



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

February 25, 2008

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

Re: Ford Motor Company  
Incoming letter dated January 3, 2008

Dear Mr. Sherry:

This is in response to your letter dated January 3, 2008 concerning the shareholder proposal submitted to Ford by Thomas Strobhar. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

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

Sincerely,

Jonathan A. Ingram  
Deputy Chief Counsel

Enclosures

cc: Thomas Strobhar

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

CFOCC-00033171

February 25, 2008

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

Re: Ford Motor Company  
Incoming letter dated January 3, 2008

The proposal requests that the company list the recipients of corporate charitable contributions on the company's website.

We are unable to concur in your view that Ford may exclude the proposal under rule 14a-8(i)(7). Accordingly, we do not believe that Ford may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

John R. Fieldsend  
Attorney-Adviser



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

RECEIVED  
2008 JAN -7 AM 9:56  
OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE  
One American Road  
Room 1134 WHQ  
Dearborn, Michigan 48126

January 3, 2008

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 Mr. Thomas Strobhar**

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 2008 Annual Meeting of Shareholders (the "Proxy Materials"). The Company's Annual Meeting of Shareholders is scheduled for May 8, 2008.

Mr. Thomas Strobhar (the "Proponent") has submitted for inclusion in the 2008 Proxy Materials a proposal requesting that Ford list on its corporate website the identities of recipients of Company charitable contributions (the "Proposal"; see Exhibit 1). The Company proposes to omit the Proposal from its 2008 Proxy Materials for the following reason:

- The Proposal is excludable under Rule 14a-8(i)(7) because it deals with matters relating to the Company's ordinary business operations.

***The Proposal Deals with Matters Relating to the Company's Ordinary Business Operations***

Rule 14a-8(i)(7) permits a company to omit a proposal if it deals with a matter relating to the company's ordinary business operations. In *Exchange Act Release No. 34-40018* (May 21, 1998), the Commission stated:

The policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.

\*\*\*

However, proposals relating to such matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder to vote.

The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

The Proposal requests the Company to list the identities of recipients of corporate contributions of \$5,000 or more. The Proponent argues that through posting such a list on the Company's website, the public image of the Company would be enhanced. Specifically, the Proponent states that "[t]he more people know of our support of philanthropic activity the better it is for our company" (see Exhibit 1). The Proponent gives several examples of various organizations and causes that could garner public support for the Company if such donations were only publicized. The Proposal clearly implicates ordinary business decisions regarding marketing and public relations as they relate to charitable donations.

The Staff has consistently concurred in the exclusion of proposals that seek to regulate company charitable donations pursuant to Rule 14a-8(i)(7). In *Pfizer, Inc.*, (January 28, 2005) the Staff concurred in excluding a proposal that sought to prohibit corporate contributions to certain types of organizations. *See also Morgan Stanley* (December 23, 2002) (exclusion allowed where proposal sought to prevent contributions to non-profit organizations which violate an industry code of conduct); *T. Rowe Price Group, Inc.* (December 27, 2002) (exclusion allowed where proposal requested company to refrain from making donations to non-profit organizations which undermine the war on terrorism); and *The Walt Disney Company* (September 30, 1997) (exclusion allowed where proposal sought to prevent company donations to groups advocating domestic partner health benefits).

While we recognize that, on its face, the Proposal does not prevent the Company from making contributions to any specific organization, it does attempt to regulate the manner in which the Company may decide to utilize the fact that it makes such donations. If, as the Staff has held, the decision to make contributions to any organization is considered ordinary business, any decision by the Company to publicize to whom such donations are made also must fall within the ordinary business of the Company. The Proponent argues that publicizing donations will result in the generation of goodwill toward the Company. While this may be true in many cases, the decision to publicize such philanthropy needs to be balanced against a myriad of other considerations that shareholders are not in a position to assess.

Marketing and public relations decisions involve complex considerations, such as target audiences, consistency of messages, managing the flow of information, product launch timetable, governmental and legislative agendas, just to name a few. Shareholders

as a group do not have access to all relevant information, or the requisite expertise to assess such information, in order to make an informed decision regarding marketing and public relation policies. The Staff has consistently affirmed that shareholder proposals concerning the manner, message, content and general communications of a company in advertising, marketing and related promotional activities concern ordinary business operations. See *PG&E Corporation* (February 14, 2007) (exclusion allowed where proposal sought to change company's advertising campaign); *The Walt Disney Company* (November 22, 2006) (exclusion allowed where proposal sought company report on policy and process regarding company marketing); *Federated Department Stores, Inc.* (March 27, 2002) (exclusion allowed where proposal sought company identification of and disassociation with offensive imagery related to the sale of a product or the manner in which a company advertises); and *General Electric Company* (January 10, 2002) (exclusion allowed where proposal directed the nature, presentation, and content of television programming to promote a particular message).

The Proponent states that listing the identities of recipients of the Company's charitable contributions will serve to enhance the Company's corporate image. As such, the Proposal falls squarely within the marketing and public relations functions of the Company. As evidenced by the precedents referred to above, proposals seeking to micro-manage a company's marketing and public relations functions are properly excludable pursuant to Rule 14a-8(i)(7).

The Company is compelled to address the fact that perhaps the Proposal should not be taken as simply a proposal that seeks to enhance the Company's image. The Proposal can also be read to be a criticism of the Company's charitable contributions and, in a less than forthright manner, an attempt to restrict Company charitable contributions to certain organizations that the Proponent strongly opposes. Mr. Strobhar has been appointed as representative to present proposals at Ford's Annual Meetings in 2006 and 2007. In both instances, the proposals Mr. Strobhar presented requested the Company to eliminate any reference to sexual orientation from its equal employment policies (see excerpts from Ford's 2006 and 2007 Proxy Statements attached as Exhibit 2). Mr. Strobhar has a long history of involvement with causes and organizations that seek to discourage companies who support equal employment policies for same-sex partners. In the "Supporting Statement" section of the Proposal, the Proponent references how publicizing charitable contributions to organizations such as Planned Parenthood and the Human Rights campaign might be expected to win praise from many who support the choice of abortion and from people who "enjoy engaging in sex with members of their own sex or simply those who support same sex marriage." While the Proposal appears to be facially neutral, its "Supporting Statement" can be interpreted to target a particular kind of charitable contribution, namely, contributions to organizations with which the Proponent disagrees.

The Staff has consistently found that proposals requesting a company to refrain from making contributions to specific types of organizations relate to a company's ordinary business and may be excluded pursuant to Rule 14a-8(i)(7). Recently, in *Johnson & Johnson* (February 12, 2007), the Staff allowed exclusion of a proposal that was very similar to the Proposal. The proposal in *Johnson & Johnson* also requested the Company to publish the identities to which it made charitable contributions, although, admittedly, it was somewhat more honest in its intent as to why it wanted the identities disclosed. The

proposal in *Johnson & Johnson* clearly stated that opposed contributions made to organizations such as Planned Parenthood. It also is evident that the Proponent is very familiar with the *Johnson & Johnson* No-Action Letter, as a review of the exhibits to that No-Action Request will indicate. See also, *American Home Products* (March 4, 2002); *Schering-Plough Corp.* (March 4, 2002); and *The Walt Disney Co.* (November 10, 1997). All of these No-Action Letters dealt with proposals that were facially neutral but were actually directed toward contributions to specific types of charitable organizations.

Whether we accept the Proposal as facially neutral or as an attempt to restrict the Company's charitable donations to specific groups, the Proposal does not relate to a significant policy issue that transcends day-to-day business matters and that raises policy issues so significant as to be appropriate for a shareholder vote. By its terms, the Proposal is concerned with enhancing the image of the Company through publicizing the identities of recipients of Company charitable contributions, which clearly does not involve the "presence of widespread public debate" (see *Exchange Act Release No. 34-40018* (May 21, 1998)). If the Proposal is interpreted as an attempt to restrict charitable donations to specific groups, the long line of precedents referred to above demonstrate that such Proposals do not raise significant social policy issues. The Proposal is quite different from proposals that seek to publicize political contributions made to certain candidates, political parties, and political issues. Additionally, the publication of the identities of charitable recipients does not equate to the significant social policy issues present in *Johnson Controls, Inc* (November 14, 2002) (standards of response to AIDS and other epidemic diseases) and *Johnson & Johnson* (February, 7, 2003) (environmental racism). Consequently, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the ordinary business of the Company.

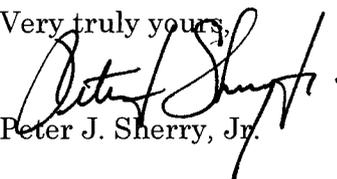
### **Conclusion**

For the foregoing reasons, it is respectfully submitted that the Proposal may be excluded from Ford's 2008 Proxy Materials. Your confirmation that the Staff will not recommend enforcement action if the Proposal is omitted from the 2008 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 2008 Proxy Materials by sending him a copy of this letter and its exhibit. Seven copies of this letter are enclosed. Please acknowledge receipt by stamping and returning one copy in the enclosed self-addressed stamped envelop.

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

Very truly yours,



Peter J. Sherry, Jr.

Enclosure  
Exhibits

cc: Mr. Thomas Strobhar (via Federal Express)

*Thomas Strobhar*

OFFICE OF THE SECRETARY  
PETER J. SHERRY JR.

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

7 NOV -1 12:58

October 29, 2007

Mr. Peter Sherry  
Corporate Secretary  
Ford Motor Company  
One American Road  
Dearborn, MI 48126

Dear Mr. Sherry:

I am the current owner of 400 shares of Ford Motor Company stock. I have continuously held these shares for over one year, and intend to hold them through the time of next annual meeting. At that meeting, I will present the following resolution:

Whereas, charitable contributions should enhance the image of our company in the eyes of the public.

Whereas, making known the recipients of our company's charitable gifts to as many people as possible should promote the company's interests.

Resolved, it is requested that our company list the recipients of corporate charitable contributions of \$5,000 or more on the company website.

#### **Supporting Statement**

The more people know of our support of philanthropic activity the better it is for our company. For example, if we should decide to give money to the American Cancer Society we might garner good will from the millions of people touched by cancer. Similarly, should we decide to give money to Planned Parenthood, the nations largest abortion performing organization, we might be expected to win sympathetic praise from many who support the choice of abortion. Possible contributions to organizations like the Human Rights Campaign, the Gay and Lesbian Alliance Against Defamation or other organizations that focus on the interests of people who choose to define themselves by their interest in homosexual sex, would likely engender positive feelings among potentially millions of people who enjoy engaging in sex with members of their own sex or simply those who support same sex marriage. If we gave money to the Boy Scouts of America we might expect the plaudits of potentially millions of their past members, even though they refuse to allow homosexuals to be scout leaders. Contributions to the American Heart Association or a myriad number of other worthwhile cultural and

educational charities could be a source of ongoing public approval. Proper disclosure of charitable contributions would cost us little and should only serve to enhance our corporate image. For these reasons and others we urge your support for the above resolution.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas Strobhar". The signature is fluid and cursive, with a prominent initial "T" and a long, sweeping underline.

Thomas Strobhar



Office of the General Counsel  
Phone: 313/3373913  
Fax: 313/248-1988  
E-Mail: jzaremb1@ford.com

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

November 6, 2007

Thomas Stobhar

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

**Subject: Shareholder Proposal for 2008 Annual Meeting**

Dear Mr. Stobhar:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges the shareholder proposal contained in your letter dated October 29, 2007, which we received on November 1, 2007. You request that the proposal relating to the Company disclosing on its website the identity of recipients of Company charitable contributions in amounts of at least \$5,000 (the "Proposal") be included in the Company's 2008 proxy materials.

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.) This rule provides that in order to be eligible to submit a proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted at the annual meeting for at least one year by the date that the shareholder submitted the proposal. In the event the shareholder is not a registered holder, Rule 14a-8(b)(2) provides that proof of eligibility should be submitted at the time the proposal is submitted. Neither the Company nor its transfer agent was able to confirm that you satisfy the eligibility requirements based on the information that was furnished to the Company. Additionally, the SEC has stated that brokerage statements like the ones enclosed with the Proposal do not provide sufficient evidence of continuous share ownership.

We request that, pursuant to Rule 14a-8, you furnish to the Company proper documentation demonstrating (i) that you are the beneficial owner of at least \$2,000 in market value, or 1%, of Ford common stock, and (ii) that you have 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, it may

demonstrate its eligibility by submitting to the Company a copy of the schedule or form, and any subsequent amendments, and a written statement that the shareholder continuously held the required number of shares for the one-year period as of the date of the statement.

If you cannot furnish the Company with proper evidence of share ownership eligibility, we request that you withdraw your proposal so that we do not have to file a No-Action Letter with the SEC. If you do not furnish the Company with such evidence and do not withdraw the proposal within the 14-day period, we will file a No-Action Letter with the SEC to have the proposal excluded from the Company's proxy materials. Furthermore, we reserve the right to file a No-Action Letter with the SEC should other substantive grounds for exclusion exist. We will notify you in accordance with SEC rules if we file such a request.

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

Very truly yours,



Jerome F. Zaremba  
Counsel

Encl.

cc: Peter J. Sherry, Jr.

# *Thomas Strobhar Financial*

*Suite 820  
211 S. Main Street  
Dayton, OH 45402*

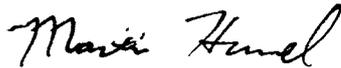
November 19, 2007

Mr. Jerome Zaremba  
Office of the General Counsel  
Ford Motor Company  
One American Road  
Room 1037-A3WHQ  
Dearborn, Michigan 48126

Dear Mr. Zaremba:

I am a registered representative with GA Repple & Company, the broker of record for the account of Thomas Strobhar. He acquired 400 shares of Ford Motor Company in April of 2006. He has continuously held these shares since his original purchase.

Sincerely,



Martin Hummel

*Phone: (937) 226-1300, (888) 438-0800 Fax: (937) 226-1338  
tstrobhar@gareppleinvestments.com*

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*Securities offered through G. A. Repple & Company  
A Registered Broker/Dealer Member NASD & SIPC*



Office of the General Counsel  
Phone: 313/3373913  
Fax: 313/248-1988  
E-Mail: jzaremb1@ford.com

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

November 27, 2007

Thomas Strobhar

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

**Subject: Shareholder Proposal for 2008 Annual Meeting**

Dear Mr. Strobhar:

Ford Motor Company ("Ford" or the "Company") hereby acknowledges receipt of evidence of eligible share ownership of Ford common stock relating to the shareholder proposal contained in your letter dated October 29, 2007 (the "Proposal"). Thank you for your prompt 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,

  
Jerome E. Zaremba  
Counsel

cc: Peter J. Sherry, Jr.



# **Ford Motor Company**

**Notice of 2006  
Annual Meeting of Shareholders  
and Proxy Statement**

of manufacturing, selling and financing automobiles. We have an obligation to comply with the laws and regulations made by the governmental entities at the local, state and national level in the United States and elsewhere around the world and to be a socially responsible corporate citizen. It would serve no useful purpose, and be a waste of corporate resources, to publish reports confirming or questioning a determination of whether global warming/cooling exists, whether made by a government, private organization, or other group or person.

The Company has limited resources and must decide how best to allocate those resources in order to create value for shareholders. In order to implement the proposal, the Company would have to expend a tremendous amount of capital to hire a team of scientists, purchase scientific instruments, and conduct a myriad of tests in order to determine whether global warming or cooling exists. Governments and private institutions around the world have expended billions of dollars studying this exact issue. The Company believes that expending additional capital to either confirm or disprove, or even discuss, previous scientific studies regarding global warming or cooling is not a wise use of Company resources.

The Company has produced a report called "*The Ford Report on the Business Impact of Climate Change*." This report discusses the Company's response to the challenges of climate change and we believe that such a report is an appropriate use of Company resources. It provides shareholders with an understanding of how the Company is approaching this very complex and important issue. On the other hand, the Board does not believe that the report requested by the proposal provides any appreciable benefit to shareholders or the Company. Accordingly, the proposal is not in the best interests of Ford or you.

**The Board of Directors recommends a Vote "against" Proposal 8.**

## **PROPOSAL 9**

Dr. Robert E. Hurley of <sup>\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*</sup>, owner of 674 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Whereas, it would be inappropriate, and possibly illegal to ask job applicants or employees about private matters such as their sexual interests, inclinations and activities, and

Whereas, it is likewise inappropriate and legally problematic for employees to discuss personal sexual matters on the job, and

Whereas, unlike the attributes of race, age, gender and certain physical disabilities, it would be impossible to discern a person's sexual orientation from his appearance, and

Whereas, there is a perceived link between a specific sexual orientation non-discrimination policy and what have been termed domestic partner benefits. The Human Rights Campaign (HRC), the largest national lesbian, gay, bisexual and transgender political organization states on its website, "an inclusive non-discrimination policy (one that refers to sexual orientation) is a key facet of the rationale for extending domestic partner benefits." The HRC adds, "Establishing a benefits policy that includes your company's gay and lesbian employees is a logical outgrowth of your company's own non-discrimination policy...." and

Whereas, domestic partner benefit policies pay people who engage in homosexual acts, which have been illegal in this country for hundreds of years, and have been proscribed by the major traditions of Judaism, Christianity and Mohammedanism well over a thousand years, and

Whereas, our company does not discriminate in employment against smokers, despite the fact that they are not protected by any specific clause; however, the company does not pay them to engage in this behavior which is hazardous to themselves and others, and

Whereas, those who engage in homosexual sexual activity are at significantly higher risk for developing HIV/AIDS and associated opportunistic infections and malignancies, and

Whereas, marriage between heterosexuals has been protected and encouraged for its societal benefits by a wide range of cultures and faiths over the ages,

Resolved: The shareholders request that Ford Motor Company amend its written equal employment opportunity policy to exclude any reference to privacy issues related to sexual interests, activities or orientation.

Statement: While the legal institution of marriage should be protected for its community and generational benefits, the sexual interests, inclinations and activities of all employees should be a private matter and not a corporate concern.

**The Board of Directors recommends a Vote "against" Proposal 9.**

The Board of Directors opposes this proposal because it is not in the best interests of shareholders or the Company. Ford, and numerous other leading companies, believe that a diverse workforce, free of discrimination, is the most advantageous environment to attract and retain talented employees and to allow them to excel in their jobs. Implementing the proposal would adversely affect Ford's ability to attract and retain talented employees. For example, Ford recruits potential employees at the best universities and colleges across the United States. Many of these institutions require that employers who wish to recruit on their campuses have non-discrimination policies that include non-discrimination based on sexual orientation. If the proposal were implemented, Ford would be excluded from recruiting at many of the country's finest institutions. Such a decision would prevent Ford from recruiting the best potential employees regardless of sexual orientation.

Ford is in the business of manufacturing, selling and financing motor vehicles. The Company strongly believes that its employment policies regarding non-discrimination are extremely beneficial to its business, its employees, and its shareholders.

**The Board of Directors recommends a Vote "against" Proposal 9.**

**PROPOSAL 10**

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

Mr. John Chevedden of

, owner of 500 shares

of common stock, has informed the Company that he plans to present the following proposal at the meeting:

**Independent Board Chairman**

RESOLVED: Stockholders request that our Board of Directors change our governing documents (Charter or Bylaws if practicable) to require that our Board Chairman serve in that capacity only and have no management duties, titles, or responsibilities. This proposal gives our company an opportunity to cure our Chairman's loss of independence should it exist or occur once this proposal is adopted.

The primary purpose of our Chairman and Board is to protect shareholders' interests by providing independent oversight of management, including the CEO. Separating the roles of Chairman and CEO can promote greater management accountability to shareholders and lead to a more objective evaluation of our CEO.

**54% Yes-Vote**

Twenty (20) shareholder proposals on this topic won an impressive 54% average yes-vote in 2005. The Council of Institutional Investors [www.cii.org](http://www.cii.org), whose members have \$3 trillion invested, recommends adoption of this proposal topic.



# **Ford Motor Company**

**Notice of 2007  
Annual Meeting of Shareholders  
and Proxy Statement**

But in last year's proxy statement, Ford's board said, "The Company believes that expending additional capital to either confirm or disprove, or even discuss, previous scientific studies regarding global warming or cooling is not a wise use of Company resources." I think this is an unconscionable "know-nothing" attitude.

This resolution won almost 94 million shares voting for it in 2006. Let's improve this year to get the board to find out the facts.

We stockowners deserve a scientific report on this important topic of global warming/cooling. If the board opposes this resolution, the board does not want you to have the scientific report called for in this resolution. Vote YES.

**The Board of Directors recommends a Vote "against" Proposal 7.**

The Company opposes this proposal because it is not in the best interests of the Company or you. The proposal calls for the Company to produce a report covering a wide range of topics related to global warming/cooling with the implied purpose of coming to a determination of whether global warming/cooling exists. Ford is in the business of manufacturing, selling and financing automobiles. We have an obligation to comply with the laws and regulations made by the governmental entities at the local, state and national level in the United States and elsewhere around the world and to be a socially responsible corporate citizen. It would serve no useful purpose, and be a waste of corporate resources, to publish reports confirming or questioning a determination of whether global warming/cooling exists, whether made by a government, private organization, or other group or person.

The Company has limited resources and must decide how best to allocate those resources in order to create value for shareholders. In order to implement the proposal, the Company would have to expend a significant amount of capital to hire a team of scientists, purchase scientific instruments, and conduct a myriad of tests in order to determine whether global warming or cooling exists. Governments and private institutions around the world have expended billions of dollars studying this exact issue. Several well-publicized reports on this issue have been produced in the past year alone. We continue to believe that expending additional capital to either confirm or disprove, or even discuss, numerous scientific studies regarding global warming or cooling is not a wise use of Company resources. Accordingly, we believe that the proposal is not in the best interests of Ford or you.

**The Board of Directors recommends a Vote "against" Proposal 7.**

**PROPOSAL 8**

Dr. Robert E. Hurley of \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\* owner of 700 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Whereas, it would be inappropriate, and possibly illegal to ask job applicants or employees about private matters such as their sexual interests, inclinations and activities, and

Whereas, it is likewise inappropriate and legally problematic for employees to discuss personal sexual matters on the job, and

Whereas, unlike the attributes of race, age, gender and certain physical disabilities, it would be impossible to discern a person's sexual orientation from his appearance, and

Whereas, there is a perceived link between a specific sexual orientation non-discrimination policy and what have been termed domestic partner benefits. The Human Rights Campaign (HRC), the largest national lesbian, gay, bisexual and transgender political organization states on its website, "an inclusive non-discrimination policy (one that refers to sexual orientation) is a key facet of the rationale for extending domestic partner benefits." The HRC adds, "Establishing a benefits policy that includes your company's gay and lesbian employees is a logical outgrowth of your company's own non-discrimination policy..." and

Whereas, domestic partner benefit policies pay people who engage in homosexual acts, which have been illegal in this country for hundreds of years, and have been proscribed by the major traditions of Judaism, Christianity and Mohammedanism for well over a thousand years, and

Whereas, our company does not discriminate in employment against smokers, despite the fact that they are not protected by any specific clause; however, the company does not pay them to engage in this behavior which is hazardous to themselves and others, and

Whereas, those who engage in homosexual sexual activity are at significantly higher risk for developing HIV/AIDS and associated opportunistic infections and malignancies, and

Whereas, marriage between heterosexuals has been protected and encouraged for its societal benefits by a wide range of cultures and faiths over the ages,

Resolved: The shareholders request that Ford Motor Company amend its written equal employment opportunity policy to exclude any reference to privacy issues related to sexual interests, activities or orientation.

*Statement:* While the legal institution of marriage should be protected for its community and generational benefits, the sexual interests, inclinations and activities of all employees should be a private matter and not a corporate concern.

**The Board of Directors recommends a Vote “against” Proposal 8.**

The Board of Directors opposes this proposal because it is not in the best interests of you or the Company. Ford, and numerous other leading companies, believe that a diverse workforce, free of discrimination, is the most advantageous environment to attract and retain talented employees and to allow them to excel in their jobs. Implementing the proposal would adversely affect Ford’s ability to attract and retain talented employees. For example, Ford recruits potential employees at the best universities and colleges across the United States. Many of these institutions require that employers who wish to recruit on their campuses have non-discrimination policies that include non-discrimination based on sexual orientation. If the proposal were implemented, Ford would be excluded from recruiting at many of the country’s finest institutions. Such a decision would prevent Ford from recruiting the best employees regardless of sexual orientation.

Ford is in the business of manufacturing, selling and financing motor vehicles. The Company strongly believes that its employment policies regarding non-discrimination are extremely beneficial to its business, its employees, and its shareholders. The proposal, therefore, is not in the best interests of the Company or you.

**The Board of Directors recommends a Vote “against” Proposal 8.**

**PROPOSAL 9**

Mr. John Chevedden of \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\* owner of 600 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

**Performance Based Stock Options**

Resolved, Shareholders request that our Board of Directors adopt a policy whereby at least 75% of future equity compensation (stock options and restricted stock) awarded to senior executives is performance-based, and the performance criteria adopted by our Board is disclosed to shareowners.

“Performance-based” equity compensation is defined here as:

- (a) Indexed stock options, the exercise price of which is linked to an industry index;
- (b) Premium-priced stock options, the exercise price of which is substantially above the market price on the grant date; or



# **Ford Motor Company**

## **Notice of 2006 Annual Meeting of Shareholders and Proxy Statement**

of manufacturing, selling and financing automobiles. We have an obligation to comply with the laws and regulations made by the governmental entities at the local, state and national level in the United States and elsewhere around the world and to be a socially responsible corporate citizen. It would serve no useful purpose, and be a waste of corporate resources, to publish reports confirming or questioning a determination of whether global warming/cooling exists, whether made by a government, private organization, or other group or person.

The Company has limited resources and must decide how best to allocate those resources in order to create value for shareholders. In order to implement the proposal, the Company would have to expend a tremendous amount of capital to hire a team of scientists, purchase scientific instruments, and conduct a myriad of tests in order to determine whether global warming or cooling exists. Governments and private institutions around the world have expended billions of dollars studying this exact issue. The Company believes that expending additional capital to either confirm or disprove, or even discuss, previous scientific studies regarding global warming or cooling is not a wise use of Company resources.

The Company has produced a report called "*The Ford Report on the Business Impact of Climate Change*." This report discusses the Company's response to the challenges of climate change and we believe that such a report is an appropriate use of Company resources. It provides shareholders with an understanding of how the Company is approaching this very complex and important issue. On the other hand, the Board does not believe that the report requested by the proposal provides any appreciable benefit to shareholders or the Company. Accordingly, the proposal is not in the best interests of Ford or you.

**The Board of Directors recommends a Vote "against" Proposal 8.**

## **PROPOSAL 9**

Dr. Robert E. Hurley of <sup>\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*</sup>, owner of 674 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Whereas, it would be inappropriate, and possibly illegal to ask job applicants or employees about private matters such as their sexual interests, inclinations and activities, and

Whereas, it is likewise inappropriate and legally problematic for employees to discuss personal sexual matters on the job, and

Whereas, unlike the attributes of race, age, gender and certain physical disabilities, it would be impossible to discern a person's sexual orientation from his appearance, and

Whereas, there is a perceived link between a specific sexual orientation non-discrimination policy and what have been termed domestic partner benefits. The Human Rights Campaign (HRC), the largest national lesbian, gay, bisexual and transgender political organization states on its website, "an inclusive non-discrimination policy (one that refers to sexual orientation) is a key facet of the rationale for extending domestic partner benefits." The HRC adds, "Establishing a benefits policy that includes your company's gay and lesbian employees is a logical outgrowth of your company's own non-discrimination policy....," and

Whereas, domestic partner benefit policies pay people who engage in homosexual acts, which have been illegal in this country for hundreds of years, and have been proscribed by the major traditions of Judaism, Christianity and Mohammedanism well over a thousand years, and

Whereas, our company does not discriminate in employment against smokers, despite the fact that they are not protected by any specific clause; however, the company does not pay them to engage in this behavior which is hazardous to themselves and others, and

Whereas, those who engage in homosexual sexual activity are at significantly higher risk for developing HIV/AIDS and associated opportunistic infections and malignancies, and

Whereas, marriage between heterosexuals has been protected and encouraged for its societal benefits by a wide range of cultures and faiths over the ages,

Resolved: The shareholders request that Ford Motor Company amend its written equal employment opportunity policy to exclude any reference to privacy issues related to sexual interests, activities or orientation.

Statement: While the legal institution of marriage should be protected for its community and generational benefits, the sexual interests, inclinations and activities of all employees should be a private matter and not a corporate concern.

**The Board of Directors recommends a Vote "against" Proposal 9.**

The Board of Directors opposes this proposal because it is not in the best interests of shareholders or the Company. Ford, and numerous other leading companies, believe that a diverse workforce, free of discrimination, is the most advantageous environment to attract and retain talented employees and to allow them to excel in their jobs. Implementing the proposal would adversely affect Ford's ability to attract and retain talented employees. For example, Ford recruits potential employees at the best universities and colleges across the United States. Many of these institutions require that employers who wish to recruit on their campuses have non-discrimination policies that include non-discrimination based on sexual orientation. If the proposal were implemented, Ford would be excluded from recruiting at many of the country's finest institutions. Such a decision would prevent Ford from recruiting the best potential employees regardless of sexual orientation.

Ford is in the business of manufacturing, selling and financing motor vehicles. The Company strongly believes that its employment policies regarding non-discrimination are extremely beneficial to its business, its employees, and its shareholders.

**The Board of Directors recommends a Vote "against" Proposal 9.**

## **PROPOSAL 10**

Mr. John Chevedden of \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*, owner of 500 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

### **Independent Board Chairman**

RESOLVED: Stockholders request that our Board of Directors change our governing documents (Charter or Bylaws if practicable) to require that our Board Chairman serve in that capacity only and have no management duties, titles, or responsibilities. This proposal gives our company an opportunity to cure our Chairman's loss of independence should it exist or occur once this proposal is adopted.

The primary purpose of our Chairman and Board is to protect shareholders' interests by providing independent oversight of management, including the CEO. Separating the roles of Chairman and CEO can promote greater management accountability to shareholders and lead to a more objective evaluation of our CEO.

#### **54% Yes-Vote**

Twenty (20) shareholder proposals on this topic won an impressive 54% average yes-vote in 2005. The Council of Institutional Investors [www.cii.org](http://www.cii.org), whose members have \$3 trillion invested, recommends adoption of this proposal topic.



# **Ford Motor Company**

**Notice of 2007  
Annual Meeting of Shareholders  
and Proxy Statement**

But in last year's proxy statement, Ford's board said, "The Company believes that expending additional capital to either confirm or disprove, or even discuss, previous scientific studies regarding global warming or cooling is not a wise use of Company resources." I think this is an unconscionable "know-nothing" attitude.

This resolution won almost 94 million shares voting for it in 2006. Let's improve this year to get the board to find out the facts.

We stockowners deserve a scientific report on this important topic of global warming/cooling. If the board opposes this resolution, the board does not want you to have the scientific report called for in this resolution. Vote YES.

**The Board of Directors recommends a Vote "against" Proposal 7.**

The Company opposes this proposal because it is not in the best interests of the Company or you. The proposal calls for the Company to produce a report covering a wide range of topics related to global warming/cooling with the implied purpose of coming to a determination of whether global warming/cooling exists. Ford is in the business of manufacturing, selling and financing automobiles. We have an obligation to comply with the laws and regulations made by the governmental entities at the local, state and national level in the United States and elsewhere around the world and to be a socially responsible corporate citizen. It would serve no useful purpose, and be a waste of corporate resources, to publish reports confirming or questioning a determination of whether global warming/cooling exists, whether made by a government, private organization, or other group or person.

The Company has limited resources and must decide how best to allocate those resources in order to create value for shareholders. In order to implement the proposal, the Company would have to expend a significant amount of capital to hire a team of scientists, purchase scientific instruments, and conduct a myriad of tests in order to determine whether global warming or cooling exists. Governments and private institutions around the world have expended billions of dollars studying this exact issue. Several well-publicized reports on this issue have been produced in the past year alone. We continue to believe that expending additional capital to either confirm or disprove, or even discuss, numerous scientific studies regarding global warming or cooling is not a wise use of Company resources. Accordingly, we believe that the proposal is not in the best interests of Ford or you.

**The Board of Directors recommends a Vote "against" Proposal 7.**

## **PROPOSAL 8**

Dr. Robert E. Hurley of <sup>\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*</sup>, owner of 700 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

Whereas, it would be inappropriate, and possibly illegal to ask job applicants or employees about private matters such as their sexual interests, inclinations and activities, and

Whereas, it is likewise inappropriate and legally problematic for employees to discuss personal sexual matters on the job, and

Whereas, unlike the attributes of race, age, gender and certain physical disabilities, it would be impossible to discern a person's sexual orientation from his appearance, and

Whereas, there is a perceived link between a specific sexual orientation non-discrimination policy and what have been termed domestic partner benefits. The Human Rights Campaign (HRC), the largest national lesbian, gay, bisexual and transgender political organization states on its website, "an inclusive non-discrimination policy (one that refers to sexual orientation) is a key facet of the rationale for extending domestic partner benefits." The HRC adds, "Establishing a benefits policy that includes your company's gay and lesbian employees is a logical outgrowth of your company's own non-discrimination policy..." and

Whereas, domestic partner benefit policies pay people who engage in homosexual acts, which have been illegal in this country for hundreds of years, and have been proscribed by the major traditions of Judaism, Christianity and Mohammedanism for well over a thousand years, and

Whereas, our company does not discriminate in employment against smokers, despite the fact that they are not protected by any specific clause; however, the company does not pay them to engage in this behavior which is hazardous to themselves and others, and

Whereas, those who engage in homosexual sexual activity are at significantly higher risk for developing HIV/AIDS and associated opportunistic infections and malignancies, and

Whereas, marriage between heterosexuals has been protected and encouraged for its societal benefits by a wide range of cultures and faiths over the ages,

Resolved: The shareholders request that Ford Motor Company amend its written equal employment opportunity policy to exclude any reference to privacy issues related to sexual interests, activities or orientation.

*Statement:* While the legal institution of marriage should be protected for its community and generational benefits, the sexual interests, inclinations and activities of all employees should be a private matter and not a corporate concern.

**The Board of Directors recommends a Vote "against" Proposal 8.**

The Board of Directors opposes this proposal because it is not in the best interests of you or the Company. Ford, and numerous other leading companies, believe that a diverse workforce, free of discrimination, is the most advantageous environment to attract and retain talented employees and to allow them to excel in their jobs. Implementing the proposal would adversely affect Ford's ability to attract and retain talented employees. For example, Ford recruits potential employees at the best universities and colleges across the United States. Many of these institutions require that employers who wish to recruit on their campuses have non-discrimination policies that include non-discrimination based on sexual orientation. If the proposal were implemented, Ford would be excluded from recruiting at many of the country's finest institutions. Such a decision would prevent Ford from recruiting the best employees regardless of sexual orientation.

Ford is in the business of manufacturing, selling and financing motor vehicles. The Company strongly believes that its employment policies regarding non-discrimination are extremely beneficial to its business, its employees, and its shareholders. The proposal, therefore, is not in the best interests of the Company or you.

**The Board of Directors recommends a Vote "against" Proposal 8.**

## **PROPOSAL 9**

Mr. John Chevedden of \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*, owner of 600 shares of common stock, has informed the Company that he plans to present the following proposal at the meeting:

### **Performance Based Stock Options**

Resolved, Shareholders request that our Board of Directors adopt a policy whereby at least 75% of future equity compensation (stock options and restricted stock) awarded to senior executives is performance-based, and the performance criteria adopted by our Board is disclosed to shareowners.

"Performance-based" equity compensation is defined here as:

- (a) Indexed stock options, the exercise price of which is linked to an industry index;
- (b) Premium-priced stock options, the exercise price of which is substantially above the market price on the grant date; or