

foiapa

18-02397-FOIA

**From:** Request@ip-10-170-24-90.ec2.internal  
**Sent:** Tuesday, July 03, 2018 9:06 PM  
**To:** foiapa  
**Subject:** Request for Document from Hutton, Amy

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged



Dr. Amy Hutton  
Carroll School of Management, Boston College Chestnut Hill, Massachusetts 02467 United States



Request:

COMP\_NAME: FORD MOTOR CO  
DOC\_DATE: 1/1/2001 to 12/31/2006  
CIK\_NUM: 0000037996

TYPE: Comment letters

FEE\_AUTHORIZED: Other Amount \$: \$0

FEE\_WAIVER\_REQUESTED: Yes

FEE\_WAIVER\_COMMENT: We are a team of researchers at Boston College planning to explore the effects of making SEC comment letters publicly available. In particular, we are seeking to document how timely and broader public access to SEC comment letters created a more level playing field for all investors. To undertake this research we need access to both the publicly disclosed SEC comment letters and the comment letters that were issued but not made public (issued prior to 2005). Our sample consists of S&P 500 firms. We can easily obtain the treatment sample, i.e., firms whose SEC comments letters are publicly available. We would like your help in obtaining the SEC comment letters that were issued but not publicly available on Edgar (control sample). Having both samples will enable us to conduct rigorous tests to assess the effects resulting from the letters becoming publicly available. We believe this research will help regulators, academics and the general investing public better understand the role played by the SEC disclosure rules and their implications.

EXPEDITED\_SERVICE\_REQUESTED: No



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
STATION PLACE  
100 F STREET, NE  
WASHINGTON, DC 20549-2465

Office of FOIA Services

July 18, 2018

Dr. Amy P. Hutton  
Boston College  
Carroll School of Management  
Chestnut Hill, MA 02467

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552  
Request No. 18-02397-FOIA

Dear Dr. Hutton:

This letter is in response to your request, dated July 03, 2018, and received in this office on July 05, 2018, for comment letters from January 1, 2001, to December 31, 2006, regarding Ford Motor Co.

The search for responsive records has resulted in the retrieval of 40 pages of records that may be responsive to your request. They are being provided to you with this letter.

If you have any questions, please contact me at [smithLR@sec.gov](mailto:smithLR@sec.gov) or (202) 551-8328. You may also contact me at [foiapa@sec.gov](mailto:foiapa@sec.gov) or (202) 551-7900. You also have the right to seek assistance from Lizzette Katilius as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or [Archives.gov](http://Archives.gov) or via e-mail at [ogis@nara.gov](mailto:ogis@nara.gov).

Sincerely,

A handwritten signature in black ink, appearing to read "L. K. Smith".

La Kisha R. Smith  
FOIA Research Specialist

Enclosure

November 7, 2000

Peter Sherry, Jr., Esq.  
Assistant General Counsel and  
Assistant Secretary  
Ford Motor Company  
One American Road,  
Dearborn, Michigan 48126

RE: Ford Motor Company  
Registration Statement Form S-3  
Registration File No. 333-49164

Dear Mr. Sherry:

This is to advise you that no review of the above captioned registration statement has been or will be made. All persons who are by statute responsible for the adequacy and accuracy of the registration statement are urged to be certain that all information required pursuant to the Securities Act of 1933 has been included.

You are also reminded to consider applicable requirements regarding distribution of the preliminary prospectus.

To the extent that the registration statement states that it includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act (or otherwise makes reference to such provisions or to the Litigation Reform Act generally), please be advised that the staff is not making any determination as to whether the disclosures (including, e.g., cautionary language or the placement of disclosures) satisfy the requirements of such Sections.

As you know, revisions to Rule 421 of Regulation C became effective on October 1, 1998, and your prospectus must comply with the plain English principles set forth in that rule. We have not reviewed any portion of your registration statement and have not determined that your document complies with that rule. It is your responsibility to make sure your document complies with the requirements of Rule 421 of Regulation C.

The staff will consider a written request for acceleration of the effective date of the registration as a confirmation that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above captioned registration statement. We will act upon such request and pursuant to delegated authority grant acceleration of the effective date.

Any question may be directed to Robert Hall at (202)942-1785 or the undersigned at (202) 942-1850.

Sincerely,

Max A. Webb  
Assistant Director



June 19, 2003

Via Fax &amp; U.S. Mail

Mr. Don R. Leclair  
Vice President and Controller  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

RE: Ford Motor Company (the "Company")  
December 31, 2002 Form 10-K & March 31, 2003 Form 10-Q  
File No. 1-3950

Dear Mr. Leclair:

We have reviewed your December 31, 2002 Form 10-K and March 31, 2003 Form 10-Q, and have the following comments. Where stated, we think you should revise your disclosures in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. Please be as detailed as necessary in your explanation. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Item 1. Business  
Revitalization Plan, page 3

1. In the first paragraph on page 3, you disclose that you expect to realize cost savings of approximately \$6 billion by mid-decade as a result of your Revitalization Plan (as compared to expected cost savings of \$3 billion by mid-decade as disclosed in last year's Form 10-K). As these cost savings will be significant to your results of operations, please expand the disclosures in future filings to state the nature, timing, and amount of each material component that will contribute to these savings. If the actual amount of savings materially differs from the estimated amount, also disclose the amount and reason for any changes. In your response, please ensure that you fully explain to us why you revised your estimated cost savings from \$3 billion to \$6 billion.

Collective bargaining agreements, page 21

2. In light of the significance of your labor costs, supplementally tell us what consideration has been given to adding disclosure to MD&A to discuss the potential effects of expiring collective bargaining agreements on your operations. See Item 303(a)(3)(ii) of Regulation S-K.

Rouge Industries, page 21

3. We note that you have extended subordinated credit to Rouge Industries totaling \$90 million through June 30, 2004, and that Rouge has suffered recurring losses from operations and negative cash flows that raise substantial doubt about its ability to continue as a going concern. In this regard, supplementally tell us the current status of amounts loaned to Rouge and how much, if any, of such loans has been reserved.

Item 2. Properties, page 23

4. In light of your numerous joint ventures with other parties, supplementally tell us what consideration was given to including disclosure with respect to these joint ventures in the notes to your financial statements.

Item 3. Legal Proceedings, page 26

5. Supplementally, and in future filings, provide an assessment regarding the potential impact of each pending legal proceeding on your financial condition, liquidity, and operating results. In this regard, supplementally tell us why no specific disclosures regarding these legal proceedings were required in the notes to your financial statements pursuant to SFAS 5.

Item 6. Selected Financial Data, page 38

6. In your Summary of Operations, consider adding a summary of your total revenues before presenting the separate information for your Automotive and Financial Services sectors. In this regard, we suggest you use the same format as the summary of assets at the beginning of your Total Company Balance Sheet Data on page 39.

Item 7. Management's Discussion and Analysis, page 41  
Fourth Quarter 2002 Results of Operations

7. We note that the Ford TFI Module Litigation Settlement became final and effective on December 9, 2002. Please supplementally clarify for us why you have not included this in your discussion of the fourth quarter 2002 results of operations discussion, or elsewhere in the MD&A or Notes to Financials. We note the various news articles about the settlement in the fourth quarter of 2002, and in prior periods, and that you have devoted an entire website to the TFI module litigation settlement at [www.tfisettlement.com](http://www.tfisettlement.com).

8. Furthermore, please supplementally tell us what impact the TFI Module settlement had on your accounting estimate of warranty and additional service actions or your litigation related accruals.

Financial Statements  
Consolidated Statement of Income, page FS-2

9. We note the change in the format of your primary financial statements, including the presentation of a consolidated statement of income that discloses total revenues (which was previously only disclosed in the Segment Information footnote to your financial statements). However, we note that the Automotive sector's interest income is reflected as revenues, which causes total revenues as shown on your Consolidated Statement of Income to differ from the total revenues shown in Note 21. Although it could be argued that all interest income should be treated consistently by your two sectors, Automotive and Financial Services, we believe that interest income generated by your Automotive sector should not be included in revenues. We suggest that you revise the first two lines of your Consolidated Statement of Income to use more descriptive captions such as "Automotive Sales" and "Financial Services Revenues" in order to be consistent with the amounts shown in your Sector Statement of Income and in Note 21. Also, in the notes to your financial statements, we suggest that you explain that interest income is treated differently due to the very different nature of your two businesses.

10. In comment #3 of our letter, dated January 18, 2002, we suggested that amounts related to your Automotive and Financial Services sectors could be presented in MD&A and/or consolidating financial statements could be presented in a footnote in a manner similar to those included pursuant to Rule 3-10(i) of Regulation S-X. Supplementally tell us whether you are still giving consideration to this suggestion or whether you believe your new "dual" presentation of Sector and Consolidated primary financial statements is the most appropriate and beneficial to investors.

Statement of Stockholders' Equity, page FS-7

11. We note that you have recognized a \$5.3 billion minimum pension liability adjustment that reduced stockholders' equity in fiscal 2002. In future filings, please expand your disclosures in MD&A and the notes to your financial statements to completely and clearly address the reasons for the recognition of this minimum pension liability adjustment. You should discuss why the adjustment in fiscal 2002 significantly exceeded the adjustments in prior years, and whether you believe adjustments in subsequent years will be significant. In your response, please provide us with the expanded disclosure you expect to include in future filings in response to this comment.

Note 7. Goodwill and Other Intangibles, page FS-13

12. Regarding the approximately \$1 billion SFAS 142 charge related to Kwik-Fit and Hertz; supplementally, and in future filings, disclose the facts and circumstances leading to each impairment, the "other valuation measures" used, and the significant assumptions utilized in each method in determining fair value. Refer to SFAS 142 paragraph 47. Also, see the related comment below regarding Kwik-Fit.

Note 19. Acquisitions, Dispositions..., page FS-21

13. We note the November 2002 sale of Kwik-Fit and the resulting pre-tax loss of \$519 million, which is in addition to the previously recognized \$708 million SFAS 142 charge primarily related to Kwik-Fit. Given the materiality of the loss recognized upon the sale of Kwik-Fit, supplementally tell us what projections or other data were utilized to make the determination that a further write down was not appropriate in prior periods. We may have additional comments after reviewing your response.

Schedule II

14. Please revise future filings to include the audited financial statement schedule required by Rule 5-04 of Regulation S-X with respect to any valuation or reserve account that you maintain. For each period presented in your consolidated statements of operations, the schedule should include the activity impacting your accrual for product recalls and other customer service actions, your reserves for costs associated with your required repurchase of certain vehicles sold to rental companies, your accruals for litigation and indemnification liabilities, and all other valuation and reserve accounts for which the information is not provided in the financial statements.

Please provide us with the supplemental information requested within ten business days from the date of this letter. Direct questions on the financial statements and related disclosure to Nancy Bonham at (202) 942-1854, or David Humphrey, Assistant Chief Accountant, at (202) 942-1995. Direct any other questions to Sara Hirsch, Special Counsel, at (202) 942-2936, or in her absence, to me at (202) 942-1850.

Sincerely,

Max A. Webb  
Assistant Director

Mr. Leclair  
Ford Motor Company  
Page 5

July 29, 2003

Via Fax & U.S. Mail

Mr. Don R. Leclair  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

RE: Ford Motor Company (the "Company")  
December 31, 2002 Form 10-K  
File No. 1-3950

Dear Mr. Leclair:

We have reviewed your July 11, 2003 letter to us and have the following comments:

Item 7. Management's Discussion and Analysis, page 41  
Fourth Quarter 2002 Results of Operations

1. We note the supplemental information you provided in response to comment #7. However, it remains unclear why you have not included disclosure of the TFI Module Litigation Settlement in your 2002 Form 10-K. In your third quarter Form 10-Q, you indicated that the settlement would be delayed and the settled cases would be stayed for one to two years. Therefore, the final settlement, which was effective on December 9, 2002, would appear to represent the final disposition of this litigation. With respect to litigation terminated during the fourth quarter of a fiscal year, Item 3(b) of Form 10-K requires that you furnish information similar to that required by Item 103 of Regulation S-K, including the date of termination and a description of the disposition.

Schedule II

2. We have reviewed your response to comment #14. Rule 12-09 of Regulation S-X prescribes the form and content of Schedule II required by Rule 5-04 of Regulation S-X. Note 1 to Schedule II (see Article 12-09 of Regulation S-X) specifically states that all reserves should be included in the Schedule if the required information is not disclosed

elsewhere. In addition, a number of registrants provide reserve account information, and we believe this would represent meaningful information to your investors. Please provide the schedule information for all reserve accounts, including your accrual for product recalls and other customer service actions, your reserves for costs associated with your required repurchase of certain vehicles sold to rental companies, your accruals for litigation and indemnification liabilities, and all other valuation and reserve accounts for which the information is not provided in the financial statements.

Please respond within ten business days from the date of this letter. Direct questions on the financial statements and related disclosure to Nancy Bonham at (202) 942-1854, or David Humphrey, Assistant Chief Accountant, at (202) 942-1995. Direct any other questions to Sara Hirsch, Special Counsel, at (202) 942-2936, or in her absence, to me at (202) 942-1850.

Sincerely,

Max A. Webb  
Assistant Director

Mr. Leclair  
Ford Motor Company  
Page 2

September 9, 2003

Via Fax & U.S. Mail

Mr. Don R. Leclair  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

RE: Ford Motor Company (the "Company")  
December 31, 2002 Form 10-K  
File No. 1-3950

Dear Mr. Leclair:

We have reviewed your August 18, 2003 letter to us and have the following comment:

Schedule II

We note your response to our prior comment #2. We continue to believe, however, that Schedule II information regarding loss accruals would provide meaningful information to investors. Accordingly, please revise the proposed form of Schedule II (which you included as Annex II to your July 11, 2003 letter), and supplementally provide us with the requested information regarding your loss accruals for each of the last three fiscal years.

Please respond within ten business days from the date of this letter. Direct any questions to Nancy Bonham at (202) 942-1854, or David Humphrey, Assistant Chief Accountant, at (202) 942-1995.

Sincerely,

Max A. Webb  
Assistant Director

Mr. Leclair  
Ford Motor Company  
Page 2

January 5, 2005

Mr. Don R. Leclair  
Group Vice President and Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, MI 48126

Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2003  
File No. 1-03950

Dear Mr. Leclair:

We have reviewed the above referenced filing solely with respect to the statement of cash flow presentation of cash receipts from the sale of inventory. We believe that your presentation of the cash flow effects of certain finance receivables as investing cash flows on Ford Motor Company's consolidated statements of cash flows may not be in compliance with the SFAS 95 requirement to present all cash receipts from sales of goods or services as operating cash flows. We outline below our understanding of your presentation and the reason why we believe your presentation may be in error. We also request additional information related to accounts receivable and certain finance receivables and ask that you consider the need for clarifying disclosure.

We note that Ford Motor Company sells vehicles and parts primarily to dealers and distributors for sale to retail and fleet customers. We note in Note 8 that Ford Motor Company has wholesale finance receivables. We understand that these receivables are typically originated by Ford Motor Credit Company, a wholly-owned finance subsidiary. It appears that the cash flow effects of all finance receivables, including wholesale receivables, are classified as investing cash flows in the consolidated statement of cash flows. If true, this policy, when applied to finance receivables resulting from the sale of inventory, appears in the period of sale to have the effect of presenting in Ford Motor Company's consolidated statements of cash flows an investing cash outflow and an operating cash inflow for the amount of the finance receivable even though there was no cash inflow or outflow to Ford Motor Company on a consolidated basis. In subsequent periods, this policy appears to reflect cash receipts from the sale of inventory as investing activities in Ford Motor Company's consolidated statements of cash flows. If our understanding is correct, we believe such classifications to be in error.

Classification of the cash flow effects of receivables from the sale of inventory as investing activities in Ford Motor Company's consolidated statement of cash flows does not comply with the requirements of SFAS 95. Paragraph 22a of SFAS 95 states that cash receipts from the sales of goods or services are operating cash flows. Paragraph 22a clarifies that classification as an operating activity is required regardless of whether those cash flows stem

from  
the collection of the receivable from the customer or the sale of  
the  
customer receivable to others; regardless of whether those  
receivables are on account or stem from the issuance of a note;  
and  
regardless of whether they are collected in the short-term or the  
long-term. It is important to note that SFAS 102 did not change  
this  
requirement. SFAS 102 addressed in part whether loans made by  
financial and similar institutions were sufficiently similar to  
product inventory of non-financial institutions such that the cash  
flow effects of those loans should be classified in the statement  
of  
cash flows in the same way as the cash flow effects from the sale  
of  
inventory, as operating activities. SFAS 102 did not alter the  
requirement in paragraph 22a to classify cash receipts from the  
sale  
of inventory as operating activities. As the SFAS 95 basis for  
conclusions indicates in paragraphs 93 to 96, the FASB considered  
and  
rejected classifying any portion of the cash receipts from sale of  
inventory as investing activities.

If you present in Ford Motor Company's consolidated statement  
of  
cash flows inventory cash flows between the registrant and/or its  
consolidated subsidiaries as an investing cash outflow and an  
operating cash inflow in the period Ford Motor Company sells  
inventory and there is no cash inflow to Ford Motor Company on a  
consolidated basis from the inventory sale, we believe such a  
presentation represents an error in Ford Motor Company's  
consolidated  
financial statements. Similarly, if you present cash receipts  
from  
receivables generated by the sale of inventory as investing  
activities in Ford Motor Company's consolidated statements of cash  
flows, we believe such classifications represent errors. Such  
errors, if material, would require restatement of Ford Motor  
Company's historical financial statements.

Please tell us whether our understanding of your policy and  
its  
effects are correct. If they are correct, please tell us in your  
response how you plan to address the matters raised above. Please  
also address the following and consider the need for clarifying  
disclosure:

1. We note the disclosure in Note 8 that wholesale and other  
finance  
receivables includes accounts receivable purchased by what  
management  
refers to as the "Financial Services sector" from the "Automotive  
sector". Please:
  - a. Tell us how these transactions, which appear to be intercompany  
transactions, impact the classification of accounts receivables on  
Ford Motor Company's consolidated balance sheet.
  - b. Tell us where the related cash flow effects from these  
transactions, and the subsequent collection of the account  
receivables, are classified on the consolidated statement of cash  
flows and why.
2. We note that the balance sheet captions "Receivables" and  
"Finance  
Receivables" differ from those used on the statement of cash flows  
thereby making it difficult to discern where cash flows related to  
these items are classified in the statement of cash flows. Please  
use more precise descriptors and/or titles which clearly convey  
the  
basis for the differing classifications as well as how the amounts  
presented in the consolidated statement of cash flows relate to  
the  
footnote disclosure of Finance Receivables in Note 8 and  
Receivables  
on the consolidated balance sheet.

\* \* \* \* \*

As you know, the Division of Enforcement has commenced an investigation regarding certain matters which may be related to Ford Motor Company. The staff responsible for the investigation are not the staff responsible for the comment process in the Division of Corporation Finance. Nonetheless, you are advised that any information provided to the staff in response to comments, or supplementally may be given to the Division of Enforcement.

With respect to any comments that directly or indirectly relate to the matters under investigation by the Division of Enforcement, all persons who are responsible for the accuracy and adequacy of the disclosure in the Form 10-K and other periodic reports are urged to be certain that all information required for shareholders to make an informed decision is provided. Since the registrant and management are in possession of all facts with respect to the matters under investigation, despite the staff's comments, they are responsible for the accuracy and adequacy of the disclosures made. Additionally, the registrant should provide written acknowledgement of the following:

The adequacy and accuracy of the disclosure in the filing is the responsibility of the registrant. The registrant acknowledges that staff comment or changes in response to staff comment in the proposed disclosure in the Form 10-K and other periodic reports do not foreclose the Commission from taking any action with respect to the filing. The registrant also represents that staff comment may not be asserted as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please tell us within 10 business days how you plan to address the matters raised above. If you have any questions regarding this letter, please do not hesitate to contact Stephanie Hunsaker, Assistant Chief Accountant, at 202.942.2982 or me at 202.942.2874. Sincerely,

Todd E. Hardiman  
Associate Chief Accountant  
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??

??

Mr. Don R. Leclair  
Group Vice President and Chief Financial Officer  
Ford Motor Company  
January 5, 2005  
Page 3

VIA FACSIMILE AND U.S. MAIL

Mail Stop 03-05

October 26, 2004

Mr. Donald R. LeClair  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2003 and  
related  
materials  
File No. 1-03950

Dear Mr. LeClair:

We have reviewed your filing and have the following comments. We have limited our review to only your financial statements and related disclosures and will make no further review of your documents. Where indicated, we think you should revise your documents in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the year ended December 31, 2003

Item 1. Business

-Revitalization Plan, page 2

1. Tell us supplementally and disclose in future filings the following about your Revitalization Plan that was announced in January 2002:

\* Your plan assumes that assembly of North American vehicles will be reduced by one million vehicles by mid-decade. Tell us supplementally and disclose in future filings how much reduction has occurred to date and how further reductions of North American output

of vehicles will be attained. If plant closing will be anticipated, so state.

\* Your plan assumes hourly and salary workforce reductions. Tell us supplementally and disclose in future filings how much workforce has been reduced to date and how further reduction in headcount will be attained.

Revitalization Plan Progress, page 35

2. You state that you expect to obtain a pre-tax profit, excluding special items, of \$7 billion by 2006. Please clarify this statement by separately disclosing the relative contribution to pre-tax profit expected from your Automotive and Financial Services sectors. Also, discuss the types of special items you expect to incur in the future and whether you expect any such special items to pertain to the Financial Services sector.

3. Tell us supplementally the type of items that you exclude from your expected pre-tax profit of \$7 billion. For instance, tell us if the plan assumes any restructuring or impairment charges. It appears that any item that the plan did not anticipate becomes excluded as a special item when you report your actual results. Please clarify to us.

Item 7. Management's Discussion and Analysis

4. We refer you to the table on page 37 and your discussion of the use of non-GAAP measures. It appears from your disclosures you are excluding certain items from your results and labeling them "special items". Your definition of special items is those elements that you consider not to be indicative of your on-going activities. We believe the items you are excluding are not non-recurring, infrequent or unusual because such items may reasonably be expected to recur within two years or you had a similar charge in the prior two years. We would not object to you highlighting these items in a separate table disclosing the effect on income before continuing operations without arriving at a revised income before continuing operations without special items. Your MD&A should include a discussion of each one of these items when you are comparing your results between the periods. In future filings, please revise your presentation of your operating results, as necessary, to comply with Item 10 of Regulation S-K.

-Cost Reduction, page 34

5. You disclose that you realized cost savings of \$3 billion from lower product costs consisting of manufacturing, engineering and overhead costs. Tell us supplementally and disclose in future filings specifically how cost efficiencies were attained.

Note 1: Accounting Policies

-Revenue Recognition, page FS-8

6. Please supplementally explain in detail your revenue recognition policy for sales of vehicles made to rental car companies. In your response, tell us how you determine the deferred revenue and lease revenue amounts. As part of your response, include an example of a transaction when you sell a vehicle to a rental car company. Finally, tell us where you have classified any gains or losses related to vehicles sold at auctions.

Note 2: Income Taxes, page FS-12

7. It appears from your income tax disclosures that you have included an accrual for potential tax assessments related to prior years and you state that the amount accrued could differ materially from the ultimate assessment. Tell us supplementally and disclose in future filings the nature of the potential tax assessments and the amount accrued at each balance sheet date presented. Refer to paragraph 10 of SFAS 5.

Note 3: Discontinued and Held for Sale Operations, page FS-13

8. We note that during the fourth quarter of 2003, management committed to a plan to dispose of a wholly-owned subsidiary in the United States that offers full service car and truck leasing and certain additional non-core automotive sector business. In future filings, please disclose in the footnotes the facts and circumstances leading to management's decision to dispose of the businesses and separately disclose the carrying amount of the major classes of assets and liabilities of each businesses. Refer to paragraph 47 of SFAS 144.

Note 13: Variable Interest Entities, page FS-24

9. We note your disclosure indicating that you determined that certain Ford and/or Lincoln Mercury dealerships that are part of the Dealer Development program are variable interest entities of which you are the primary beneficiary and therefore you have begun consolidating your interests in these entities pursuant to FIN 46. Please explain to us in further detail why you believe that these entities are variable interest entities that should be consolidated pursuant to FIN 46. Your response should clearly explain the nature and terms of the ownership interests that you and the other owners have in each of these entities and also explain why you believe you are the primary beneficiary. We may have further comment upon receipt of your response.

Note 18: Acquisitions, Dispositions, Restructurings and Other Actions, page FS-33

10. We note on page 40 your discussion of the restructuring actions taken in Ford Europe. It appears from your disclosure that the restructuring began in 2002 and continues into 2003 and 2004. Per footnote 1 of SFAS 146, a restructuring is defined as a program that is planned and controlled by management and materially changes either (a) the scope of a business undertaken by an enterprise, or (b) the manner in which that business is conducted. A restructuring

includes the sale or termination of a line of business, the closure of business activities from one location to another, changes in management structure, and a fundamental reorganization that affects the nature and focus of operations. Based on your current disclosure on page 40, it is unclear as to management's plans and how you have met the definition of restructuring. Specifically, your MD&A should include a discussion of management's plans in Germany, United Kingdom and Belgium, including the facts and circumstances leading to the exit plan. Tell us supplementally why you believe the activities in Germany, United Kingdom and Belgium meet the definition of a restructuring. Beginning with the period in which the plan is initiated, SFAS 146 requires disclosures, in all periods, until the plan is completed. In future filings please revise your MD&A and footnote disclosures to fully comply with SFAS 146 and SAB Topic 5-P. Also, you state that you are focused on improving the performance of the Ford Europe business unit. In future filings, discuss in your MD&A management's detailed plan to accomplish this task given that a significant amount of goodwill is recorded in connection with this business unit and no impairment was taken in your last annual impairment test and the unit continues to suffer losses.

Note 23: Commitments and Contingencies, page FS-43

11. You state that you have a litigation accrual for proceedings and claims where losses are deemed probable and further state that it is reasonably possible the damages could exceed the amounts you have accrued. You disclose that a range of loss cannot be estimated at December 31, 2003 but it is possible that such cases could have a material outcome. In accordance with paragraph 10 of SFAS 5, disclosure of the nature of the loss contingency should be made. Tell us supplementally the amount of litigation accrual at December 31, 2003. In future filings, please comply with paragraph 10 of SFAS 5 or tell us why you believe your current disclosures are appropriate.

Other

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that

- \* the company is responsible for the adequacy and accuracy of the disclosure in the filings;
- \* staff comments or changes to disclosure in response to staff comments in the filings reviewed by the staff do not foreclose the Commission from taking any action with respect to the filing; and
- \* the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff

of  
the Division of Corporation Finance in our review of your filing  
or  
in response to our comments on your filing.

Please respond to these comments within 10 business days  
or  
tell us when you will provide us with a response. Furnish a  
response  
letter that keys your responses to our comments and indicates your  
intent to include the requested disclosures in future filings.  
Detailed cover letters greatly facilitate our review. Please file  
your cover letter on EDGAR. Please understand that we may have  
additional comments after reviewing your responses to our  
comments.

You may contact David Humphrey, Branch Chief, at (202) 942-  
1995, Michele Gohlke, Senior Staff Accountant, at (202) 942-7903  
or  
me at (202) 942-1850 if you have questions regarding these  
comments.

Sincerely,

Max A. Webb

Assistant Director

??

??

??

??

Mr. Donald R. LeClair  
Ford Motor Company  
Page 1 of 6



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

July 5, 2006

Via Fax & U.S. Mail

Mr. Donat R. Leclair, Jr.  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

**Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2005  
Filed March 1, 2006  
File No. 001-03950**

Dear Mr. Leclair:

We have reviewed the above-referenced filing and have the following comments. We think you should revise your document in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

Form 10-K for the year ended December 31, 2005  
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources – Automotive Sector

Pension Plan Contributions, page 45

1. With respect to your future pension plan contributions, please add a discussion of the expected source(s) of funding of these contributions within the Liquidity and Capital Resources section of your MD&A, rather than only including a cross reference to Note 23 of your financial statements.

Aggregate Contractual Contributions, page 57

2. In the paragraph below the table, please ensure that you include a discussion of (or an appropriate cross reference to) descriptions of other obligations, such as your expected future pension plan contributions.

Notes to the Financial Statements

Note 4 – Discontinued Operations

Financial Services Sector

Held-for-sale Operations, page FS-15

3. Please expand your disclosure to discuss the reason(s) why you have not accounted for Hertz as a discontinued operation. See SFAS 144 for guidance.

General

4. It appears from your website and published news reports that you have operations in Sudan and Syria, and your subsidiary Mazda has operations in Iran and Syria. Your annual report does not include any information about these operations. Iran, Sudan, and Syria are identified as state sponsors of terrorism by the State Department, and are subject to economic sanctions and/or controls administered by the U.S. Treasury Department's Office of Foreign Assets Control and the U.S. Commerce Department's Bureau of Industry and Security. Please describe for us your past, current, and anticipated operations in or contacts with each of these countries, whether through subsidiaries, affiliates, joint ventures, or other direct or indirect arrangements. Include in your response a description of the products and services you sell, and the nature and extent of your business operations in each country. Advise us also whether any of the distributorships through which your products are sold into these countries are owned or controlled by the governments of these countries, or whether the governments of these countries otherwise have a financial interest in the sale of your products to customers in these countries.

5. Please discuss the materiality of your contacts with Iran, Sudan, and Syria in light of these countries' status as state sponsors of terrorism. Discuss also whether your contacts, per individual country or in the aggregate, constitute a material investment risk for your security holders. You should address materiality in quantitative terms, including the dollar amounts of associated revenues, assets, and liabilities. Please also address materiality in terms of qualitative factors that a reasonable investor would deem important in making an investment decision, including the potential impact of corporate activities upon a corporation's reputation and share value. We note, for example, that Arizona and Louisiana have adopted legislation requiring their state retirement systems to prepare reports regarding state pension fund assets invested in, and/or permitting divestment of state pension fund assets from, companies that conduct business with countries identified as state sponsors of terrorism. The Pennsylvania legislature has adopted a resolution directing its Legislative Budget and Finance Committee to report annually to the General Assembly regarding state funds invested in companies that have ties to terrorist-sponsoring countries. The Missouri Investment Trust has established an equity fund for the investment of certain state-held monies that screens out stocks of companies that do business with U.S.-designated state sponsors of terrorism. Illinois, Maine, New Jersey, and Oregon have adopted, and other states are considering, legislation prohibiting the investment of certain state assets in, and/or requiring the divestment of certain state assets from, companies that conduct business with Sudan. Finally, Brown University, Harvard University, Stanford University, Yale University, the University of California system, and other educational institutions have adopted policies prohibiting investment in, and/or requiring divestment from, companies that conduct business with Sudan. Your materiality analysis should address the potential impact of the investor sentiment evidenced by these actions directed toward companies operating in Iran, Sudan, and Syria.

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We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
July 5, 2006  
Page 4

foreclose the Commission from taking any action with respect to the filing; and

- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Amy Geddes at 202-551-3304 or Lyn Shenk at 202-551-3380 if you have questions regarding comments 1-3 on the financial statements and related matters. Please contact Pradip Bhaumik in the Office of Global Security Risk at 202-551-3333 if you have questions on comments 4 or 5. Please contact me at 202-551-3211 with any other questions.

Sincerely,

David R. Humphrey  
Branch Chief



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

August 23, 2006

Via Fax & U.S. Mail

Mr. Donat R. Leclair, Jr.  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

**Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2005  
Filed March 1, 2006  
File No. 001-03950**

Dear Mr. Leclair:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

David R. Humphrey  
Branch Chief



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

July 26, 2006

Via Fax & U.S. Mail

Mr. Donat R. Leclair, Jr.  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

**Re: Ford Motor Company  
Form 10-K for the Year Ended December 31, 2005  
Filed 3/1/06  
Response letter dated July 18, 2006**

Dear Mr. Leclair:

We have reviewed the above-referenced filing and related response, and have the following comments. We think you should revise your document in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

Form 10-K for the Year Ended December 31, 2005

General

1. You state in your response to prior comment 4 that you do not believe a reasonable investor would find your contacts with Iran, Sudan and Syria to be material from a qualitative standpoint because your activity in those countries comports with all applicable U.S. laws. Please expand your materiality analysis to discuss the possibility that, notwithstanding the legality of your direct and indirect contacts with those countries, your reputation and share value may be negatively impacted by the fact that you do business in these countries that have been identified as terrorist-sponsoring states.
2. Please address the potential impact upon your reputation and share value of the fact that Mazda, a company with which you are affiliated, does business in Iran and Syria. We note, in this regard, that your website home page includes a link to "mazdausa.com," among links to other vehicle brand websites, under the heading "Great Products - our family of brands."

Please also address the potential impact of Mazda's contacts with Iran and Syria upon the value of your 33.4% ownership interest in Mazda.

3. You discuss in your response to prior comment 4 the fact that the shareholders of Griwati Auto are not Syrian government officials, Griwati Auto is not controlled by Syrian government officials, and the Syrian government has no financial interest in the sale of Ford products to customers in Syria. Please advise us whether the Syrian government or government officials have an ownership interest in, or control, the authorized dealerships that sell products of your non-U.S. subsidiaries in Syria. Advise us also whether Griwati Auto or the other referenced dealerships sell your products or products of your non-U.S. subsidiaries to the Syrian government or entities owned or controlled by the Syrian government. If the dealerships make such sales, describe the products sold, and the uses made of those products by the Syrian government or government-owned or controlled entities.
4. You note in your response to prior comment 4 that your Land Rover subsidiary has a contractual relationship with a distributor in the United Kingdom that sells Land Rover models into Sudan. Please advise us whether that distributor sells Land Rover products to the government of Sudan or entities owned or controlled by the Sudanese government. If the dealership makes such sales, describe the products sold, and the uses made of those products by the Sudanese government and government-owned or controlled entities.
5. You state in your response to prior comment 4 that the amount of revenue generated by your activities and those of your non-U.S. subsidiaries described in the response was

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
July 26, 2006  
Page 3

approximately \$50 million, compared with global revenues of about \$177 billion. Please provide us with the same information for fiscal 2003 and fiscal 2004, or confirm to us that the dollar amounts / ratios in those years did not differ significantly from those in 2005

\*\*\*\*\*

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Amy Geddes at 202-551-3304 or Lyn Shenk at 202-551-3380 if you have questions. Please contact me at 202-551-3211 with any other questions.

Sincerely,

David R. Humphrey  
Branch Chief

Mail Stop 3561

November 16, 2006

Via Fax & U.S. Mail

Mr. Peter J. Sherry, Jr.  
Associate General Counsel  
Ford Motor Company  
Room 11-34  
One American Road  
Dearborn, MI 48126

**Re: Ford Motor Company  
Item 4.02 Form 8-K  
Filed October 23, 2006  
File No. 1-03950**

Dear Mr. Sherry:

We have reviewed the above referenced filing for compliance with the requirements with respect to the Item 4.02 disclosures of the Form 8-K. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation.

Pursuant to Rule 101(a)(3) of Regulation S-T, your response should be submitted via EDGAR, under the label "corresp," within five business days of the date of this letter, along with filing the amendment to the Item 4.02 Form 8-K within this same five business day period. Please note that if you require longer than five business days to respond, you should contact the staff immediately to request additional time.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Mr. Peter J. Sherry  
Ford Motor Company  
November 16, 2006  
Page 2

Item 4.02 Form 8-K

We have reviewed your underlying reason for concluding that the various financial statements cited in the Item 4.02 Form 8-K should no longer be relied upon. We note you attribute the non reliance to the discovery by Ford Motor Credit Company that ‘certain interest rate swaps it had entered into to hedge the interest rate risk inherent in certain long-term fixed rate debt were accounted for incorrectly’ because they did not satisfy the technical accounting rules under SFAS No. 133 to qualify for exemption from the more strict effectiveness testing requirements.

From disclosure included in your amended December 31, 2005 Annual Report on Form 10-K, filed on November 14, 2006 (“Amended Form 10-K”), we note the financial statements included therein were restated in connection with your accounting for derivatives under SFAS No. 133, as well as for certain other errors that had not been previously disclosed in the Item 4.02 Form 8-K. These other errors, which you identified in the Amended Form 10-K, were “out-of-period” adjustments and the change in classification of marketable securities from ‘cash and cash equivalents’ to ‘marketable securities.’ It is unclear to us why these other errors were not identified and described in your Item 4.02 Form 8-K filing. Furthermore, it is unclear how you concluded that the “out-of-period” adjustments were immaterial individually and in the aggregate, in accordance with SAB 99. In this regard, we note, for example, that the errors related to automotive revenue recognition and marketing expenses represented 18% and 10%, respectively, of pre-tax income for the year ended December 31, 2003. Additionally, we note that the errors related to automotive revenue recognition and financial services revenue recognition represented 15% and 26%, respectively, of pre-tax income for the year ended December 31, 2002.

Please amend the Item 4.02 Form 8-K to disclose these other errors in detail and your basis of conclusion with respect to whether these errors also result in non-reliance on the relevant financial statements previously issued. To the extent you continue to believe that these errors were immaterial individually and in the aggregate for restatement of previously issued financial statements and did not require disclosure under Item 4.02 Form 8-K, please supplementally provide us with your SAB 99 analysis, for each year, on both a quantitative and qualitative basis for each of the individual errors identified in the Amended Form 10-K. Additionally, please ensure your response indicates the period that each of these errors was discovered and whether your Audit Committee and your independent registered public accounting firm concurred that the errors were immaterial.

Mr. Peter J. Sherry  
Ford Motor Company  
November 16, 2006  
Page 3

Further, we note from the Amended Form 10-K that management has determined that a material weakness in your internal control over financial reporting existed due to the SFAS No. 133 issue. Please tell us how you concluded that the additional errors were not the result of a material weakness.

\*\*\*\*\*

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

Closing

You may contact Ms. Beverly A. Singleton, Staff Accountant, at (202) 551-3328 or the undersigned below at (202) 551-3211 if you have questions regarding the above matters.

Sincerely,

David R. Humphrey  
Branch Chief

December 15, 2006

Via U.S. Mail and Facsimile (313-322-0360)

Mr. Donat R. Leclair, Jr.  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2005  
Filed March 1, 2006  
Response Letters filed July 18, 2006 and August 16, 2006  
File No. 001-03950

Dear Mr. Leclair:

We have reviewed your letters to the staff dated July 18, 2006 and August 16, 2006 and have the following comment. We welcome any questions you may have about our comment or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

General

1. We note the representation in your letter to the staff dated August 16, 2006, that the bulk of the Land Rover vehicles sold into Sudan through the distributor referenced in your response are sold to the Ministry of Interior. We are aware of published reports alleging links between Sudan's Ministry of Interior and activities of the Janjaweed militia in Darfur. We also are aware of published reports that the Janjaweed and Sudanese military forces use machine-gun mounted Land Rovers in Darfur. Please expand the materiality analysis provided in your prior responses to the staff regarding contacts with Sudan to address for us the potential impact on your reputation and share value of reports indicating that vehicles manufactured by your subsidiary are used by the Janjaweed and government forces in incursions against the civilian population in Darfur.

\* \* \* \* \*

Please respond to this comment within 10 business days or tell us when you will provide us with a response. Please submit your response letter on EDGAR.

Please understand that we may have additional comments after we review your response to our comment. Please contact Pradip Bhaumik, Attorney-Advisor, at (202) 551-3333 if you have any questions about the comment or our review. You may also contact me at (202) 551-3470.

Sincerely,

Cecilia D. Blye, Chief  
Office of Global Security

Risk

cc: Max Webb  
Assistant Director  
Division of Corporation Finance

David Humphrey  
Accounting Branch Chief  
Division of Corporation Finance

Donat R. Leclair, Jr.  
Ford Motor Company  
December 15, 2006  
Page 2

Mail Stop 3561

March 28, 2007

Via Fax and U.S. Mail

Mr. Donat R. Leclair, Jr.  
Executive Vice President and Chief Financial Officer  
FORD MOTOR COMPANY  
One American Road  
Dearborn, Michigan 48126

**Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2006  
Filed February 28, 2007  
File No. 1-03950**

Dear Mr. Leclair:

We have reviewed your filing and have the following comments. We think you should revise your document in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
March 28, 2007  
Page 2

FORM 10-K (For the year ended December 31, 2006)

Financial Statements

Note 11. Impairment of Long-Lived Assets, page FS-21

1. Please consider providing in tabular format a detailed summary describing the significant components of the various long-lived assets that were impaired both within the Ford North America segment and Premier Automotive Group segment. Refer also to the last paragraph of Note 12. Please disclose the amount of intangible assets impaired that have been included in the amounts shown in Note 11.

Note 12. Goodwill and Other Intangibles, page FS-21

2. Supplementally provide us with a schedule summarizing the goodwill within your PAG reporting unit by brand (i.e., Volvo, Jaguar, Land Rover and Aston Martin). Please provide this supplemental information in the same format as that found in the first table in Note 12 to your financial statements.
3. We note you tested goodwill for impairment at your Ford North America and PAG reporting units as a result of the \$1.6 billion pre-tax charge for impairment of long-lived assets recorded in the third quarter of 2006. We also note that your test of recoverability of long-lived assets utilizes undiscounted cash flows and your goodwill impairment test uses the present value of free cash flows method. In light of the fact that calculations of discounted cash flows generally yield lower results than those of undiscounted cash flows, it is unclear to us how you could have recorded an impairment of the long-lived assets of your Ford North America and PAG reporting units while, at the same time, testing the goodwill for those same reporting units and concluding that no goodwill impairment was necessary. Please explain supplementally. In your response, provide us with an overview of your calculations regarding your 2006 impairment testing for both the long-lived assets and the goodwill for your Ford North America and PAG reporting units. Also, provide us with a summary of your major underlying assumptions and an analysis of how the present value of free cash flows method differs from the use of projected undiscounted future cash flows. Finally, in your response, please provide us with additional information regarding your conclusion that PAG's goodwill is not impaired. In this regard, we note that PAG's pre-tax results of operations, wholesale unit volumes, and U.S. and European market shares have all declined over the past three years.

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
March 28, 2007  
Page 3

4. In a press release, dated March 12, 2007, you announced an agreement to sell your Aston Martin car business in a transaction valued at \$925 million. In this regard, tell us the expected amount of gain or loss on this transaction. Also, tell us the estimated fair value of the Aston Martin business as determined in your most recent goodwill impairment test using the present value of free cash flow method. Finally, please provide us with the estimated fair values of your Volvo, Jaguar and Land Rover businesses as determined in your most recent goodwill impairment test.

Note 15. Debt and Commitments, page FS-25

5. Reference is made to the Financial Services Sector long-term debt. Please tell us why the \$17,450 million and \$17,330 million amounts described in the table as “notes payable within one year” have not been classified as short-term debt, as we note that such aggregate debt amount of \$34,780 million is shown as maturing in the year 2007 in the table of long-term debt maturities at December 31, 2006.

Note 17. Employee Separation Actions and Exit and Disposal Activities, page FS-31

6. Refer to the discussion of the Jobs Bank Benefits Reserve. Please provide a tabular summary of the Jobs Bank Benefit Reserve amount. Also, provide a tabular summary of the number of “affected employees” by pending or potential separation status (i.e., those who have accepted voluntary separation packages, those relocated to other facilities, involuntary separations, etc.) Similar tables should be provided related to your disclosures under the heading of “Other Actions.”

Schedule II – Valuation and Qualifying Accounts, page FSS-1

7. Refer to the 2006 charges for the line item “Allowance for Deferred Tax Assets” and footnote (e) to the table. Please tell us how you determined the amounts to charge each to Accumulated other comprehensive income/(loss) and the income statement.

\*\*\*\*\*

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
March 28, 2007  
Page 4

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

Closing

You may contact Ms. Beverly A. Singleton, Staff Accountant, at (202) 551-3328 if you have questions regarding comments on the financial statements and related matters. Please contact me at (202) 551-3211 with any other questions.

Sincerely,

David R. Humphrey  
Branch Chief



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

June 16, 2006

Via Fax & U.S. Mail

Mr. Donat R. Leclair, Jr.  
Chief Financial Officer  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

**Re: Ford Motor Company  
Form 10-K for the year ended December 31, 2005  
Filed March 1, 2006  
File No. 001-03950**

Dear Mr. Leclair:

We have reviewed the above-referenced filing and have the following comments. We think you should revise your document in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

Form 10-K for the year ended December 31, 2005

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Automotive Sector Results of Operations

2005 Compared with 2004, page 36

1. We note that both here and in the table comparing 2004 with 2003 you have included in Ford Asia Pacific and Africa unit sales figures Ford-badged vehicles sold in China and Malaysia by unconsolidated affiliates. Supplementally explain to us why you have apparently included figures in unit sales from which you did not derive revenue.

Liquidity and Capital Resources

Aggregate Contractual Obligations, page 57

2. We note from your footnote explanation to the category "Long Term Obligations" that you have included only the principal portion of long term debt as a contractual obligation in your table. As this table is intended to increase the transparency of cash flow, we believe that registrants should generally include scheduled interest payments in the table. Where interest rates are variable and unknown, you may use your judgment to determine whether or not to include such estimates. If you elect to include them, you may determine the appropriate methodology to estimate the interest payments. Regardless of whether you include interest payments or not, a footnote to the table should clarify whether or not you have done so and, if applicable, the methodology you have used in your estimate. If interest payments are excluded from the table, please disclose the significant contractual terms of the debt and any other additional information that is material to an understanding of these future cash flows.

Financial Statements

Consolidated and Sector Statements of Cash Flows, page FS-5

3. You present the reconciliation of operating cash flows to net income (Note 21) on a sector-only basis. Please revise this presentation to include the reconciliation for the total consolidated company as well.
4. We note that you have presented both acquisitions of daily rental vehicles and sales and purchases of common stock as net amounts, not gross. Paragraphs 12 and 13 of SFAS 95 allow net reporting on the statement of cash flows for items whose turnover is quick, amounts are large, and maturities are short. Supplementally explain to us why you believe these two categories qualify for net reporting on the statement of cash flows.

Note 4 – Discontinued Operations, page FS-13

5. We note that you have appropriately included the charges related to losses on discontinued operations and the loss associated with the acquisition of Visteon (primarily related to employee-related charges) within operations. Supplementally explain to us why you believe Cost of Sales is the appropriate line item within operations for such costs.
6. As a related matter, it appears from your disclosure here and elsewhere in your filing that Cost of Sales may contain more than just costs of tangible goods sold, including items such as the loss on acquisition of ACH of \$468 million and the impairment charge related to the PAG autogroup of \$1.3 billion. Supplementally explain to us the types of costs included in Cost of Sales, and why you believe their classification as such is appropriate under Rule 5-03 of Regulation S-X. Please provide this analysis on a consolidated and sector basis should classifications differ.

Note 10 – Goodwill and Other Intangibles, page FS-20

7. You have presented a table showing the components of identifiable intangibles as of December 31, 2005 and 2004 on page FS-21 by sector. This table does not explicitly show the total consolidated identifiable intangible assets, by class. Please revise this table to show the consolidated total identifiable intangible assets, by class, as well as the sector total already shown. This table should also disclose the amortization periods for each major class of intangible assets listed. Refer to paragraphs 44 and 45 of SFAS 142.

Note 21 – Operating Cash Flows, page FS-34

8. Supplementally explain to us why you are including as a reconciling item from Sector to Consolidated presentation “Reclassification of Wholesale Receivable Cash Flows from Investing to Operating.” We may have further comment on your response.

\*\*\*\*\*

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Mr. Donat R. Leclair, Jr.  
Ford Motor Company  
June 16, 2006  
Page 4

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Amy Geddes at 202-551-3304 or Lyn Shenk at 202-551-3380 if you have questions regarding comments on the financial statements and related matters. Please contact me at 202-551-3211 with any other questions.

Sincerely,

David R. Humphrey  
Branch Chief

January 18, 2002

Zip+4 Code: 20549-0305

Via Fax & U.S. Mail

Mr. Don R. Leclair  
Vice President and Controller  
Ford Motor Company  
One American Road  
Dearborn, Michigan 48126

RE: Ford Motor Company  
Form 10-K for the year ended December 31, 2000  
Subsequent Form 10-Q filings during 2001  
Form 8-K filings made during 2001  
File No. 1-3950

Dear Mr. Leclair:

We have reviewed the Financial Statements, Management's Discussion and Analysis, and Selected Financial Data in your filings, and we have the following comments. We think you should consider these comments in preparing your Form 10-K for the year ended December 31, 2001.

#### Management's Discussion and Analysis

1. In light of the comments that follow regarding your financial statements, please expand your discussion of liquidity to describe your overall financing structure, with particular emphasis on any intercompany agreements between the parent company and Ford Motor Credit Company. Also, discuss the effects, if any, of credit ratings on your ability and/or willingness to raise capital in the public debt markets, and what financing alternatives are available in the event you are unable and/or unwilling to continue to issue certain debt instruments, such as commercial paper, in the same manner as in prior years. In addition, if appropriate, discuss the circumstances under which you have issued, or would consider issuing, convertible securities and explain the potentially dilutive effect of such securities on the ownership interests of existing shareholders.

#### Highlights, page FS-1

2. It is unclear why you disclose "Automotive net cash" but omit the corresponding amounts for your Financial Services sector. We suggest you consider revising your presentation, or, at a minimum, disclose why this net cash disclosure for your Automotive sector is meaningful to investors, and why a similar disclosure for your Financial Services sector would not be meaningful.

#### Consolidated Financial Statements

3. We believe consideration should be given to revising the format of your financial statements in order to present amounts in your primary financial statements on a consolidated basis. Amounts related to your Automotive and Financial Services sectors could be presented in MD&A and/or consolidating financial statements could be presented in a footnote in a manner similar to those included pursuant to Rule 3-10(i) of Regulation S-X.

4. We note the intercompany agreement included as Exhibit 10 to your Form 8-K filed on October 18, 2001. This agreement appears to limit Ford Motor Credit Company's ability to guarantee the indebtedness of the parent company. In addition, taken as a whole, this agreement appears to have the intent of maintaining the viability of Ford Motor Credit Company, and effectively limiting the transfer of funds to the parent company. If so, additional disclosure may be required pursuant to Rule 4-08(e) and related Schedule I of Rule 5-04 of

Regulation S-X, and Instruction 6 to Item 303(a) of Regulation S-K.

Notes to Consolidated Financial Statements

Note 1 - Accounting Policies

Income Per Share of Common and Class B Stock, page FS-8

5. For periods in which stock options have an antidilutive effect, include disclosure of the number of stock options, or any other potentially dilutive securities, that were excluded from the computation of diluted income (loss) per share. See paragraph 40(c) of SFAS 128.

6. In Note 6 to your Form 10-Q filings for the quarterly periods ended June 30, 2001 and September 30, 2001, it appears that you have included the effect of stock options in your computations of the denominators used in determining diluted income (loss) per share, even though the effect was antidilutive. See paragraph 13 of SFAS 128, and revise your computations accordingly. In your Form 10-K for the year ended December 31, 2001, please ensure that the summary quarterly financial data presented in the notes to your consolidated financial statements shows the correct diluted income (loss) per share for each quarterly period of 2001. See Item 302(a)(2) of Regulation S-K.

Note 3 - Value Enhancement Plan

7. Disclose why you did not retroactively adjust for the effects of your August 2000 recapitalization, known as the Value Enhancement Plan ("VEP"). In this regard, it is unclear why you have not accounted for the VEP as a stock split and share repurchase. We also note that your common stock prices on page FS-1 have been adjusted to reflect the VEP.

Note 5 - Finance Receivables - Finance Services Sector

8. We note that your Financial Sector has sold receivables through special purpose subsidiaries. In this regard, please expand your disclosure to more fully explain the beneficial interests you retain in the sold receivables and the potential exposure with respect to the related recourse provisions.

Note 12 - Employee Retirement Benefits

Employee Retirement Plans, page FS-18

9. Consider expanding the last sentence of the third paragraph to quantify the composition of the plan assets between stocks and fixed income securities. Also, see paragraph 5(i) of SFAS 132 with respect to disclosure of securities of the employer included in plan assets. In addition, if there are relevant restrictions regarding the nature of investments of the plan's assets, such as limitations on the amount of plan assets that may be invested in any one security or type of security, describe these restrictions.

Employee Retirement Benefit Expense, page FS-19

10. We note that you assumed a long-term rate of return on plan assets of 9% in each of the last three years. However, the actual return on plan assets decreased from \$4.2 billion (or about 11%) for 1999 to \$979 million (or about 2%) for 2000. Consider disclosing why you believe the 9% rate was appropriate for 2000, and whether you expect to adjust the assumed long-term rate of return on plan assets for 2001 and future years. It may also be appropriate to discuss the effects of changing assumptions in your MD&A.

Note 13 - Debt

Support Facilities, page FS-22

11. As you are probably aware, various press reports and published articles mention your company as one that utilizes so-called special purpose entities (or "SPEs"). The only disclosure we noted regarding SPEs is in Note 13, which discloses a Ford Credit sponsored SPE. Please ensure that you fully disclose the extent to which you utilize SPEs and describe the nature of, and the accounting for, these arrangements. If material, explain the reasons why you utilize SPEs and the accounting effects, such as removing debt or underperforming assets from your financial statements.

Note 15 - Stock Options

12. Since there is a wide range of exercise prices for your stock options, add disclosure that segregates the exercise prices into ranges that are meaningful for assessing the number and timing of additional shares that may be issued and the cash that may be received as a result of option exercises. See paragraph 48 of SFAS 123.

Item 14(a)(2) - Financial Statement Schedules

13. We note your inclusion of financial statements for Ford Credit BV, although there does not appear to be any disclosure with respect to this subsidiary in your primary financial statements. Therefore, in order to avoid potential confusion to investors, please add disclosure to Item 14 (a)(2) of your Form 10-K to explain the reason(s) why these financial statements are included in your Report. Also, disclose if there are significant restrictions on the transfer of funds from this subsidiary to the parent company.

General

14. We note your recent press release regarding fourth quarter and full-year results of operations, including the planned impairment charges and the write down of your holdings of excess precious metals. In your December 31, 2001 financial statements, please ensure that you fully disclose the nature of the charges and the methodology used to determine them. With respect to your impairment charges, disclose whether the closure of some of your plants is subject to negotiation with certain unions, and, if so, how you considered their continued operation in your impairment calculation. With respect to your holdings of precious metals, recent statements by company officials indicated that you didn't know whether you would use these metals over time or whether you would sell most or all of your excess holdings. Fully disclose your intentions, and how you were able to reasonably estimate the amount of the write down.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. Please direct any questions or comments to David Humphrey, Assistant Chief Accountant at (202) 942-1995.

Sincerely,

Joseph A. Foti  
Senior Assistant Chief

Accountant

Mr. Don R. Leclair  
Ford Motor Company  
January 18, 2002  
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