respect to the election or removal of directors at any annual or special meeting of security holders also are subject to the following provisions:

(1) *Application of This Rule to Annual Report to Security Holders.* Notwithstanding the provisions of Exchange Act Rule 14a-3(b) and (c), any portion of the annual report to security holders referred to in Exchange Act Rule 14a-3(b) that comments upon or refers to any solicitation subject to this Rule 14a-12(c), or to any participant in the solicitation, other than the solicitation by the management, must be filed with the Commission as proxy material subject to this regulation. This must be filed in electronic format unless an exemption is available under Rules 201 or 202 of Regulation S-T.

(2) *Use of Reprints or Reproductions.* In any solicitation subject to this Rule 14a-12(c), soliciting material that includes, in whole or part, any reprints or reproductions of any previously published material must:

(i) State the name of the author and publication, the date of prior publication, and identify any person who is quoted without being named in the previously published material.

(ii) Except in the case of a public or official document or statement, state whether or not the consent of the author and publication has been obtained to the use of the previously published material as proxy soliciting material.

(iii) If any participant using the previously published material, or anyone on his or her behalf, paid, directly or indirectly, for the preparation or prior publication of the previously published material, or has made or proposes to make any payments or give any other consideration in connection with the publication or republication of the material, state the circumstances.

*Instruction 1 to § 240.14a-12.* If paper filing is permitted, file eight copies of the soliciting material with the Commission, except that only three copies of the material specified by Exchange Act Rule 14a-12(c)(1) need be filed.

*Instruction 2 to § 240.14a-12.* Any communications made under this Rule 14a-12 after the definitive proxy statement is on file but before it is disseminated also must specify that the proxy statement is publicly available and the anticipated date of dissemination.

*Instruction 3 to § 240.14a-12.* Inclusion of a nominee pursuant to § 240.14a-11, an applicable state or foreign law provision, or a registrant's governing documents as they relate to the inclusion of shareholder director nominees in the registrant's proxy materials, or solicitations by a nominating shareholder or nominating shareholder group that are made in connection with that nomination constitute solicitations in opposition subject to § 240.14a-12(c), except for purposes of § 240.14a-6(a).

**Rule 14a-13. Obligations of Registrants in Communicating With Beneficial Owners.**

(a) If the registrant knows that securities of any class entitled to vote at a meeting (or by written consents or authorizations if no meeting is held) with respect to which the

James McRitchie
***

Bradley Gayton, Corporate Secretary Corporate Secretary
Ford Motor Company (F)
One American Road
Dearborn, MI 48126
PH: 313-322-3000
PH: 313-323-2130
FX: 313-248-8713

Dear Bradley Gayton,

As a long-time shareholder in Ford Motor Company (F), I believe our company has unrealized potential that can be unlocked through low or no cost corporate governance reform, such as through Transparent Political Spending.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

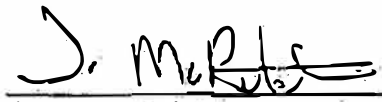
This is my delegation to John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act as my agent regarding this Rule 14a-8 proposal, negotiations and/or modification, and presentation of it for the forthcoming shareholder meeting.

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
***

to facilitate prompt and verifiable communications. Please identify me exclusively as the lead filer of the proposal.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,



James McRitchie

November 21, 2017

Date

cc: Jerome Zaremba <jzaremb1@ford.com>
Counsel - Corporate

*** FISMA & OMB Memorandum M-07-16

[F – Rule 14a-8 Proposal, November 25, 2017]12-1
[This line and any line above it is not for publication.]

**Proposal [4] –Special Shareholder Meeting Improvement**

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law). This proposal does not impact our board's current power to call a special meeting.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013.

Scores of Fortune 500 companies allow 10% of shares to call a special meeting compared to Ford's higher requirement. Ford shareholders have far less than the full right to call a special meeting that is available under state law – 30% of Ford shares are required to call a special shareholder meeting.

This is compounded by the fact that regular Ford shareholders have only 60% of the voting power of the entire company – although they own 95% of Ford. Thus it would require 50% of regular Ford shares to call a special shareholder meeting unless Ford reduces this extremely high barrier in response to this proposal.

Please vote to improve management accountability to shareholders:
**Special Shareholder Meeting Improvement – Proposal [4]**
[The line above is for publication.]

James McRitchie, *** sponsors this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;e
- the company objects to factual assertions that, while not materially false or misleading,e may be disputed or countered;e
- the company objects to factual assertions because those assertions may bee interpreted by shareholders in a manner that is unfavorable to the company, itse directors, or its officers; and/or
- the company objects to statements because they represent the opinion of thee shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email ***

*** FISMA & OMB Memorandum M-07-16

Exhibit 2

BY FAX: (313) 248-8713

November 9, 2017

Mr. Jonathan E. Osgood
Secretary
Ford Motor Company

Dear Mr. Osgood:

The Unitarian Universalist Association, a holder of 10,882 shares of Ford Motor Company of which 400 are over one year old, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the Board authorize the preparation of a report, to be updated annually, disclosing the company's lobbying activities and expenditures.

UNITARIAN UNIVERSALIST ASSOCIATION

Timothy Brennan
Treasurer and Chief Financial Officer

The Unitarian Universalist Association ("UUA") is a faith community of more than 1000 self-governing congregations that brings to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately $184 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the long-term value of our investments.

We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting. We have held at least $2,000 in market value of the company's common stock for more than one year as of the filing date and will continue to hold at least the requisite number of shares for filing proxy resolutions through the stockholders' meeting.

[redacted] 24 Farnsworth Street, Boston MA 02210-1409 | P (617) 742-2100 | F (617) 948-8475

uua.org

Verification that we are beneficial owners of the requisite shares of Ford Motor Company is enclosed. If you have questions or wish to discuss the proposal, please contact me at (617) 948-4305 or tbrennan@nua.org.

Yours very truly,

Timothy Brennan

Enclosure: Shareholder resolution on lobbying disclosure
Proof of ownership

**Whereas,** we believe in full disclosure of Ford Motor's ("Ford") direct and indirect lobbying activities and expenditures to assess whether Ford's lobbying is consistent with its expressed goals and in the best interests of shareholders.

**Resolved,** the shareholders of Ford request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.

2. Payments by Ford used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. Description of management's decision making process and the Board's oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Ford is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on Ford's website.

**Supporting Statement**

As shareholders, we encourage transparency and accountability in the use of corporate funds to influence legislation and regulation, both directly and indirectly. Ford spent $38.6 million from 2010 – 2016 on federal lobbying (opensecrets.org). This figure does not include lobbying expenditures to influence legislation in states, where Ford also lobbies but disclosure is uneven or absent. For example, Ford spent $2,445,024 on lobbying in California from 2010 – 2016. Ford's lobbying over fuel efficiency standards has attracted media attention ("EPA Chief Pruitt Met with Many Corporate Execs. Then He Made Decisions in Their Favor." *Washington Post*, September 23, 2017).

Ford sits on the boards of the Chamber of Commerce, which has spent more than $1.3 billion on lobbying since 1998, and the National Association of Manufacturers, which spent over $25 million lobbying in 2015 and 2016. Ford does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying.

We commend Ford for ending its membership in the American Legislative Exchange Council (ALEC) in 2016 ("Ford & LEGO Gang Up On Climate-Denying ALEC," *CleanTechnica*, February 20, 2016). However, we are concerned that Ford's lack of trade association lobbying disclosure presents significant reputational risk. For example, Ford believes climate change is real and is committed to reducing greenhouse gas emissions, yet the Chamber has consistently opposed legislation and regulation to address climate change. And this values incongruity has drawn media scrutiny ("Paris Pullout Pits Chamber against Some of Its Biggest Members," *Bloomberg*, June 9, 2017).

Transparent reporting would reveal whether company assets are being used for objectives contrary to Ford's long-term interests.