FORD MOTOR CO
Form 10-Q
April 28, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

or

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

For the transition period from _____ to _____

Commission file number 1-3950

Ford Motor Company
(Exact name of Registrant as specified in its charter)

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

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

Indicate by check mark if the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No o

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer R Accelerated filer o Non-accelerated filer o Smaller reporting company o

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

As of April 21, 2015, Ford had outstanding 3,904,504,162 shares of Common Stock and 70,852,076 shares of Class B Stock.

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FORD MOTOR COMPANY
QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended March 31, 2015

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PART I. FINANCIAL INFORMATION
ITEM 1. Financial Statements.
FORD MOTOR COMPANY AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENT
(in millions, except per share amounts)

	For the periods ended March 31,	
	2015	2014
	First Quarter (unaudited)	
Revenues		
Automotive	$31,800	$33,876
Financial Services	2,100	2,000
Total revenues	33,900	35,876
Costs and expenses		
Automotive cost of sales	28,702	31,021
Selling, administrative, and other expenses	3,609	3,372
Financial Services interest expense	647	678
Financial Services provision for credit and insurance losses	73	39
Total costs and expenses	33,031	35,110
Automotive interest expense	165	208
Automotive interest income and other income/(loss), net (Note 14)	190	214
Financial Services other income/(loss), net (Note 14)	74	68
Equity in net income of affiliated companies	437	419
Income before income taxes	1,405	1,259
Provision for/(Benefit from) income taxes (Note 16)	480	270
Net income	925	989
Less: Income/(Loss) attributable to noncontrolling interests	1	—
Net income attributable to Ford Motor Company	$924	$989
EARNINGS PER SHARE ATTRIBUTABLE TO FORD MOTOR COMPANY COMMON AND CLASS B STOCK (Note 18)		
Basic income	$0.23	$0.25
Diluted income	0.23	0.24
Cash dividends declared	0.15	0.125

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions)

	For the periods ended March 31,	
	2015	2014
	First Quarter (unaudited)	
Net income	$925	$989
Other comprehensive income/(loss), net of tax (Note 13)		

Foreign currency translation	(636)	(235)
Derivative instruments	(90)	92
Pension and other postretirement benefits	352	183
Total other comprehensive income/(loss), net of tax	(374)	40
Comprehensive income	551	1,029
Less: Comprehensive income/(loss) attributable to noncontrolling interests	1	—
Comprehensive income attributable to Ford Motor Company	$550	$1,029

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	For the periods ended March 31,	
	2015	2014
	First Quarter (unaudited)	
AUTOMOTIVE		
Revenues	$31,800	$33,876
Costs and expenses		
Cost of sales	28,702	31,021
Selling, administrative, and other expenses	2,616	2,476
Total costs and expenses	31,318	33,497
Interest expense	165	208
Interest income and other income/(loss), net (Note 14)	190	214
Equity in net income of affiliated companies	429	412
Income before income taxes — Automotive	936	797
FINANCIAL SERVICES		
Revenues	2,100	2,000
Costs and expenses		
Interest expense	647	678
Depreciation on vehicles subject to operating leases	816	706
Operating and other expenses	177	190
Provision for credit and insurance losses	73	39
Total costs and expenses	1,713	1,613
Other income/(loss), net (Note 14)	74	68
Equity in net income of affiliated companies	8	7
Income before income taxes — Financial Services	469	462
TOTAL COMPANY		
Income before income taxes	1,405	1,259
Provision for/(Benefit from) income taxes (Note 16)	480	270
Net income	925	989
Less: Income/(Loss) attributable to noncontrolling interests	1	—
Net income attributable to Ford Motor Company	$924	$989

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	March 31, 2015 (unaudited)	December 31, 2014
ASSETS		
Cash and cash equivalents	$12,368	$10,757
Marketable securities	20,732	20,393
Finance receivables, net (Note 4)	79,167	81,111
Other receivables, net	13,005	11,708
Net investment in operating leases	23,914	23,217
Inventories (Note 6)	9,519	7,866
Equity in net assets of affiliated companies	3,628	3,357
Net property	29,612	30,126
Deferred income taxes	12,939	13,639
Other assets	7,490	6,353
Total assets	$212,374	$208,527
LIABILITIES		
Payables	$22,366	$20,035
Other liabilities and deferred revenue (Note 7)	41,644	43,577
Debt (Note 9)	122,776	119,171
Deferred income taxes	525	570
Total liabilities	187,311	183,353
Redeemable noncontrolling interest (Note 10)	89	342
EQUITY		
Capital stock (Note 18)		
Common Stock, par value $.01 per share (3,958 million shares issued of 6 billion authorized)	40	39
Class B Stock, par value $.01 per share (71 million shares issued of 530 million authorized)	1	1
Capital in excess of par value of stock	21,273	21,089
Retained earnings	24,887	24,556
Accumulated other comprehensive income/(loss) (Note 13)	(20,406)	(20,032)
Treasury stock	(848)	(848)
Total equity attributable to Ford Motor Company	24,947	24,805
Equity attributable to noncontrolling interests	27	27
Total equity	24,974	24,832
Total liabilities and equity	$212,374	$208,527

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

	March 31, 2015 (unaudited)	December 31, 2014

ASSETS		
Cash and cash equivalents	$2,332	$2,094
Finance receivables, net	40,964	39,522
Net investment in operating leases	10,115	9,631
Other assets	68	27
LIABILITIES		
Other liabilities and deferred revenue	$38	$22
Debt	39,409	37,156

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	March 31, 2015 (unaudited)	December 31, 2014
ASSETS		
Automotive		
Cash and cash equivalents	$5,074	$4,567
Marketable securities	14,468	17,135
Total cash and marketable securities	19,542	21,702
Receivables, less allowances of $388 and $455	5,649	5,789
Inventories (Note 6)	9,519	7,866
Deferred income taxes	2,167	2,039
Net investment in operating leases	1,930	1,699
Other current assets	1,925	1,347
Total current assets	40,732	40,442
Equity in net assets of affiliated companies	3,490	3,216
Net property	29,493	29,795
Deferred income taxes	12,845	13,331
Other assets	3,204	2,798
Non-current receivable from Financial Services	214	497
Total Automotive assets	89,978	90,079
Financial Services		
Cash and cash equivalents	7,294	6,190
Marketable securities	6,264	3,258
Finance receivables, net (Note 4)	85,699	86,141
Net investment in operating leases	21,984	21,518
Equity in net assets of affiliated companies	138	141
Other assets	3,474	3,613
Receivable from Automotive	329	527
Total Financial Services assets	125,182	121,388
Intersector elimination	(543)	(1,024)
Total assets	$214,617	$210,443
LIABILITIES		
Automotive		
Payables	$21,161	$18,876
Other liabilities and deferred revenue (Note 7)	16,745	17,934
Deferred income taxes	285	270
Debt payable within one year (Note 9)	1,986	2,501
Current payable to Financial Services	329	527
Total current liabilities	40,506	40,108
Long-term debt (Note 9)	11,411	11,323
Other liabilities and deferred revenue (Note 7)	23,071	23,793
Deferred income taxes	298	367
Total Automotive liabilities	75,286	75,591
Financial Services		
Payables	1,205	1,159
Debt (Note 9)	109,379	105,347
Deferred income taxes	2,185	1,849
Other liabilities and deferred income (Note 7)	1,828	1,850

Payable to Automotive	214	497
Total Financial Services liabilities	114,811	110,702
Intersector elimination	(543)	(1,024)
Total liabilities	189,554	185,269
Redeemable noncontrolling interest (Note 10)	89	342
EQUITY		
Capital stock (Note 18)		
Common Stock, par value $.01 per share (3,958 million shares issued of 6 billion authorized)	40	39
Class B Stock, par value $.01 per share (71 million shares issued of 530 million authorized)	1	1
Capital in excess of par value of stock	21,273	21,089
Retained earnings	24,887	24,556
Accumulated other comprehensive income/(loss) (Note 13)	(20,406)	(20,032)
Treasury stock	(848)	(848)
Total equity attributable to Ford Motor Company	24,947	24,805
Equity attributable to noncontrolling interests	27	27
Total equity	24,974	24,832
Total liabilities and equity	$214,617	$210,443

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	For the periods ended March 31,	
	2015	2014
	First Quarter	
	(unaudited)	
Cash flows from operating activities		
Net cash provided by/(used in) operating activities	$2,413	$2,220
Cash flows from investing activities		
Capital spending	(1,800)	(1,516)
Acquisitions of finance receivables and operating leases	(12,257)	(11,646)
Collections of finance receivables and operating leases	9,251	8,983
Purchases of marketable securities	(11,711)	(15,291)
Sales and maturities of marketable securities	11,327	13,780
Settlements of derivatives	113	(72)
Other	117	100
Net cash provided by/(used in) investing activities	(4,960)	(5,662)
Cash flows from financing activities		
Cash dividends	(593)	(493)
Net changes in short-term debt	488	(1,023)
Proceeds from issuance of other debt	13,624	11,773
Principal payments on other debt	(8,686)	(8,287)
Other	(249)	18
Net cash provided by/(used in) financing activities	4,584	1,988
Effect of exchange rate changes on cash and cash equivalents	(426)	(31)
Net increase/(decrease) in cash and cash equivalents	$1,611	$(1,485)
Cash and cash equivalents at January 1	$10,757	$14,468
Net increase/(decrease) in cash and cash equivalents	1,611	(1,485)
Cash and cash equivalents at March 31	$12,368	$12,983

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	For the periods ended March 31,			
	2015		2014	
	First Quarter			
	Automotive	Financial Services	Automotive	Financial Services
	(unaudited)			
Cash flows from operating activities				
Net cash provided by/(used in) operating activities (a)	$1,006	$1,724	$2,026	$1,698
Cash flows from investing activities				
Capital spending	(1,786)	(14)	(1,506)	(10)
Acquisitions of finance receivables and operating leases (excluding wholesale and other)	—	(12,257)	—	(11,646)
Collections of finance receivables and operating leases (excluding wholesale and other)	—	9,251	—	8,983
Net change in wholesale and other receivables (b)	—	(973)	—	(2,142)
Purchases of marketable securities	(7,161)	(4,550)	(10,969)	(4,322)
Sales and maturities of marketable securities	9,785	1,542	10,341	3,439
Settlements of derivatives	70	43	47	(119)
Other	44	73	36	64
Investing activity (to)/from Financial Services (c)	39	—	11	—
Interest supplements and residual value support from Automotive (a)	—	656	—	638
Net cash provided by/(used in) investing activities	991	(6,229)	(2,040)	(5,115)
Cash flows from financing activities				
Cash dividends	(593)	—	(493)	—
Net changes in short-term debt	49	439	140	(1,163)
Proceeds from issuance of other debt	172	13,452	75	11,698
Principal payments on other debt	(778)	(7,908)	(190)	(8,097)
Other	(213)	(36)	53	(35)
Financing activity to/(from) Automotive (c)	—	(39)	—	(11)
Net cash provided by/(used in) financing activities	(1,363)	5,908	(415)	2,392
Effect of exchange rate changes on cash and cash equivalents	(127)	(299)	3	(34)
Net increase/(decrease) in cash and cash equivalents	$507	$1,104	$(426)	$(1,059)
Cash and cash equivalents at January 1	$4,567	$6,190	$4,959	$9,509
Net increase/(decrease) in cash and cash equivalents	507	1,104	(426)	(1,059)
Cash and cash equivalents at March 31	$5,074	$7,294	$4,533	$8,450

(a) Operating activities include outflows of $656 million and $638 million for the periods ended March 31, 2015 and 2014, respectively, of interest supplements and residual value support to Financial Services. Interest supplements and residual value support from Automotive to Financial Services are eliminated in the condensed consolidated statement of cash flows.

(b) Reclassified to operating activities in the condensed consolidated statement of cash flows.

(c) Eliminated in the condensed consolidated statement of cash flows.

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

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

	Equity Attributable to Ford Motor Company							
	Capital Stock	Cap. in Excess of Par Value of Stock	Retained Earnings	Accumulated Other Comprehensive Income/(Loss) (Note 13)	Treasury Stock	Total	Equity Attributable to Non-controlling Interests	Total Equity
Balance at December 31, 2014	$40	$21,089	$24,556	$ (20,032)	$(848)	$24,805	$ 27	$24,832
Net income	—	—	924	—	—	924	1	925
Other comprehensive income/(loss), net of tax	—	—	—	(374)	—	(374)	—	(374)
Common stock issued (including share-based compensation impacts)	1	184	—	—	—	185	—	185
Treasury stock/other	—	—	—	—	—	—	(1)	(1)
Cash dividends declared	—	—	(593)	—	—	(593)	—	(593)
Balance at March 31, 2015	$41	$21,273	$24,887	$ (20,406)	$(848)	$24,947	$ 27	$24,974
Balance at December 31, 2013	$40	$21,422	$23,386	$ (18,230)	$(506)	$26,112	$ 33	$26,145
Net income	—	—	989	—	—	989	—	989
Other comprehensive income/(loss), net of tax	—	—	—	40	—	40	—	40
Common stock issued (including share-based compensation impacts)	—	143	—	—	—	143	—	143
Treasury stock/other	—	(18)	—	—	—	(18)	1	(17)
Cash dividends declared	—	—	(493)	—	—	(493)	—	(493)
Balance at March 31, 2014	$40	$21,547	$23,882	$ (18,190)	$(506)	$26,773	$ 34	$26,807

The accompanying notes are part of the financial statements.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

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Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. PRESENTATION

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

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

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

Adoption of New Accounting Standards

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

Reconciliations between Consolidated and Sector Financial Statements

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

	March 31, 2015	December 31, 2014
Sector balance sheet presentation of deferred income tax assets		
Automotive sector current deferred income tax assets	$2,167	$2,039
Automotive sector non-current deferred income tax assets	12,845	13,331
Financial Services sector deferred income tax assets (a)	170	185
Total	15,182	15,555
Reclassification for netting of deferred income taxes	(2,243)	(1,916)
Consolidated balance sheet presentation of deferred income tax assets	$12,939	$13,639

Sector balance sheet presentation of deferred income tax liabilities		
Automotive sector current deferred income tax liabilities	$285	$270
Automotive sector non-current deferred income tax liabilities	298	367
Financial Services sector deferred income tax liabilities	2,185	1,849
Total	2,768	2,486
Reclassification for netting of deferred income taxes	(2,243)	(1,916)
Consolidated balance sheet presentation of deferred income tax liabilities	$525	$570

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

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 2. ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

Internal-Use Software - Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. In April 2015, the Financial Accounting Standards Board ("FASB") issued a new accounting standard that provides guidance regarding whether a cloud computing arrangement includes a software license, which would impact the accounting for such an arrangement. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Imputation of Interest - Simplifying the Presentation of Debt Issuance Costs. In April 2015, the FASB issued a new accounting standard that requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts or premiums. The new accounting standard is effective as of January 1, 2016, and early adoption is permitted. We are currently assessing the potential impact to our financial statements and financial statement disclosures.

Consolidation - Amendments to the Consolidation Analysis. In February 2015, the FASB issued a new accounting standard that makes targeted amendments to the present guidance. One of the amendments in the new standard affects the consolidation analysis performed by reporting entities that are involved with VIEs, particularly those that have decision maker or service provider fee arrangements and related-party relationships. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Extraordinary and Unusual Items - Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items. In January 2015, the FASB issued a new accounting standard that eliminates the concept of extraordinary items and their segregation from the results of ordinary operations and expands presentation and disclosure guidance to include items that are both unusual in nature and occur infrequently. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Derivatives and Hedging - Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share Is More Akin to Debt or to Equity. In November 2014, the FASB issued a new accounting standard that requires an entity to determine the nature of the host contract by considering all stated and implied substantive terms and features of the hybrid financial instrument issued in the form of a share, including any embedded derivative features being evaluated for bifurcation. The new accounting standard is effective as of January 1, 2016 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Going Concern - Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. In August 2014, the FASB issued a new accounting standard that requires management to assess if there is substantial doubt about an entity's ability to continue as a going concern for each annual and interim period. If conditions or events give rise to substantial doubt, disclosures are required. The new accounting standard is effective as of December 31, 2016 and we do not expect it to have an impact on our financial statement disclosures.

Consolidation - Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity. In August 2014, the FASB issued a new accounting standard that provides an entity the option to elect to measure the financial assets and financial liabilities of a consolidated collateralized financing entity ("CFE") at a value that is reflective of its economic interest in the CFE. The new accounting standard is effective as of January 1, 2016 and we do not expect it to have an impact on our financial statements or financial statement disclosures.

Stock Compensation - Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. In June 2014, the FASB issued a new accounting standard that requires performance targets that could be achieved after the requisite service period be treated as performance conditions that affect the vesting of the award. The new accounting standard is effective as of January 1, 2016 and we do not expect it to have an impact on our financial statements or financial statement disclosures.

Revenue - Revenue from Contracts with Customers. In May 2014, the FASB issued a new accounting standard that requires recognition of revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. The new standard supersedes virtually all present U.S. GAAP guidance on revenue recognition and requires the use of more estimates and judgments than the present standards as well as additional disclosures. The new accounting standard is effective as of January 1, 2017 and we are assessing the potential impact to our financial statements and financial statement disclosures.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 3. FAIR VALUE MEASUREMENTS

Cash equivalents, marketable securities, and derivative financial instruments are remeasured and presented on our financial statements on a recurring basis at fair value, while other assets and liabilities are measured at fair value on a nonrecurring basis. At March 31, 2015, we consolidated the assets and liabilities of our Ford Sollers Netherlands B.V. ("Ford Sollers") joint venture (see Note 17 for additional information).

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

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

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

	March 31, 2015				December 31, 2014			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Automotive Sector								
Assets								
Cash equivalents – financial instruments								
U.S. government and agencies	$—	$11	$—	$11	$—	$64	$—	$64
Non-U.S. government and agencies	—	220	—	220	—	122	—	122
Corporate debt	—	10	—	10	—	20	—	20
Total cash equivalents (a)	—	241	—	241	—	206	—	206
Marketable securities								
U.S. government and agencies	753	3,290	—	4,043	969	5,789	—	6,758
Non-U.S. government and agencies	—	6,911	—	6,911	—	7,004	—	7,004
Corporate debt	—	2,922	—	2,922	—	2,738	—	2,738
Equities	270	—	—	270	322	—	—	322
Other marketable securities	—	322	—	322	—	313	—	313
Total marketable securities	1,023	13,445	—	14,468	1,291	15,844	—	17,135
Derivative financial instruments (b)	—	1,102	—	1,102	—	517	—	517
Total assets at fair value	$1,023	$14,788	$—	$15,811	$1,291	$16,567	$—	$17,858
Liabilities								
Derivative financial instruments (b)	$—	$1,260	$6	$1,266	$—	$710	$3	$713
Total liabilities at fair value	$—	$1,260	$6	$1,266	$—	$710	$3	$713
Financial Services Sector								
Assets								
Cash equivalents – financial instruments								
Non-U.S. government and agencies	—	320	—	320	—	341	—	341

Corporate debt	—	80	—	80	—	10	—	10
Total cash equivalents (a)	—	400	—	400	—	351	—	351
Marketable securities								
U.S. government and agencies	1,151	2,855	—	4,006	17	1,251	—	1,268
Non-U.S. government and agencies	—	521	—	521	—	405	—	405
Corporate debt	—	1,706	—	1,706	—	1,555	—	1,555
Other marketable securities	—	31	—	31	—	30	—	30
Total marketable securities	1,151	5,113	—	6,264	17	3,241	—	3,258
Derivative financial instruments (b)	—	1,204	—	1,204	—	859	—	859
Total assets at fair value	$1,151	$6,717	$—	$7,868	$17	$4,451	$—	$4,468
Liabilities								
Derivative financial instruments (b)	$—	$297	$—	$297	$—	$167	$—	$167
Total liabilities at fair value	$—	$297	$—	$297	$—	$167	$—	$167

(a) Excludes time deposits, certificates of deposit, money market accounts, and other cash equivalents reported at par value on our balance sheet totaling $3.5 billion and $3.3 billion for Automotive sector and $5.1 billion and $3.8 billion for Financial Services sector at March 31, 2015 and December 31, 2014, respectively. In addition to these cash equivalents, we also had cash on hand totaling $1.4 billion and $1.1 billion for Automotive sector and $1.8 billion and $2 billion for Financial Services sector at March 31, 2015 and December 31, 2014, respectively.

(b) See Note 12 for additional information regarding derivative financial instruments.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES

Finance receivables, primarily Ford Credit, are recorded at the time of origination or purchase at fair value and are subsequently reported at amortized cost, net of any allowance for credit losses.

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

Consumer Portfolio. Receivables in this portfolio include products offered to individuals and businesses that finance the acquisition of Ford and Lincoln vehicles from dealers for personal or commercial use. Retail financing includes retail installment contracts for new and used vehicles and direct financing leases with retail customers, government entities, daily rental companies, and fleet customers.

Non-Consumer Portfolio. Receivables in this portfolio include products offered to automotive dealers. The products include:

- Dealer financing – includes wholesale loans to dealers to finance the purchase of vehicle inventory, also known as floorplan financing, as well as loans to dealers to finance working capital and improvements to dealership facilities, finance the purchase of dealership real estate, and finance other dealer programs. Wholesale financing is approximately 95% of our dealer financing
- Other financing – primarily related to the sale of parts and accessories to dealers

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

	March 31, 2015	December 31, 2014
Consumer		
Retail financing, gross	$55,227	$55,856
Less: Unearned interest supplements	(1,696)	(1,760)
Consumer finance receivables	53,531	54,096
Non-Consumer		
Dealer financing	31,421	31,340
Other financing	1,061	1,026
Non-Consumer finance receivables	32,482	32,366
Total recorded investment	$86,013	$86,462
Recorded investment in finance receivables	$86,013	$86,462
Less: Allowance for credit losses	(314)	(321)
Finance receivables, net (a)	$85,699	$86,141
Net finance receivables subject to fair value (b)	$84,023	$84,468
Fair value	85,458	85,941

(a) At March 31, 2015 and December 31, 2014, Finance receivables, net on the consolidated balance sheet were $79.2 billion and $81.1 billion, respectively. The balance is comprised of Financial Services sector finance receivables of $85.7 billion and $86.1 billion, respectively, net of $6.5 billion and $5 billion, respectively, of receivables purchased by Financial Services sector from Automotive sector, which are reclassified to Other

receivables, net.

(b) At March 31, 2015 and December 31, 2014, excludes $1.7 billion and $1.7 billion, respectively, of certain receivables (primarily direct financing leases) that are not subject to fair value disclosure requirements.

Excluded from finance receivables at March 31, 2015 and December 31, 2014, was $179 million and $191 million, respectively, of accrued uncollected interest, which we report in Other assets on the balance sheet.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)
Included in the recorded investment in finance receivables at March 31, 2015 and December 31, 2014 were consumer receivables of $25.9 billion and $24.4 billion and non-consumer receivables of $21.3 billion and $21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in our consolidated financial statements. The receivables are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay the other obligations or the claims of Ford Credit's other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions (see Note 11).

Aging

For all finance receivables, we define "past due" as any payment, including principal and interest, that is at least 31 days past the contractual due date. The recorded investment of consumer receivables greater than 90 days past due and still accruing interest was $11 million and $17 million at March 31, 2015 and December 31, 2014, respectively. The recorded investment of non-consumer receivables greater than 90 days past due and still accruing interest was de minimis and $3 million at March 31, 2015 and December 31, 2014, respectively.

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

	March 31, 2015	December 31, 2014
Consumer		
31-60 days past due	$552	$718
61-90 days past due	64	97
91-120 days past due	21	29
Greater than 120 days past due	49	52
Total past due	686	896
Current	52,845	53,200
Consumer finance receivables	53,531	54,096
Non-Consumer		
Total past due	112	117
Current	32,370	32,249
Non-Consumer finance receivables	32,482	32,366
Total recorded investment	$86,013	$86,462

Credit Quality

Consumer Portfolio. When originating all classes of consumer receivables, we use a proprietary scoring system that measures the credit quality of the receivables using several factors, such as credit bureau information, consumer credit risk scores (e.g., FICO score), and contract characteristics. In addition to our proprietary scoring system, we consider other individual consumer factors, such as employment history, financial stability, and capacity to pay.

Subsequent to origination, we review the credit quality of retail financing based on customer payment activity. As each customer develops a payment history, we use an internally-developed behavioral scoring model to assist in determining the best collection strategies which allows us to focus collection activity on higher-risk accounts. These

models are used to refine our risk-based staffing model to ensure collection resources are aligned with portfolio risk. Based on data from this scoring model, contracts are categorized by collection risk. Our collection models evaluate several factors, including origination characteristics, updated credit bureau data, and payment patterns.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)
Credit quality ratings for consumer receivables are based on aging. Refer to the aging table above.

Consumer receivables credit quality ratings are as follows:

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

Non-Consumer Portfolio. We extend credit to dealers primarily in the form of lines of credit to purchase new Ford and Lincoln vehicles as well as used vehicles. Payment is required when the dealer has sold the vehicle. Each non consumer lending request is evaluated by taking into consideration the borrower's financial condition and the underlying collateral securing the loan. We use a proprietary model to assign each dealer a risk rating. This model uses historical dealer performance data to identify key factors about a dealer that we consider most significant in predicting a dealer's ability to meet its financial obligations. We also consider numerous other financial and qualitative factors of the dealer's operations including capitalization and leverage, liquidity and cash flow, profitability, and credit history with ourselves and other creditors.

Dealers are assigned to one of four groups according to risk ratings as follows:

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

We generally suspend credit lines and extend no further funding to dealers classified in Group IV.

We regularly review our model to confirm the continued business significance and statistical predictability of the factors and update the model to incorporate new factors or other information that improves its statistical predictability. In addition, we regularly audit dealer inventory and dealer sales records to verify that the dealer is in possession of the financed vehicles and is promptly paying each receivable following the sale of the financed vehicle. The frequency of on site vehicle inventory audits depends on factors such as the dealer's risk rating and our security position. Under our policies, on-site vehicle inventory audits of low-risk dealers are conducted only as circumstances warrant. Audits of higher-risk dealers are conducted with increased frequency based on risk ratings and our security position. We perform a credit review of each dealer at least annually and adjust the dealer's risk rating, if necessary.

The credit quality of dealer financing receivables is evaluated based on our internal dealer risk rating analysis. A dealer has the same risk rating for its entire dealer financing regardless of the type of financing.

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

	March 31, 2015	December 31, 2014
Dealer Financing		
Group I	$23,906	$23,125

Group II	6,065	6,350
Group III	1,351	1,783
Group IV	99	82
Total recorded investment	$31,421	$31,340

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 4. FINANCIAL SERVICES SECTOR FINANCE RECEIVABLES (Continued)

Impaired Receivables. Impaired consumer receivables include accounts that have been rewritten or modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code that are considered to be troubled debt restructurings ("TDRs"), as well as all accounts greater than 120 days past due. Impaired non-consumer receivables represent accounts with dealers that have weak or poor financial metrics or dealer financing that has been modified in TDRs. The recorded investment of consumer receivables that were impaired at March 31, 2015 and December 31, 2014 was $396 million, or 0.7% of consumer receivables, and $415 million, or 0.8% of consumer receivables, respectively. The recorded investment of non-consumer receivables that were impaired at March 31, 2015 and December 31, 2014 was $126 million, or 0.4% of non-consumer receivables, and $105 million, or 0.3% of non-consumer receivables, respectively. Impaired finance receivables are evaluated both collectively and specifically. See Note 5 for additional information related to the development of our allowance for credit losses.

The accrual of revenue is discontinued at the time a receivable is determined to be uncollectible. Accounts may be restored to accrual status only when a customer settles all past-due deficiency balances and future payments are reasonably assured. For receivables in non-accrual status, subsequent financing revenue is recognized only to the extent a payment is received. Payments are generally applied first to outstanding interest and then to the unpaid principal balance.

A restructuring of debt constitutes a TDR if we grant a concession to a debtor for economic or legal reasons related to the debtor's financial difficulties that we otherwise would not consider. Consumer and non-consumer receivables that have a modified interest rate below market rate or that were modified in reorganization proceedings pursuant to the U.S. Bankruptcy Code, except non-consumer receivables that are current with minimal risk of loss, are considered to be TDRs. We do not grant concessions on the principal balance of our receivables. If a receivable is modified in a reorganization proceeding, all payment requirements of the reorganization plan need to be met before remaining balances are forgiven. Finance receivables involved in TDRs are specifically assessed for impairment.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 5. FINANCIAL SERVICES SECTOR ALLOWANCE FOR CREDIT LOSSES

An analysis of the allowance for credit losses related to finance receivables for the periods ended March 31 was as follows (in millions):

	First Quarter 2015		
	Consumer	Non-Consumer	Total
Allowance for credit losses			
Beginning balance	$305	$ 16	$321
Charge-offs	(80)	1	(79)
Recoveries	30	2	32
Provision for credit losses	53	(4)	49
Other (a)	(7)	(2)	(9)
Ending balance (b)	$301	$ 13	$314
Analysis of ending balance of allowance for credit losses			
Collective impairment allowance	$280	$ 12	$292
Specific impairment allowance	21	1	22
Ending balance (b)	301	13	314
Analysis of ending balance of finance receivables			
Collectively evaluated for impairment	53,135	32,356	85,491
Specifically evaluated for impairment	396	126	522
Recorded investment	53,531	32,482	86,013
Ending balance, net of allowance for credit losses	$53,230	$ 32,469	$85,699

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(a) Primarily represents amounts related to translation adjustments.
(b) Total allowance, including reserves for operating leases, was $355 million.

	First Quarter 2014		
	Consumer	Non-Consumer	Total
Allowance for credit losses			
Beginning balance	$327	$ 30	$357
Charge-offs	(75)	(2)	(77)
Recoveries	34	5	39
Provision for credit losses	23	(7)	16
Other (a)	(2)	1	(1)
Ending balance (b)	$307	$ 27	$334
Analysis of ending balance of allowance for credit losses			
Collective impairment allowance	$284	$ 24	$308
Specific impairment allowance	23	3	26
Ending balance (b)	307	27	334
Analysis of ending balance of finance receivables			

Collectively evaluated for impairment	50,116	33,012	83,128
Specifically evaluated for impairment	424	92	516
Recorded investment	50,540	33,104	83,644
Ending balance, net of allowance for credit losses	$50,233	$ 33,077	$83,310

(a) Primarily represents amounts related to translation adjustments.
(b) Total allowance, including reserves for operating leases, was $358 million.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 6. INVENTORIES

All inventories are stated at the lower of cost or market. Cost for a substantial portion of U.S. inventories is determined on a last-in, first-out ("LIFO") basis. LIFO was used for 34% and 28% of total inventories at March 31, 2015 and December 31, 2014, respectively. Cost of other inventories is determined by costing methods that approximate a first-in, first-out ("FIFO") basis.

Inventories were as follows (in millions):

	March 31, 2015	December 31, 2014
Raw materials, work-in-process, and supplies	$4,178	$3,822
Finished products	6,331	5,022
Total inventories under FIFO	10,509	8,844
LIFO adjustment	(990)	(978)
Total inventories	$9,519	$7,866

NOTE 7. OTHER LIABILITIES AND DEFERRED REVENUE

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

	March 31, 2015	December 31, 2014
Automotive Sector		
Current		
Dealer and dealers' customer allowances and claims	$7,388	$7,846
Deferred revenue	4,301	3,923
Employee benefit plans	1,328	1,994
Accrued interest	159	222
Other postretirement employee benefits ("OPEB")	379	397
Pension (a)	345	374
Other	2,845	3,178
Total Automotive other liabilities and deferred revenue	16,745	17,934
Non-current		
Pension (a)	9,049	9,721
OPEB	5,810	5,991
Dealer and dealers' customer allowances and claims	2,793	2,852
Deferred revenue	2,747	2,686
Employee benefit plans	1,142	1,149
Other	1,530	1,394
Total Automotive other liabilities and deferred revenue	23,071	23,793
Total Automotive sector	39,816	41,727
Financial Services Sector	1,828	1,850
Total Company	$41,644	$43,577

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

return assumptions are unchanged from year-end 2014.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 8. RETIREMENT BENEFITS

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

Defined Benefit Plans - Expense

The pre-tax expense for our defined benefit pension and OPEB plans for the periods ended March 31 was as follows (in millions):

	First Quarter					
	Pension Benefits					
	U.S. Plans		Non-U.S. Plans		Worldwide OPEB	
	2015	2014	2015	2014	2015	2014
Service cost	$147	$127	$135	$118	$15	$13
Interest cost	454	498	239	300	60	67
Expected return on assets	(689)	(678)	(349)	(379)	—	—
Amortization of:						
Prior service costs/(credits)	39	39	12	14	(51)	(57)
(Gains)/Losses	116	51	205	148	36	24
Separation programs/other	2	—	7	16	(1)	1
Recognition of (gains)/losses due to:						
Curtailments	—	—	—	—	—	—
Settlements	—	—	—	14	—	—
Total expense/(income)	$69	$37	$249	$231	$59	$48

Pension Plan Contributions

In 2015, we expect to contribute $1.1 billion from Automotive cash and cash equivalents to our worldwide funded pension plans (most of which are mandatory contributions), and to make about $400 million of benefit payments to participants in unfunded plans, for a total of $1.5 billion. In the first three months of 2015, we contributed about $800 million to our worldwide funded pension plans and made about $100 million of benefit payments to participants in unfunded plans.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 9. DEBT

The carrying value of debt was $122.8 billion and $119.2 billion at March 31, 2015 and December 31, 2014, respectively. The carrying value of Automotive sector and Financial Services sector debt was as follows (in millions):

Automotive Sector	March 31, 2015	December 31, 2014
Debt payable within one year		
Short-term	$425	$373
Long-term payable within one year		
U.S. Department of Energy ("DOE") Advanced Technology Vehicles Manufacturing ("ATVM") Incentive Program	591	591
European Investment Bank ("EIB") loans	665	1,187
Other debt	305	350
Total debt payable within one year	1,986	2,501
Long-term debt payable after one year		
Public unsecured debt securities	6,594	6,634
DOE ATVM Incentive Program	3,685	3,833
Other debt	1,636	1,000
Unamortized (discount)/premium	(504)	(144)
Total long-term debt payable after one year	11,411	11,323
Total Automotive sector	$13,397	$13,824
Fair value of Automotive sector debt (a)	$15,348	$15,553
Financial Services Sector		
Short-term debt		
Unsecured debt	$9,965	$9,761
Asset-backed debt	1,541	1,377
Total short-term debt	11,506	11,138
Long-term debt		
Unsecured debt		
Notes payable within one year	7,644	8,795
Notes payable after one year	46,093	43,087
Asset-backed debt		
Notes payable within one year	17,567	16,738
Notes payable after one year	25,999	25,216
Unamortized (discount)/premium	(49)	(55)
Fair value adjustments (b)	619	428
Total long-term debt	97,873	94,209
Total Financial Services sector	$109,379	$105,347
Fair value of Financial Services sector debt (a)	$111,829	$107,758

(a) The fair value of debt includes $187 million and $131 million of Automotive sector short-term debt and $10 billion and $9.8 billion of Financial Services sector short-term debt at March 31, 2015 and December 31, 2014, respectively, carried at cost, which approximates fair value. All debt is categorized within Level 2 of the fair value

hierarchy.

(b) Adjustments related to designated fair value hedges of unsecured debt.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 10. REDEEMABLE NONCONTROLLING INTEREST

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

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

NOTE 11. VARIABLE INTEREST ENTITIES

VIEs of Which We are Not the Primary Beneficiary

Certain of our joint ventures are VIEs, in which the power to direct economically significant activities is shared with the joint venture partner. Our investments in these joint ventures are accounted for as equity method investments. Our maximum exposure to any potential losses associated with these joint ventures is limited to our investment, including loans, and was $252 million and $307 million at March 31, 2015 and December 31, 2014, respectively.

VIEs of Which We are the Primary Beneficiary

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

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

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

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

Income Effect of Derivative Financial Instruments

The gains/(losses), by hedge designation, recorded in income for the periods ended March 31 were as follows (in millions):

	First Quarter	
	2015	2014
Automotive Sector		
Cash flow hedges (a)		
Reclassified from AOCI to income	$(46)	$68
Ineffectiveness	—	—
Derivatives not designated as hedging instruments		
Foreign currency exchange contracts	261	(44)
Commodity contracts	(10)	(12)
Total	$205	$12
Financial Services Sector		
Fair value hedges		
Interest rate contracts		
Net interest settlements and accruals excluded from the assessment of hedge effectiveness	$88	$69
Ineffectiveness (b)	6	5
Derivatives not designated as hedging instruments		
Interest rate contracts	(43)	(18)
Foreign currency exchange contracts	65	(5)
Cross-currency interest rate swap contracts	89	(5)
Total	$205	$46

(a) For the first quarter of 2015 and 2014, $150 million loss and a $130 million gain, respectively, were recorded in Other comprehensive income.

(b) For the first quarter of 2015 and 2014, hedge ineffectiveness reflects the net change in fair value on derivatives of $221 million gain and $105 million gain, respectively, and change in value on hedged debt attributable to the change in benchmark interest rates of $215 million loss and $100 million loss, respectively.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

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

Balance Sheet Effect of Derivative Financial Instruments

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

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

	March 31, 2015			December 31, 2014		
	Notional	Fair Value of Assets	Fair Value of Liabilities	Notional	Fair Value of Assets	Fair Value of Liabilities
Automotive Sector						
Cash flow hedges						
Foreign currency exchange and commodity contracts	$13,974	$719	$949	$15,434	$359	$517
Derivatives not designated as hedging instruments						
Foreign currency exchange contracts	16,317	378	266	12,198	157	129
Commodity contracts	656	5	51	693	1	67
Total derivative financial instruments, gross	$30,947	1,102	1,266	$28,325	517	713
Counterparty netting and collateral (a)		(952)	(952)		(463)	(463)
Total derivative financial instruments, net		$150	$314		$54	$250
Financial Services Sector						
Fair value hedges						
Interest rate contracts	$22,859	$736	$26	$23,203	$602	$38
Derivatives not designated as hedging instruments						
Interest rate contracts	59,942	233	150	56,558	168	89
Foreign currency exchange contracts	1,177	52	1	1,527	18	1
Cross-currency interest rate swap contracts	2,336	183	120	2,425	71	39
Total derivative financial instruments, gross	$86,314	1,204	297	$83,713	859	167
		(188)	(188)		(136)	(136)

Counterparty netting and collateral (a)				
Total derivative financial instruments, net	$1,016	$109	$723	$31

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

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 13. ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

The changes in the accumulated balances for each component of Accumulated other comprehensive income/(loss) attributable to Ford Motor Company for the periods ended March 31 were as follows (in millions):

	First Quarter	
	2015	2014
Foreign currency translation		
Beginning balance	$(2,348)	$(1,746)
Gains/(Losses) on foreign currency translation	(636)	(182)
Less: Tax/(Tax benefit)	—	53
Net gains/(losses) on foreign currency translation	(636)	(235)
(Gains)/Losses reclassified from AOCI to income (a)	—	—
Other comprehensive income/(loss), net of tax	(636)	(235)
Ending balance	$(2,984)	$(1,981)
Derivative instruments (b)		
Beginning balance	$(142)	$40
Gains/(Losses) on derivative instruments	(150)	130
Less: Tax/(Tax benefit)	(32)	(48)
Net gains/(losses) on derivative instruments	(118)	178
(Gains)/Losses reclassified from AOCI to income	46	(68)
Less: Tax/(Tax benefit)	18	18
Net (gains)/losses reclassified from AOCI to net income (c)	28	(86)
Other comprehensive income/(loss), net of tax	(90)	92
Ending balance	$(232)	$132
Pension and other postretirement benefits		
Beginning balance	$(17,542)	$(16,524)
Gains/(Losses) arising during the period	(769)	(13)
Less: Tax/(Tax benefit)	(269)	(3)
Net gains/(losses) arising during the period	(500)	(10)
Amortization of prior service costs/(credits) (d)	—	(4)
Amortization of (gains)/losses (d)	357	223
Recognition of (gains)/losses due to curtailments (d)	—	—
Recognition of (gains)/losses due to settlements (d)	—	14
Less: Tax/(Tax benefit)	171	67
Net amortization and (gains)/losses reclassified from AOCI to net income	186	166
Translation impact on non-U.S. plans	666	27
Other comprehensive income/(loss), net of tax	352	183
Ending balance	$(17,190)	$(16,341)
Total AOCI ending balance at March 31	$(20,406)	$(18,190)

(a) The accumulated translation adjustments related to an investment in a foreign subsidiary are reclassified to Automotive interest income and other income/(loss), net, Financial Services other income/(loss), net, or Equity in net income of affiliated companies.

(b) We expect to reclassify existing net losses of $212 million from Accumulated other comprehensive income/(loss) to Automotive cost of sales during the next twelve months as the underlying exposures are realized.

(c) Gains/(Losses) on cash flow hedges are reclassified from Accumulated other comprehensive income/(loss) to income when the hedged item affects earnings and is recognized in Automotive cost of sales. See Note 12 for additional information.

(d) These AOCI components are included in the computation of net periodic pension cost. See Note 8 for additional information.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 14. OTHER INCOME/(LOSS)

Automotive Sector

The amounts included in Automotive interest income and other income/(loss), net for the periods ended March 31 were as follows (in millions):

	First Quarter	
	2015	2014
Investment-related interest income	$45	$39
Interest income/(expense) on income taxes	(9)	26
Realized and unrealized gains/(losses) on cash equivalents and marketable securities	(27)	(33)
Gains/(Losses) on changes in investments in affiliates	—	1
Gains/(Losses) on extinguishment of debt	1	(5)
Royalty income	142	154
Other	38	32
Total	$190	$214

Financial Services Sector

The amounts included in Financial Services other income/(loss), net for the periods ended March 31 were as follows (in millions):

	First Quarter	
	2015	2014
Investment-related interest income	$18	$11
Interest income/(expense) on income taxes	(3)	(8)
Realized and unrealized gains/(losses) on cash equivalents and marketable securities	6	3
Insurance premiums earned	31	32
Other	22	30
Total	$74	$68

NOTE 15. EMPLOYEE SEPARATION ACTIONS AND EXIT AND DISPOSAL ACTIVITIES

We record costs associated with voluntary separations at the time of employee acceptance, unless the acceptance requires explicit approval by the Company. We record costs associated with involuntary separation programs when management has approved the plan for separation, the affected employees are identified, and it is unlikely that actions required to complete the separation plan will change significantly. When a plan of separation requires approval by or consultation with the relevant labor organization or government, the costs are recorded after the required approval or consultation process is complete. Costs associated with benefits that are contingent on the employee continuing to provide service are accrued over the required service period.

Automotive Sector

Business Restructuring - Europe

In October 2012, we committed to commence a transformation plan for our Europe operations. As part of this plan, we closed two manufacturing facilities in the United Kingdom in 2013 and closed our assembly plant in Genk,

Belgium at the end of 2014. The Genk closure was subject to an information and consultation process with employee representatives, which was completed in June 2013. The costs related to these closures were recorded beginning in the second quarter of 2013.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 15. EMPLOYEE SEPARATION ACTIONS AND EXIT AND DISPOSAL ACTIVITIES (Continued)

Separation-related costs (excluding pension costs), totaled $1.1 billion and were recorded in Automotive cost of sales and Selling, administrative and other expenses. These costs include both the costs associated with voluntary separation programs in the United Kingdom and involuntary employee actions at Genk, as well as payments to suppliers. The separation-related activity recorded in Other liabilities and deferred revenue, for the periods ended March 31 was as follows (in millions):

	First Quarter	
	2015	2014
Beginning balance	$730	$497
Changes in accruals	(2)	112
Payments	(437)	(22)
Foreign currency translation	(34)	1
Ending balance	$257	$588

Business Restructuring - Australia

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

Separation-related costs recorded in Automotive cost of sales and Selling, administrative and other expenses, include both the costs associated with voluntary separation programs, and involuntary employee actions in Australia. The separation-related activity recorded in Other liabilities and deferred revenue, for the period ended March 31, was as follows (in millions):

	2015
Beginning balance	$111
Changes in accruals	14
Payments	(1)
Foreign currency translation	(8)
Ending balance	$116

Our current estimate of total separation-related costs for the Australian transformation plan is approximately $200 million. The separation-related costs not yet recorded will be expensed as the employees continue to support Australia plant operations.

NOTE 16. INCOME TAXES

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

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Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 17. CHANGES IN INVESTMENTS IN AFFILIATES

Automotive Sector

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

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

On March 31, 2015, we and Sollers agreed to certain changes to the structure of the joint venture and the related shareholders' agreement to support the business in the near-term and provide a platform for future growth in this important market. The changes include Ford providing additional funding to the joint venture and gaining a controlling interest in the joint venture through the acquisition of preferred shares. As a result, effective March 31, 2015, we have consolidated the joint venture for financial reporting purposes. In addition, the partners will have future rights to purchase, or have purchased, Sollers' 50% interest in the ordinary shares of the joint venture at a value established using a pre-determined framework. Both partners will continue to work jointly to improve the business outlook for the Ford Sollers joint venture by expanding its vehicle lineup to better meet the needs of Russian customers and further investing in the localization of component manufacturing. Due to the timing of the transaction, we provisionally have measured the fair value and recognized $977 million in assets (primarily inventory and fixed assets) and $888 million in liabilities (primarily payables and debt) on our balance sheet. In addition, we recorded $89 million in a redeemable noncontrolling interest in the mezzanine section of our balance sheet, reflecting the redemption features embedded in the 50% equity interest in the joint venture that is held by Sollers. During the second quarter of 2015, we will finalize purchase accounting, using generally acceptable valuation techniques that incorporate Ford Sollers' present business plan, adjusted for market participant assumptions.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 18. CAPITAL STOCK AND EARNINGS PER SHARE

We present both basic and diluted earnings per share ("EPS") amounts in our financial reporting. Basic EPS excludes dilution and is computed by dividing income available to Common and Class B Stock holders by the weighted-average number of Common and Class B Stock outstanding for the period. Diluted EPS reflects the maximum potential dilution that could occur from our share-based compensation, including "in-the-money" stock options and unvested restricted stock units ("RSUs"). Potential dilutive shares are excluded from the calculation if they have an anti-dilutive effect in the period.

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

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

	First Quarter	
	2015	2014
Basic and Diluted Income Attributable to Ford Motor Company		
Basic income	$924	$989
Effect of dilutive 2016 Convertible Notes (a) (b)	—	12
Diluted income	$924	$1,001
Basic and Diluted Shares		
Basic shares (average shares outstanding)	3,963	3,946
Net dilutive options and unvested RSUs	38	48
Dilutive 2016 Convertible Notes (b)	—	100
Diluted shares	4,001	4,094

(a) As applicable, includes interest expense, amortization of discount, amortization of fees, and other changes in income or loss that would result from the assumed conversion.

(b) In October 2014, we elected to terminate the conversion rights of holders under the 2016 Convertible Notes in accordance with their terms effective as of the close of business on November 20, 2014. On November 21, 2014, we redeemed for cash the remaining outstanding 2016 Convertible Notes.

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 19. SEGMENT INFORMATION

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

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

Key operating data for our business segments for the periods ended or at March 31 were as follows (in millions):

	Automotive Sector Operating Segments					Reconciling Items		
	North America	South America	Europe	Middle East & Africa	Asia Pacific	Other Automotive	Special Items	Total
First Quarter 2015								
Revenues	$20,040	$1,513	$6,918	$1,057	$2,272	$—	$—	$31,800
Income/(Loss) before income taxes	1,340	(189)	(185)	79	103	(212)	—	936
Total assets at March 31	59,844	4,922	14,884	1,209	9,119	—	—	89,978
First Quarter 2014								
Revenues	$20,445	$1,891	$7,754	$1,155	$2,631	$—	$—	$33,876
Income/(Loss) before income taxes	1,500	(510)	(194)	54	291	(222)	(122)	797
Total assets at March 31	59,656	7,071	15,898	1,264	8,622	—	—	92,511

	Financial Services Sector				Company	
	Operating Segment	Reconciling Items				
	Ford Credit	Other	Elims	Total	Elims (a)	Total
First Quarter 2015						
Revenues	$2,197	$—	$(97)	$2,100	$—	$33,900
Income/(Loss) before income taxes	483	(14)	—	469	—	1,405
Total assets at March 31	126,375	2	(1,195)	125,182	(2,786)	212,374
First Quarter 2014						
Revenues	$2,076	$35	$(111)	$2,000	$—	$35,876
Income/(Loss) before income taxes	499	(37)	—	462	—	1,259
Total assets at March 31	118,364	340	(1,156)	117,548	(2,977)	207,082

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

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES

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

Guarantees and Indemnifications

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

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

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

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

	March 31, 2015	December 31, 2014
Maximum potential payments	$595	$592
Carrying value of recorded liabilities related to guarantees and limited indemnities	17	17

Litigation and Claims

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

loss of government incentives, assessments, or other relief, which, if granted, would require very large expenditures.

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

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

Item 1. Financial Statements (Continued)

FORD MOTOR COMPANY AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS

NOTE 20. COMMITMENTS AND CONTINGENCIES (Continued)

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

For the remaining matters, where our historical experience with similar matters is of more limited value (i.e., "non pattern matters"), we evaluate the matters primarily based on the individual facts and circumstances. For non pattern matters, we evaluate whether there is a reasonable possibility of a material loss in excess of any accrual that can be estimated. Our estimate of reasonably possible loss in excess of our accruals for all material matters currently reflects indirect tax and customs matters, for which we estimate the aggregate risk to be a range of up to about $2.5 billion.

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

Warranty and Field Service Actions

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

Warranty and field service actions obligations accounted for in Other liabilities and deferred revenue for the periods ended March 31 were as follows (in millions):

	First Quarter	
	2015	2014
Beginning balance	$4,785	$3,927
Payments made during the period	(576)	(578)
Changes in accrual related to warranties issued during the period	463	502
Changes in accrual related to pre-existing warranties	173	456
Foreign currency translation and other	(145)	(8)
Ending balance	$4,700	$4,299

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

Report of Independent Registered Public Accounting Firm

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

We have reviewed the accompanying consolidated balance sheet of Ford Motor Company and its subsidiaries as of March 31, 2015, and the related consolidated statements of income and comprehensive income for the three-month periods ended March 31, 2015 and 2014 and the condensed consolidated statement of cash flows and the consolidated statement of equity for the three-month periods ended March 31, 2015 and 2014. These interim financial statements are the responsibility of the Company's management.

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

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

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

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

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Detroit, Michigan
April 28, 2015

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

RESULTS OF OPERATIONS

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

	First Quarter 2015 (Mils.)	Better/(Worse) 2014 (Mils.)	Memo: Full Year 2014 (Mils.)
Income			
Pre-tax results (excl. special items)	$1,405	$ 24	$6,282
Special items	—	122	(1,940)
Pre-tax results (incl. special items)	1,405	146	4,342
(Provision for)/Benefit from income taxes	(480)	(210)	(1,156)
Net income	925	(64)	3,186
Less: Income/(Loss) attributable to noncontrolling interests	1	1	(1)
Net income attributable to Ford	$924	$ (65)	$3,187

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

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

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

	First Quarter 2014 (Mils.)	Memo: Full Year 2014 (Mils.)
Personnel and Dealer-Related Items		
Separation-related actions (a)	$(122)	$(685)
Other Items		
Venezuela accounting change	—	(800)
Ford Sollers equity impairment	—	(329)
2016 Convertible Notes settlement	—	(126)
Other	—	—
Total Other Items	—	(1,255)

Total Special Items	$(122)	$(1,940)

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

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Discussion of Automotive sector, Financial Services sector, and Company results of operations below is on a pre-tax basis and excludes special items unless otherwise specifically noted. References to records by Automotive segments—North America, South America, Europe, Middle East & Africa, and Asia Pacific—are since at least 2000 when we began reporting specific business unit results.
The chart below shows first quarter 2015 pre-tax results by sector:

Both of our sectors -- Automotive and Financial Services -- contributed to the Company's first quarter 2015 pre-tax profit and both improved compared with the first quarter and fourth quarter of 2014.

AUTOMOTIVE SECTOR

Definitions and calculations used in this report include:

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

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

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

- SAAR - seasonally adjusted annual rate

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

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

- Market Factors:

Volume and Mix - primarily measures profit variance from changes in wholesale volumes (at prior-year average margin per unit) driven by changes in industry volume, market share, and dealer stocks, as well as the profit variance resulting from changes in product mix, including mix among vehicle lines and mix of trim levels and options within a vehicle line

Net Pricing - primarily measures profit variance driven by changes in wholesale prices to dealers and marketing incentive programs such as rebate programs, low-rate financing offers, and special lease offers

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

- Structural Costs - primarily measures profit variance driven by absolute change in cost categories that typically do not have a directly proportionate relationship to production volume. Structural costs include the following cost categories:

Manufacturing and Engineering - consists primarily of costs for hourly and salaried manufacturing- and engineering-related personnel, plant overhead (such as utilities and taxes), new product launch expense, prototype materials, and outside engineering services

Spending-Related - consists primarily of depreciation and amortization of our manufacturing and engineering assets, but also includes asset retirements and operating leases

Advertising and Sales Promotions - includes costs for advertising, marketing programs, brand promotions, customer mailings and promotional events, and auto shows

Administrative and Selling - includes primarily costs for salaried personnel and purchased services related to our staff activities and selling functions, as well as associated information technology costs

Pension and OPEB - consists primarily of past service pension costs and other postretirement employee benefit costs

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

- Net Interest and Other

Net Interest - primarily measures profit variance driven by changes in our Automotive sector's centrally-managed net interest, which consists of interest expense, interest income, fair market value adjustments on our cash equivalents and marketable securities portfolio (excluding our investment in Mazda), and other adjustments

Other - items not included in the causal factors defined above

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Total Automotive. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

For the full year, we expect to achieve strong top-line growth in the Automotive sector as we leverage a growing global industry, as well as improve our global market share on the strength of our 24 product launches last year and the 15 we have planned for 2015. We also have more capacity coming on line in Asia Pacific in the second half that will drive incremental volume and revenue.

We also expect improvements to the bottom line, specifically higher Automotive operating margin and strong growth in Automotive pre-tax profit, driven by North America and Asia Pacific, with improved results in Europe and South America as well. We continue to expect most of the Company's improvement to occur in the second half.

For the first quarter, we estimate that global industry SAAR, shown on the lower left, was 87.5 million units, up 1% from a year ago, and we grew our global market share to 7%. Wholesale volume was down slightly from a year ago due to the effects of major product launches which contributed to lower dealer stock increases and constrained our share growth.

Our revenue was down 6% due to the unfavorable exchange effects of the strong U.S. dollar on international operations, as well as the lower volume.

We are pleased that our operating margin improved – which, at 3.6%, was up two-tenths of a percentage point, and that our Automotive pre-tax profit of $936 million was essentially unchanged from a year ago.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

As shown above, our unchanged Automotive pre-tax profit was the result of higher net pricing, favorable exchange, and favorable mix; higher costs and lower volume were offsets. The strong net pricing mainly reflects new products in North and South America, as well as partial recovery in South America of the adverse operating effects of the region's weaker currencies and high local inflation.

The non-repeat of unfavorable balance sheet exchange effects last year, primarily in Venezuela and Argentina, explains most of the favorable exchange.

The good news on mix came from North America, primarily Super Duty, and Europe, primarily Transit and Mondeo.

The higher costs are driven principally by three factors: the effects of new products launched since the first quarter of 2014; new plants in Asia Pacific launched over the past year or to be launched later this year; and investments for future new products and capacity to support our growth beyond 2015.

North America was the major driver of the lower volume due to product launch effects.

As shown below the chart, Automotive pre-tax profit improved over the fourth quarter of 2014 because of lower costs and favorable exchange.

Total costs and expenses for our Automotive sector in the first quarter of 2015 and 2014 were $31.3 billion and $33.5 billion, respectively, a difference of $2.2 billion. An explanation of these changes is shown below (in billions):

Explanation of change:	First Quarter 2015 Lower/(Higher) 2014
Volume and mix, exchange, and other	$ 3.0
Contribution costs	
Material excluding commodities	(0.6)
Commodities	—
Warranty/Freight/Other	0.3
Structural costs	(0.6)
Special items	0.1
Total	$ 2.2

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Results by Automotive Segment. Details by segment of Income before income taxes are shown below for the first quarter of 2015.

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

Previously, we had guided that we expected Automotive net interest expense to be equal to or higher than last year's expense of $583 million. We now expect full year expense to be about $650 million, including the impact of the external debt of our Russia operation, Ford Sollers, which was fully consolidated as of March 31, 2015, along with incremental funding in Brazil.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

North America Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

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

In the quarter, wholesale volume and revenue were down 5% and 2% from a year ago, respectively. The lower wholesale volume reflects launch-related declines of about 40% for F-150 and over 50% for Edge; all other vehicles were up 7%. The declines for F-150 and Edge resulted in lower U.S. market share, which was down six-tenths of a percentage point, to 14.7%, as well as lower stock increases this year than in 2014. Higher industry sales, reflecting a U.S. SAAR of 17.1 million units, were a partial offset.

Our lower revenue was driven by the lower wholesale volume, as well as the adverse effect on our revenue in Canada and Mexico of the strong U.S. dollar; this was offset largely by higher net pricing and favorable mix.
North America operating margin was 6.7%, down six-tenths of a percentage point from last year, and pre-tax profit was $1.3 billion, down $160 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Lower volume for F-150 and Edge due to their launches explains North America's lower pre-tax profit in the first quarter. All other factors essentially offset one another.

We expect results in North America to improve substantially over the balance of the year as we benefit from a full supply of F-150 and Edge, as well as other new products we have yet to launch, including Explorer and MKX. As shown below the chart, North America pre-tax profit declined compared with fourth quarter due to higher costs and lower volume.

We continue to expect North America to be strongly profitable this year, at a level that will exceed last year's result. We are increasing our operating margin guidance from 8% to 9% to 8.5% to 9.5%. This reflects our strong confidence in the F-150 and our positive view of the product's impact on our business now that the launch is successfully behind us. We also expect the recently launched Mustang, Transit, and Edge to continue to perform strongly, and we are excited about the upcoming launches of Explorer and MKX.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

South America Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

The business environment in South America has deteriorated beyond our expectations, with negative GDP growth, continued high inflation, and further currency weakness across the region. The industry pricing environment is also difficult, particularly in Brazil, with actions taken to date generally lagging the combined adverse effects of the weaker currencies and high local inflation. Our strategy of replacing legacy products with One Ford products is bearing fruit. The new Ka is improving our market share in the region, which, at 9.7%, was up a strong 1.1 percentage points. In Brazil, EcoSport and Fusion continue to lead their segments and, as a result of the success of the F-Series and Cargo, Ford led the light and semi-light truck segments in the first quarter of 2015.

As we continue to sustain a strong product line-up, our team in South America also is focused on finding other revenue opportunities, reducing costs, matching production to real demand, and increasing local content to mitigate further the adverse effects of the weak local currencies.

In the first quarter of 2015, our wholesale volume and revenue decreased from a year ago by 3% and 20%, respectively. Our lower volume resulted from a 1.1 million unit decline in industry SAAR, reflecting the impact of Brazil's weaker economy and Argentina import restrictions. Our revenue decline resulted from the weaker currencies and unfavorable volume and mix.

Operating margin was negative 12.5%, a significant improvement from a year ago, while pre-tax loss was $189 million, an improvement of $321 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

South America's profit improvement was due to favorable exchange, most of which reflects the non-repeat of last year's unfavorable balance sheet exchange effects of $310 million in Venezuela.

Although volume was effectively unchanged, we were able to offset the effect of lower industry volume by growing our market share.

As shown below the chart, the first quarter 2015 loss was about the same as fourth quarter 2014.

For the full year, we continue to expect our pre-tax loss to improve from 2014, but the loss now will be greater than we had expected due to the more difficult external environment.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Europe Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

In Europe, we are continuing to implement our transformation plan focused on product, brand, and cost. We confirmed earlier this month our commitment to the Russian market, where we agreed to certain changes with our partner Sollers that will allow both parties to continue to support the Ford Sollers joint venture in the near term while providing a platform for future growth in this important market. As a result of these changes, we consolidated our Russian operations as of March 31, 2015. This had no effect on first quarter earnings.

In the first quarter, our Europe 20 market share improved two-tenths of a percentage point, to 8.2%. The success of our full line of Transit vehicles and continued strong performance of our Ranger compact pick-up contributed to a 2.8 percentage point improvement in our commercial vehicle share, to 13.3%. In the first quarter of 2015, Ford was the leading commercial brand in Europe 20.

In the first quarter of 2015, Europe wholesale volume improved 2% from a year ago, while revenue declined 11%. The higher volume resulted from a 1.2 million unit increase in the Europe 20 SAAR, which was 15.7 million units, as well as from Ford's higher market share. This was offset largely by the non-repeat of last year's dealer stock increase.

The strong U.S. dollar explains our lower revenue. Europe's operating margin was negative 2.7%, down two-tenths of a percentage point from a year ago, and the pre-tax loss was $185 million, about unchanged.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Europe's first quarter 2015 pre-tax results were about the same as last year, but there was variability among the factors.

Higher industry, share, and favorable mix were offset partially by the non-repeat of last year's stock increase.

The lower net pricing was driven, in part, by the aging of selected vehicle lines, but a portion also resulted from higher incentive activity in the United Kingdom and Switzerland. This was driven, in part, by more competitive activity triggered by a stronger pound sterling and Swiss franc versus the euro that made sales in the these two markets more attractive.

In total, costs were about flat, including the impact of lower discount rates on pension expense.

As shown below the chart, first quarter 2015 pre-tax results improved from the fourth quarter of 2014 due to favorable market factors, lower costs, and favorable exchange.

For the full year, we continue to expect Europe's pre-tax loss to improve from 2014, including the consolidation of Ford Sollers.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Middle East & Africa Segment. The following chart details first quarter key metrics.

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

In the first quarter of 2015, wholesale volume and revenue declined 8% compared with the first quarter of 2014. Lower volume is a result of unfavorable changes in dealer stocks, while the lower revenue reflects the lower volume as well as the impact of the stronger U.S. dollar.

Operating margin for the first quarter of 2015 was 7.5%, 2.8 percentage points higher than a year ago, and pre-tax profit was $79 million, an improvement of $25 million. This was driven by favorable exchange.

For the full year, we now expect Middle East & Africa to deliver about breakeven results, an improvement from our prior guidance of a loss somewhat larger than 2014.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Asia Pacific Segment. The following two charts detail first quarter key metrics and the change in first quarter 2015 pre-tax results compared with first quarter 2014 by causal factor.

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

We expect Asia Pacific to have a strong year, with top- and bottom-line results improving substantially in the second half versus the first half due to added capacity and new products to be launched from the middle of the year, notably the three-row Edge, the all-new Taurus, Figo, the all-new Everest, refreshed Ranger, and the all-new MKX.

As shown on the left, our first quarter wholesale volume was up 5% compared with a year ago, while our net revenue, which excludes our China joint ventures, declined 14%. Our China wholesale volume, which is not shown, was up 10% in the quarter. This reflects, in part, strong market reception to the all-new Escort, as well as Lincoln, which is off to an encouraging start, with several of our China dealers already among the brand's highest-volume dealers globally.

Our higher volume in the region was driven by a favorable change in dealer stocks, including recovery of stocks to targeted levels. We estimate first quarter SAAR for the region at 38.9 million units, unchanged from a year ago, although we did see signs of slowing growth in China during the quarter.

Our first quarter market share for the region, at 3.4%, and our China market share, at 4.5%, were both equal to first quarter records set last year. Our lower revenue was a result of the lower volume from our consolidated operations, as well as weaker currencies. Operating margin was 4.5%, down 6.6 percentage points from a year ago, and pre-tax profit was $103 million, down $188 million.

Our China joint ventures contributed $360 million to pre-tax profit this quarter, reflecting our equity share of their after-tax earnings.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The decline in first quarter 2015 pre-tax profit compared with the first quarter of 2014, is primarily explained by higher structural costs. This reflects costs related to our plans to introduce 18 new vehicles in 2015 and to bring online new capacity with four new plants. We'll see volume and revenue benefits of these investments in the second half of the year.

For the full year, we continue to expect Asia Pacific pre-tax profit to be higher than 2014, with most of the improvements occurring in the second half consistent with the launch timing of new capacity and products.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

FINANCIAL SERVICES SECTOR

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

- Volume and Mix:

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

Mix primarily measures changes in net financing margin driven by period over period changes in the composition of Ford Credit's average managed receivables by product and by country or region.

- Financing Margin:

Financing margin variance is the period-to-period change in financing margin yield multiplied by the present period average receivables at prior period exchange rates. This calculation is performed at the product and country level and then aggregated. Financing margin yield equals revenue, less interest expense and scheduled depreciation for the period, divided by average receivables for the same period.

Financing margin changes are driven by changes in revenue and interest expense. Changes in revenue are primarily driven by the level of market interest rates, cost assumptions in pricing, mix of business, and competitive environment. Changes in interest expense are primarily driven by the level of market interest rates, borrowing spreads, and asset-liability management.

- Credit Loss:

Credit loss measures changes in the provision for credit losses at prior period exchange rates. For analysis purposes, management splits the provision for credit losses primarily into net charge-offs and the change in the allowance for credit losses.

Net charge-off changes are primarily driven by the number of repossessions, severity per repossession, and recoveries. Changes in the allowance for credit losses are primarily driven by changes in historical trends in credit losses and recoveries, changes in the composition and size of Ford Credit's present portfolio, changes in trends in historical used vehicle values, and changes in economic conditions. For additional information on the allowance for credit losses, refer to the "Critical Accounting Estimates - Allowance for Credit Losses" section of Item 7 of Part II of our 2014 Form 10-K Report.

- Lease Residual:

Lease residual measures changes to residual performance at prior period exchange rates. For analysis purposes, management splits residual performance primarily into residual gains and losses, and the change in accumulated supplemental depreciation.

Residual gain and loss changes are primarily driven by the number of vehicles returned to Ford Credit and sold, and the difference between the auction value and the depreciated value of the vehicles sold. Changes in accumulated supplemental depreciation are primarily driven by changes in Ford Credit's estimate of the number of vehicles that will be returned to it and sold, and changes in the estimate of the expected auction value at the end of the lease term. For additional information on accumulated supplemental depreciation, refer to the "Critical Accounting Estimates - Accumulated Depreciation on Vehicles Subject to Operating Leases" section of Item 7 of Part II of our 2014 Form 10-K Report.

- Exchange:

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

- Other:

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

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

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

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

In the first quarter, Ford Credit continued to demonstrate solid growth supporting Ford, including the launch of operations in India. Origination practices continue to be consistent, and costs remain well controlled and in line with expectations.

In the first quarter, Ford Credit's pre-tax profit was largely unchanged from a year ago. Favorable volume and mix primarily reflects higher consumer finance receivables globally and an increase in leasing in North America. Lower portfolio pricing drove the lower financing margin. And the higher credit losses in the first quarter of 2015 primarily reflect the non-repeat of reserve releases that occurred in the first quarter of 2014.

As shown below the chart, favorable lease residual performance due to higher auction values in North America contributed to the higher pre-tax profit compared with the fourth quarter of 2014.

For the full year, we continue to expect Ford Credit pre-tax profit to be equal to or higher than 2014, year-end managed receivables of $123 billion to $128 billion, and distributions of about $250 million. We now expect managed leverage at the upper end of our range of 8 to 9 to 1 in the near term because of the translation impact of the strong U.S. dollar.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

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

	March 31, 2015	December 31, 2014
Net Receivables		
Finance receivables - North America		
Consumer - Retail financing	$43.7	$44.1
Non-Consumer		
Dealer financing (a)	22.5	22.5
Other	0.9	1.0
Total finance receivables - North America (b)	67.1	67.6
Finance receivables - International		
Consumer - Retail financing	11.5	11.8
Non-Consumer		
Dealer financing (a)	9.5	9.3
Other	0.4	0.3
Total finance receivables - International (b)	21.4	21.4
Unearned interest supplements	(1.7)	(1.8)
Allowance for credit losses	(0.3)	(0.3)
Finance receivables, net	86.5	86.9
Net investment in operating leases (b)	22.0	21.5
Total net receivables	$108.5	$108.4
Managed Receivables		
Total net receivables	$108.5	$108.4
Unearned interest supplements and residual support	3.8	3.9
Allowance for credit losses	0.4	0.4
Other, primarily accumulated supplemental depreciation	0.2	0.1
Total managed receivables	$112.9	$112.8

(a) Dealer financing primarily includes wholesale loans to dealers to finance the purchase of vehicle inventory.

(b) At March 31, 2015 and December 31, 2014, includes consumer receivables before allowance for credit losses of $25.9 billion and $24.4 billion, respectively, and non-consumer receivables before allowance for credit losses of $21.3 billion and $21.8 billion, respectively, that have been sold for legal purposes in securitization transactions but continue to be reported in Ford Credit's financial statements. In addition, at March 31, 2015 and December 31, 2014, includes net investment in operating leases before allowance for credit losses of $10.1 billion and $9.6 billion, respectively, that have been included in securitization transactions but continue to be reported in Ford Credit's financial statements. The receivables and net investment in operating leases are available only for payment of the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions; they are not available to pay Ford Credit's other obligations or the claims of its other creditors. Ford Credit holds the right to receive the excess cash flows not needed to pay the debt issued by, and other obligations of, the securitization entities that are parties to those securitization transactions.

Managed receivables at March 31, 2015 were unchanged from year end 2014. Ford Credit had growth in all products in all geographic segments, which was offset by the exchange rate impact of a strong U.S. dollar.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

LIQUIDITY AND CAPITAL RESOURCES

Automotive Sector

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

We assess the appropriate long-term target for total Automotive liquidity, comprised of Automotive gross cash and the revolving credit facility, to be about $30 billion, which is an amount we believe is sufficient to support our business priorities and to protect our business. Our Automotive gross cash and Automotive liquidity targets could be reduced over time based on improved operating performance and changes in our risk profile.
For a discussion of risks to our liquidity, see "Item 1A. Risk Factors," in our 2014 Form 10-K Report, as well as Note 20 of the Notes to the Financial Statements, regarding commitments and contingencies that could impact our liquidity.

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

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

	March 31, 2015	December 31, 2014	March 31, 2014
Cash and cash equivalents	$5.1	$4.6	$4.5
Marketable securities	14.4	17.1	20.7
Total cash and marketable securities	19.5	21.7	25.2
Securities-in-transit (a)	—	—	—
Automotive gross cash	$19.5	$21.7	$25.2

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

Our cash, cash equivalents, and marketable securities are held primarily in highly liquid investments, which provide for anticipated and unanticipated cash needs. Our cash, cash equivalents, and marketable securities primarily include U.S. Department of Treasury obligations, federal agency securities, bank time deposits with investment-grade institutions, corporate investment-grade securities, commercial paper rated A-1/P-1 or higher, and debt obligations of a select group of non-U.S. governments, non-U.S. governmental agencies, and supranational institutions. The average maturity of these investments ranges from about 90 days to up to about one year, and is adjusted based on market conditions and liquidity needs. We monitor our cash levels and average maturity on a daily basis. Of our total Automotive gross cash at March 31, 2015, 86% was held by consolidated entities domiciled in the United States.

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

	March 31, 2015	December 31, 2014	March 31, 2014
Automotive gross cash	$19.5	$21.7	$25.2

Available credit lines			
Revolving credit facility, unutilized portion	10.1	10.1	10.7
Local lines available to foreign affiliates, unutilized portion	0.6	0.6	0.7
Automotive liquidity	$30.2	$32.4	$36.6

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

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

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

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

	First Quarter	
	2015	2014
Automotive gross cash at end of period	$19.5	$25.2
Automotive gross cash at beginning of period	21.7	24.8
Change in Automotive gross cash	$(2.2)	$0.4
Automotive pre-tax profits (excluding special items)	$0.9	$0.9
Capital spending	(1.8)	(1.5)
Depreciation and tooling amortization	1.1	1.0
Changes in working capital (a)	0.8	1.7
Other/Timing differences (b)	(0.5)	(0.9)
Automotive operating-related cash flows	0.5	1.2
Separation payments	(0.4)	—
Net receipts from Financial Services sector (c)	—	0.2
Other (mainly purchase of Mazda's interest in AAI)	(0.3)	—
Cash flow before other actions	(0.2)	1.4
Changes in debt	(0.6)	—
Funded pension contributions	(0.8)	(0.5)
Dividends/Other items	(0.6)	(0.5)
Change in Automotive gross cash	$(2.2)	$0.4

(a) Working capital comprised of changes in receivables, inventory, and trade payables.

(b) Primarily expense and payment timing differences for items such as pension and OPEB, compensation, marketing, warranty, and timing differences between unconsolidated affiliate profits and dividends received. Also includes other factors, such as the impact of tax payments and vehicle financing activities between Automotive and FSG sectors.

(c) Primarily distributions from Ford Holdings (Ford Credit's parent) and tax payments received from Ford Credit.

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

In the first quarter of 2015, we had a higher than normal level of non-operating related cash outflows associated with separation payments, the one-time payment for Mazda's interest in AAI (our former joint venture vehicle assembly plant in Michigan), debt repayments, and pension contributions. For the balance of the year, AAI will not repeat and quarterly cash outflows related to separation and debt payments and pension contributions will be, on average, much lower.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

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

	First Quarter		Memo: Full Year
	2015	2014	2014
Net cash provided by/(used in) operating activities	$1.0	$2.0	$8.8
Items included in operating-related cash flows			
Capital spending	(1.8)	(1.5)	(7.4)
Proceeds from the exercise of stock options	0.1	0.1	0.2
Net cash flows from non-designated derivatives	0.1	—	0.2
Items not included in operating-related cash flows			
Separation payments	0.4	—	0.2
Funded pension contributions	0.8	0.5	1.5
Tax refunds, tax payments, and tax receipts from affiliates	—	(0.2)	(0.2)
Other	(0.1)	0.3	0.3
Operating-related cash flows	$0.5	$1.2	$3.6

Credit Agreement. Lenders under our Second Amended and Restated Credit Agreement dated as of April 30, 2014 (the "revolving credit facility") have commitments to us totaling $12.2 billion, with about $9 billion maturing on April 30, 2019 and about $3 billion maturing on April 30, 2017. We have allocated $2 billion of commitments to Ford Credit on an irrevocable and exclusive basis to support its liquidity. Any borrowings by Ford Credit under the revolving credit facility would be guaranteed by us.

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

At March 31, 2015, the utilized portion of the revolving credit facility was $57 million, representing amounts utilized as letters of credit.

Although not yet complete, we are in the process of amending our revolving credit facility. When complete, we would expect the total facility to increase to $13.4 billion and the respective maturity dates to be extended by one year. The amendment would also provide for two new sub-facilities denominated in Brazilian real and Chinese renminbi, respectively. When completed, we intend to allocate the commitments under the renminbi sub-facility (initially the equivalent of $1 billion) to Ford Credit, in addition to the $2 billion of commitments we previously allocated to Ford Credit, on an irrevocable and exclusive basis. The closing will occur during the second quarter of 2015.

Other Automotive Credit Facilities. At March 31, 2015, we had $756 million of local credit facilities available to non-U.S. Automotive affiliates, of which $165 million had been utilized.

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

	March 31, 2015	December 31, 2014
Automotive gross cash	$19.5	$21.7

Less:		
Long-term debt	11.4	11.3
Debt payable within one year	2.0	2.5
Total debt	13.4	13.8
Net cash	$6.1	$7.9

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Total Automotive debt at March 31, 2015 was $400 million lower than it was at December 31, 2014. The reduction primarily reflects debt repayments, offset partially by the addition of the external debt of our Ford Sollers joint venture as a result of the consolidation of the joint venture on March 31, 2015. See Note 17 of the Notes to Financial Statements for further information about the consolidation of Ford Sollers.

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

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

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

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

Financial Services Sector

Ford Credit

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

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

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

	Public Term Funding Plan 2015			
	Full-Year Forecast	Through April 27	Full-Year 2014	Full-Year 2013
Unsecured	$ 12-15	$5	$13	$11
Securitizations (a)	13-16	5	15	14
Total	$ 25-31	$10	$28	$25

(a) Includes Rule 144A offerings.

Through April 27, 2015, Ford Credit completed about $10 billion of funding in the public term markets, split about equally between unsecured debt and asset-backed security ("ABS") transactions. Ford Credit completed its second ABS

transaction in China of 3 billion renminbi. This transaction is a significant step in Ford Credit's continued progress of implementing its funding strategy to be more capital markets focused.

For 2015, the forecasted ranges are unchanged from prior guidance.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

The following chart shows the trends in funding for Ford Credit's managed receivables:

At the end of the first quarter of 2015, managed receivables were $113 billion, and Ford Credit ended the quarter with about $13 billion in cash. Securitized funding was 40% of managed receivables.

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

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

	March 31, 2015	December 31, 2014
Liquidity Sources		
Cash (a)	$13.0	$8.9
Committed ABS lines (b)	31.9	33.7
FCE/Other unsecured credit facilities	1.6	1.6
Ford revolving credit facility allocation	2.0	2.0
Total liquidity sources	$48.5	$46.2
Utilization of Liquidity		
Securitization cash (c)	$(2.6)	$(2.4)
Committed ABS lines	(15.8)	(15.3)
FCE/Other unsecured credit facilities	(0.4)	(0.4)
Ford revolving credit facility allocation	—	—
Total utilization of liquidity	(18.8)	(18.1)
Gross liquidity	29.7	28.1
Adjustments (d)	(1.8)	(1.6)
Net liquidity available for use	$27.9	$26.5

(a) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).

(b) Committed ABS lines are subject to availability of sufficient assets and ability to obtain derivatives to manage interest rate risk.

(c) Used only to support on-balance sheet securitization transactions.

(d) Adjustments include other committed ABS lines in excess of eligible receivables and certain cash within FordREV available through future sales of receivables.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

As of March 31, 2015, Ford Credit's liquidity remains strong at $27.9 billion, an increase of $1.4 billion from year end 2014. Ford Credit's sources of liquidity include cash, committed asset-backed lines, unsecured credit facilities, and the corporate revolver allocation.

As of March 31, 2015, Ford Credit's liquidity sources including cash totaled $48.5 billion, up $2.3 billion from year end, reflecting higher cash balances to meet Ford Credit's near-term debt maturities. Ford Credit is focused on maintaining a strong liquidity position to meet its business and funding requirements through economic cycles.

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

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

	March 31, 2015	December 31, 2014
Total debt (a)	$109.1	$105.0
Equity	11.2	11.4
Financial statement leverage (to 1)	9.8	9.2

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

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

	March 31, 2015	December 31, 2014
Total debt (a)	$109.1	$105.0
Adjustments for cash (b)	(13.0)	(8.9)
Adjustments for derivative accounting (c)	(0.7)	(0.4)
Total adjusted debt	$95.4	$95.7
Equity	$11.2	$11.4
Adjustments for derivative accounting (c)	(0.4)	(0.4)
Total adjusted equity	$10.8	$11.0
Managed leverage (to 1) (d)	8.8	8.7

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

(b) Cash, cash equivalents, and marketable securities (excludes marketable securities related to insurance activities).

(c) Primarily related to market valuation adjustments to derivatives due to movements in interest rates. Adjustments to debt are related to designated fair value hedges and adjustments to equity are related to retained earnings.

(d) Equals total adjusted debt over total adjusted equity.

Ford Credit plans its managed leverage by considering prevailing market conditions and the risk characteristics of its business. At March 31, 2015, Ford Credit's managed leverage was 8.8:1, compared with 8.7:1 at December 31, 2014.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Total Company

Equity. At March 31, 2015, Total equity attributable to Ford Motor Company was $24.9 billion, an increase of $142 million compared with December 31, 2014. The increase primarily reflects favorable changes in Retained earnings of $331 million related to first quarter 2015 Net income attributable to Ford Motor Company of $924 million, net of cash dividends declared of $593 million; favorable changes in Capital in excess of par value of stock of $184 million related to compensation-related equity issuances; offset by unfavorable changes in Accumulated other comprehensive income/(loss) of $374 million.

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

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

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

There have been no rating actions taken by these NRSROs since the filing of our 2014 Form 10-K.

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

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

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

PRODUCTION VOLUMES

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

2015

	First Quarter Actual		Second Quarter Forecast	
	Units	O/(U) 2014	Units	O/(U) 2014
North America	723	(51)	815	13
South America	102	8	95	(8)
Europe	436	54	410	8
Middle East & Africa	21	4	25	5
Asia Pacific	373	27	395	30
Total	1,655	42	1,740	48

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

OUTLOOK

Business Environment

We expect this year to be a year of growth globally with GDP growth in the 3% range. This will be driven by the United States, China, although at levels lower than in years past, and improved growth in the Euro Area with the United Kingdom continuing to perform at a higher level. The principal areas of concern are South America, which continues to face difficulties, and Russia. We also expect the strong U.S. dollar and weak commodity prices, including oil, to continue throughout the year. All in all, we see conditions as still being supportive of modest growth in global automotive industry sales in 2015.

2015 Planning Assumptions and Key Metrics

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

	2014 Full Year Results	2015 Full Year Plan	Outlook	Memo: 2015 First Quarter Results
Planning Assumptions (Mils.)				
Industry Volume -- U.S.	16.8	17.0 - 17.5	On Track	17.1
-- Europe 20	14.6	14.8 - 15.3	15.2 - 15.7	15.7
-- China	24.0	24.5 - 26.5	24.0 - 26.0	24.0
Key Metrics				
Automotive (Compared with 2014):				
- Revenue (Bils.)	$135.8	Higher	On Track	$31.8
- Operating Margin	3.9 %	Higher	On Track	3.6 %
- Operating-Related Cash Flow (Bils.) (a)	$3.6	Higher	On Track	$0.5
Ford Credit (Compared with 2014):				
- Pre-Tax Profit (Bils.)	$1.9	Equal To Or Higher	On Track	$0.5
Total Company:				
- Pre-Tax Profit (Bils.) (a)	$6.3	$8.5 - $9.5	On Track	$1.4

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

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

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

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

We continue to expect the second half of 2015 will be more profitable than the first half of the year due to the timing of our product and capacity launches.

We now expect our operating effective tax rate, which we have changed to include the profits of our unconsolidated subsidiaries, to be about equal to or higher than our 2014 rate of 26% calculated under this same method. This outlook continues to assume extension of U.S. research credit legislation in the fourth quarter of 2015.

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

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Risk Factors

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

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

- Higher-than-expected credit losses, lower-than-anticipated residual values, or higher-than-expected return volumes for leased vehicles;
- Increased competition from banks, financial institutions, or other third parties seeking to increase their share of financing Ford vehicles; and
- New or increased credit, consumer, or data protection or other regulations resulting in higher costs and/or additional financing restrictions.

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

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

ACCOUNTING STANDARDS ISSUED BUT NOT YET ADOPTED

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

OTHER FINANCIAL INFORMATION

The interim financial information included in this Quarterly Report on Form 10-Q for the periods ended March 31, 2015 and 2014 has not been audited by PricewaterhouseCoopers LLP ("PwC"). In reviewing such information, PwC has applied limited procedures in accordance with professional standards for reviews of interim financial information. Readers should restrict reliance on PwC's reports on such information accordingly. PwC is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for its reports on interim financial information, because such reports do not constitute "reports" or "parts" of registration statements prepared or certified by PwC within the meaning of Sections 7 and 11 of the Securities Act of 1933.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.

Automotive Sector

Foreign Currency Risk. The net fair value of foreign exchange forward contracts (including adjustments for credit risk), as of March 31, 2015, was a liability of $118 million compared with a liability of $130 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying exchange rates, in U.S. dollar terms, would be $2.1 billion at March 31, 2015, unchanged from December 31, 2014.

Commodity Price Risk. The net fair value of commodity forward contracts (including adjustments for credit risk) as of March 31, 2015 was a liability of $46 million, compared with a liability of $66 million as of December 31, 2014. The potential decrease in fair value from a 10% adverse change in the underlying commodity prices, in U.S. dollar terms, would be $61 million at March 31, 2015, compared with $63 million at December 31, 2014.

Financial Services Sector

Interest Rate Risk. To provide a quantitative measure of the sensitivity of its pre-tax cash flow to changes in interest rates, Ford Credit uses interest rate scenarios that assume a hypothetical, instantaneous increase or decrease of one percentage point in all interest rates across all maturities (a "parallel shift"), as well as a base case that assumes that all interest rates remain constant at existing levels. The differences in pre-tax cash flow between these scenarios and the base case over a twelve-month period represent an estimate of the sensitivity of Ford Credit's pre-tax cash flow. Under this model, Ford Credit estimates that at March 31, 2015, all else constant, such an increase in interest rates would decrease its pre-tax cash flow by $11 million over the next 12 months, compared with a decrease of $46 million at December 31, 2014. In reality, interest rate changes are rarely instantaneous or parallel and rates could move more or less than the one percentage point assumed in Ford Credit's analysis. As a result, the actual impact to pre-tax cash flow could be higher or lower than the results detailed above.

ITEM 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. Mark Fields, our Chief Executive Officer ("CEO"), and Bob Shanks, our Chief Financial Officer ("CFO"), have performed an evaluation of the Company's disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), as of March 31, 2015, and each has concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded,

processed, summarized, and reported within the time periods specified by SEC rules and forms, and that such information is accumulated and communicated to the CEO and CFO to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting. In October 2011, we and Sollers formed the Ford Sollers joint venture to operate in Russia, which was accounted for using the equity method. On March 31, 2015, we and Sollers agreed to certain changes to the structure of the Ford Sollers joint venture and the related shareholders' agreement. The changes include Ford providing additional funding to the joint venture and gaining a controlling interest in the joint venture through the acquisition of preferred shares. As a result, effective March 31, 2015, we have consolidated the joint venture for financial reporting purposes.

PART II. OTHER INFORMATION

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

During the first quarter of 2015, we repurchased shares of Ford Common Stock from our employees or directors related to certain exercises of stock options, in accordance with our various compensation plans, as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly-Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2015 through January 31, 2015	4,019	$15.22	—	—
February 1, 2015 through February 28, 2015	9,364	15.94	—	—
March 1, 2015 through March 31, 2015	6,330	16.03	—	—
Total/Average	19,713	$15.82	—	

ITEM 6. Exhibits.

Please see exhibit index below.

SIGNATURE

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

FORD MOTOR COMPANY

By:	/s/ Stuart Rowley Stuart Rowley, Vice President and Controller (principal accounting officer)
Date:	April 28, 2015

EXHIBIT INDEX

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

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