

FORD MOTOR CREDIT COMPANY LLC

US\$1,300,000,000

Offer to Purchase for Cash Certain Securities Issued by Ford Motor Company

Ford Motor Credit Company LLC, a Delaware limited liability company (the “*Company*”), hereby offers to registered holders (each a “*Holder*” and collectively, the “*Holder*s”), upon the terms and subject to the conditions set forth in this Offer to Purchase (the “*Offer to Purchase*”) and in the accompanying letter of transmittal (the “*Letter of Transmittal*”), to purchase debt securities of Ford Motor Company (“*Ford*”) of each series listed in the table on the inside cover of this Offer to Purchase (collectively, the “*Securities*”) for an aggregate purchase price of up to US\$1,300,000,000 in cash. As of February 28, 2009, the aggregate outstanding principal amount of the Securities subject to the offer is US\$8,909,560,000.

This Offer to Purchase consists of an offer to purchase up to the Maximum Tender Amount (defined herein) of the Securities. **The amount of each series of Securities that is purchased in the offer may be prorated as set forth in this Offer to Purchase. See “Terms of the Offer—Maximum Tender Amount” for more information on the possible proration of the offer relating to a particular series of Securities.**

The “Tender Offer Consideration” for each \$25.00 face amount of the 7.50% Notes due June 10, 2043, each \$1,000 face amount of the 7.45% GLOBS due July 16, 2031, 6 5/8% Debentures due October 1, 2028, 6 3/8% Debentures due February 1, 2029, 8.900% Debentures due January 15, 2032 and 9.980% Debentures due February 15, 2047, and each \$5,000 face amount of each other series of Securities set forth in the table on the inside cover of this Offer to Purchase tendered and accepted for purchase pursuant to the offer will be the applicable tender offer consideration for each series of Securities set forth in the table on the inside cover of this Offer to Purchase (in each case, the “*Tender Offer Consideration*”). Holders of Securities that are validly tendered before the Early Tender Date and accepted for purchase will receive the applicable Tender Offer Consideration plus the applicable early tender premium for each series of Securities set forth in the table on the inside cover of this Offer to Purchase (the “*Early Tender Premium*” and, together with the Tender Offer Consideration, the “*Total Consideration*”). Holders of Securities that are validly tendered after the Early Tender Date and accepted for purchase will receive only the Tender Offer Consideration. All Holders of such purchased Securities will also receive the applicable accrued and unpaid interest on the Securities up to, but excluding, the date of payment of the applicable Tender Offer Consideration (the “*Settlement Date*”). The applicable Tender Offer Consideration, the applicable Early Tender Premium, if any, and the applicable accrued and unpaid interest will be payable on the Settlement Date.

The offer is being made on the terms and subject to the conditions set forth in this Offer to Purchase and in the accompanying Letter of Transmittal. The outstanding Securities of each series are represented by global certificates registered in the name of The Depository Trust Company or its nominee (“*DTC*”). As a result, all Holders of Securities electing to tender pursuant to this offer must do so pursuant to DTC’s book-entry procedures.

Securities tendered pursuant to the offer may not be withdrawn except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company). If the offer is terminated at any time with respect to any or all series of Securities, the Securities of such series tendered pursuant to the offer will be promptly returned to the tendering Holders.

If the amount of Securities tendered results in a payment by the Company of less than US\$1,300,000,000 aggregate consideration, the Company may apply such remaining cash to the repurchase of other debt of Ford, through tender offers, exchange offers, privately negotiated transactions, open market purchases or otherwise, or may distribute such cash through Ford Holdings LLC to Ford for such purpose, subject to any applicable restrictions.

The Company will pay a soliciting dealer fee of \$10 for each \$1,000 aggregate principal amount of Securities that are validly tendered and accepted for purchase pursuant to the offer to retail brokers that are appropriately designated by their clients to receive this fee, but only for Securities of a series tendered by or for a beneficial owner if the Securities of that series tendered by or for that beneficial owner have an aggregate principal amount of \$250,000 or less. See “Terms of the Offer—Soliciting Dealer Fee.”

The offer will expire at 9:00 a.m., New York City time, on April 3, 2009, unless extended by the Company (such date and time, as the same may be extended, the “*Expiration Date*”). In order to receive the Early Tender Premium (defined below), Holders of Securities must tender their Securities before 5:00 p.m., New York City time, on March 19, 2009, unless extended by the Company (such date and time, as the same may be extended, the “*Early Tender Date*”). Holders who tender their Securities after the Early Tender Date will receive only the Tender Offer Consideration (defined below).

The Dealer Managers for the offer are:

GOLDMAN, SACHS & CO.

BLACKSTONE ADVISORY SERVICES L.P.

CITI

DEUTSCHE BANK SECURITIES

JPMORGAN

BANC OF AMERICA SECURITIES LLC

MORGAN STANLEY

BARCLAYS CAPITAL

BNP PARIBAS

RBS GREENWICH CAPITAL

HSBC

March 4, 2009

Issuer	Title of Security ⁽¹⁾	CUSIP Numbers	Acceptance Priority Level	Face Amount	Aggregate Principal Amount Outstanding ⁽²⁾	Dollar per Face Amount			Percentage of Face Amount		
						Tender Offer Consideration	Early Tender Premium	Total Consideration	Tender Offer Consideration	Early Tender Premium	Total Consideration
Ford Motor Company ⁽³⁾	9.50% Guaranteed Debentures due June 1, 2010	345220AB3	1	\$5,000	\$490,000,000	\$2,600.00	\$150.00	\$2,750.00	52.00%	3.00%	55.00%
Ford Motor Company	7.45% GLOBLS due July 16, 2031	345370CA6	2	\$1,000	\$3,698,500,000	\$270.00	\$30.00	\$300.00	27.00%	3.00%	30.00%
Ford Motor Company	6 1/2% Debentures due August 1, 2018	345370BX7	3	\$5,000	\$481,550,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	8 7/8% Debentures due January 15, 2022	345370BJ8	3	\$5,000	\$177,972,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	7 1/8% Debentures due November 15, 2025	345370BN9	3	\$5,000	\$295,000,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	7 1/2% Debentures due August 1, 2026	345370BP4	3	\$5,000	\$250,000,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	6 5/8% Debentures due February 15, 2028	345370BT6	3	\$5,000	\$124,343,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	6 5/8% Debentures due October 1, 2028	345370BY5	3	\$1,000	\$741,292,000	\$270.00	\$30.00	\$300.00	27.00%	3.00%	30.00%
Ford Motor Company	6 3/8% Debentures due February 1, 2029	345370BZ2	3	\$1,000	\$431,667,000	\$270.00	\$30.00	\$300.00	27.00%	3.00%	30.00%
Ford Motor Company	8.900% Debentures due January 15, 2032	345370BV1	3	\$1,000	\$383,218,000	\$270.00	\$30.00	\$300.00	27.00%	3.00%	30.00%
Ford Motor Company	9.95% Debentures due February 15, 2032	345370BH2	3	\$5,000	\$11,248,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	7.50% Notes due June 10, 2043	345370852	3	\$25.00	\$690,000,000	\$6.75	\$0.75	\$7.50	27.00%	3.00%	30.00%
Ford Motor Company	7.75% Debentures due June 15, 2043	345370BM1	3	\$5,000	\$149,539,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	7.40% Debentures due November 1, 2046	345370BR0	3	\$5,000	\$438,100,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%
Ford Motor Company	9.980% Debentures due February 15, 2047	345370BW9	3	\$1,000	\$208,106,000	\$270.00	\$30.00	\$300.00	27.00%	3.00%	30.00%
Ford Motor Company	7.70% Debentures due May 15, 2097	345370BS8	3	\$5,000	\$339,025,000	\$1,350.00	\$150.00	\$1,500.00	27.00%	3.00%	30.00%

(1) The 7.50% Notes due June 10, 2043 are listed on the New York Stock Exchange under the symbol F-A. The 7.45% GLOBLS due July 16, 2031, 6 5/8% Debentures due October 1, 2028 and 6 3/8% Debentures due February 1, 2029 are listed on the Luxembourg Exchange and on the Singapore Exchange. The remaining series of Securities are not listed on any securities exchange.

(2) As of February 28, 2009.

(3) The 9.50% Guaranteed Debentures due June 1, 2010 were originally issued by Ford Capital B.V. and unconditionally guaranteed as to payment of principal and interest by Ford Motor Company. Ford Motor Company subsequently assumed all of Ford Capital B.V.'s rights and obligations with respect to the Debentures on December 31, 2001.

Upon the terms and subject to the conditions of the offer, the Company will notify Global Bondholder Services Corporation (the “*Depository and Information Agent*”), promptly after the Expiration Date, which Securities tendered are accepted for purchase and payment pursuant to the offer.

Notwithstanding any other provision of the offer, the Company’s obligation to accept for purchase, and to pay for, Securities validly tendered pursuant to the offer (up to the Maximum Tender Amount) is subject to, and conditioned upon, the satisfaction of or, where applicable, its waiver of the General Conditions (defined herein). **The offer is not conditioned on any minimum amount of Securities being tendered or on consummation of any of the Transactions described under “Description of the Transactions” and the offer may be amended, extended or terminated.**

The offer may be terminated or withdrawn in whole or terminated or withdrawn with respect to one or more series of Securities.

The Company reserves the right, subject to applicable law, with respect to the Securities to:

- accept for purchase and pay for all Securities validly tendered on or before the Early Tender Date or Expiration Date and to keep the offer open or extend the Early Tender Date or Expiration Date to a later date and time with respect to one or more series of Securities as announced by the Company;
- waive any or all conditions to the offer with respect to one or more series of Securities;
- terminate the offer with respect to one or more series of Securities; or
- otherwise amend the offer in any respect with respect to one or more series of Securities.

None of the Company, Ford, the Depository and Information Agent, the Dealer Managers or any of the trustees with respect to the Securities subject to the offer is making any recommendation as to whether Holders should tender Securities in response to the offer.

See “Terms of the Offer—Risk Factors” and “Material U.S. Federal Income Tax Considerations” for a discussion of certain factors that should be considered in evaluating the offer.

The Company and its affiliates, including Ford, expressly reserve the absolute right, in their sole discretion, subject to applicable law, from time to time to purchase any Securities that remain outstanding after the Expiration Date through open market purchases or privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on terms that may be more or less favorable to Holders of Securities than the terms of this offer, or to exercise any of its rights to redeem any series of Securities under the indenture governing such series of Securities. Any future purchases by the Company or its affiliates, including Ford, will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or its affiliates, including Ford, will choose to pursue in the future.

THIS OFFER TO PURCHASE AND THE ACCOMPANYING LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.

IMPORTANT INFORMATION

Each series of the Securities is represented by a global certificate registered in the name of DTC. DTC is the only registered holder of the Securities. DTC facilitates the clearance and settlement of Securities transactions through electronic book-entry changes in accounts of DTC participants. DTC participants include securities brokers and dealers, banks, trust companies, clearing corporations and other organizations.

A beneficial owner whose Securities are held by a broker, dealer, commercial bank, trust company or other nominee and who desires to tender such Securities in the offer must contact its nominee and instruct the nominee to tender its Securities on its behalf.

To properly tender Securities, the Depository and Information Agent must receive, prior to the Expiration Date, either:

- a timely confirmation of book-entry transfer of such Securities and a properly completed Letter of Transmittal according to the procedure for book-entry transfer described in this Offer to Purchase; or
- an agent's message through the automated tender offer program ("ATOP") of DTC.

For more information regarding the procedures for tendering your Securities, see "Terms of the Offer—Procedures for Tendering."

Requests for additional copies of this Offer to Purchase and requests for assistance relating to the procedures for tendering Securities may be directed to the Depository and Information Agent at the address and telephone number on the back cover page of this Offer to Purchase. Requests for assistance relating to the terms and conditions of the offer may be directed to the Dealer Managers at the addresses and telephone numbers on the back cover page of this Offer to Purchase. Beneficial owners may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance regarding the offer.

This Offer to Purchase contains important information that Holders are urged to read before any decision is made with respect to the offer.

This Offer to Purchase does not constitute an offer to purchase Securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or blue sky laws. In those jurisdictions where the securities, blue sky or other laws require the offer to be made by a licensed broker or dealer, the offer will be deemed to be made on the Company's behalf by the Dealer Managers or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

The delivery of this Offer to Purchase shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or in the affairs of the Company or any of the Company's affiliates, including Ford, since the date hereof.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Offer to Purchase, and, if given or made, such information or representation may not be relied upon as having been authorized by the Company, Ford, the Depository and Information Agent, the Dealer Managers or any of the respective Securities' trustees.

IMPORTANT DATES

Holders of Securities should take note of the following dates in connection with the offer:

<i>Date</i>	<i>Calendar Date and Time</i>	<i>Event</i>
Early Tender Date.....	5:00 p.m., New York City time, on March 19, 2009, unless extended or earlier terminated.	The last day for Holders to tender Securities to qualify for the payment of the Total Consideration.
Expiration Date.....	9:00 a.m., New York City time, on April 3, 2009, unless extended or earlier terminated with respect to any or all of the Securities.	The last day for Holders to tender Securities to qualify for payment of the Tender Offer Consideration for Securities tendered after the Early Tender Date.
Tender Offer Withdrawal Date	None.	Holders who tender their Securities may not withdraw them, except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company).
Settlement Date	Promptly after the Expiration Date, expected to be April 8, 2009, provided that the General Conditions have either been satisfied or, where applicable, waived.	The Company will deposit with the Depositary and Information Agent the amount of cash necessary to pay, and the Depositary and Information Agent will pay, to each Holder whose Securities are accepted for purchase the Total Consideration or the Tender Offer Consideration, as applicable, plus the applicable accrued and unpaid interest in respect of such Securities. The Company shall have no obligation to pay interest by reason of any delay by the Depositary and Information Agent or DTC in making payments to the Holders.

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SUMMARY

The following summary is provided solely for the convenience of Holders. This summary is not intended to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the information appearing elsewhere or incorporated by reference in this Offer to Purchase. Each undefined capitalized term used in this Summary has the meaning set forth elsewhere in this Offer to Purchase. Holders are urged to read this Statement in its entirety.

The Offeror	Ford Motor Credit Company LLC, a Delaware limited liability company
Ford Motor Company	Ford Motor Company, a Delaware corporation
The Securities	The Company is offering to purchase for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, the outstanding Securities set forth in the table on the inside cover of this Offer to Purchase. Tenders of Securities will be accepted only in principal amounts equal to \$25.00 or integral multiples thereof for the 7.50% Notes due June 10, 2043 and \$1,000 or integral multiples thereof for each other series of Securities set forth in the table on the inside cover of this Offer to Purchase. Securities with face amounts of \$5,000, as set forth in the table on the inside cover of this Offer to purchase, that are tendered and accepted for purchase in integral multiples of less than \$5,000 will receive the Tender Offer Consideration and Early Tender Payment, as the case may be, on a proportionate basis for each integral multiple of \$1,000.
The Offer	The Company is offering to purchase for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, the outstanding Securities set forth in the table on the inside cover of this Offer to Purchase up to the Maximum Tender Amount at the prices per Security as set forth on the inside cover page of this Offer to Purchase.
Purpose of the Offer	The purpose of the offer is to utilize up to US\$1,300,000,000 to purchase the outstanding Securities set forth in the table on the inside cover of this Offer to Purchase. The offer is being made as part of a plan to improve Ford's consolidated balance sheet and capital structure by decreasing Ford's outstanding consolidated debt and significantly reducing its annual interest expense. See "Description of the Transactions" for a discussion of other actions being taken to reduce Ford's debt and interest expense. The Company is making this offer because the improvements to Ford's capital structure as a result of the efforts to reduce its debt, along with its ongoing operational improvements, will contribute significantly to restoring Ford's and the Company's long-term financial stability. Due to the inter-relationship between the respective businesses of Ford and the Company, as perceived by investors, banks, rating agencies and the capital markets, Ford's long-term financial stability will ultimately benefit the Company.

Both Ford and the Company should benefit as Ford demonstrates stronger cost competitive performance and operating cash flow. The Company should also realize improved market access and reduced borrowing costs and spreads over time as an additional benefit from a stronger Ford parent. Additionally, if the Transactions are successful and Ford successfully implements its operating plan, they ultimately could impact Ford's and the Company's credit ratings favorably. The Company plans to use the Securities it purchases in the offer to settle existing intercompany liabilities with, and to make planned distributions to, Ford. The Company is obligated to make certain tax sharing payments to Ford under the Amended and Restated Tax Sharing Agreement dated as of December 12, 2006 between Ford and the Company and expects to deliver any Securities acquired by it to Ford in payment of such tax sharing payments, causing such Securities to be retired. Any Securities it holds in excess of such tax sharing payments will be distributed to Ford Holdings LLC, which in turn will distribute such Securities to Ford. Once the Securities are delivered to Ford, Ford will retire them.

Maximum Tender Amount The Company is offering to purchase up to US\$8,909,560,000 aggregate principal amount of the Securities for an aggregate purchase price of up to US\$1,300,000,000 (the "*Maximum Tender Amount*"). If the aggregate purchase price for the Securities subject to the offer that are validly tendered exceeds the Maximum Tender Amount, the Company will accept for payment only the aggregate principal amount of Securities that does not result in an aggregate purchase price above the Maximum Tender Amount, and the Securities will be purchased in accordance with the Acceptance Priority Level (in numerical priority order) as set forth in the table on the inside cover of this Offer to Purchase (the "*Acceptance Priority Level*"). All Securities tendered having a higher Acceptance Priority Level will be accepted before any tendered Securities having a lower Acceptance Priority Level are accepted. If there are sufficient remaining funds to purchase some, but not all of the tendered Securities of an applicable Acceptance Priority Level, the amount of Securities purchased in that Acceptance Priority Level will be prorated based on the aggregate principal amount of Securities tendered with respect to the applicable Acceptance Priority Level, rounded down to the nearest integral multiple of \$25.00 for the 7.50% Notes due June 10, 2043 and \$1,000 for each other series of Securities set forth in the table on the inside cover of this Offer to Purchase. In that event, Securities of any other series with a lower Acceptance Priority Level than the prorated Securities will not be accepted for purchase.

If the amount of Securities tendered results in a payment by the Company of less than US\$1,300,000,000 aggregate consideration, the Company may apply such remaining cash to the repurchase of other debt of Ford, through tender offers, exchange offers, privately negotiated transactions, open market purchases or otherwise, or may distribute such cash

through Ford Holdings LLC to Ford for such purpose, subject to any applicable restrictions.

The Company or Ford may from time to time purchase any Securities that remain outstanding after the Expiration Date through open market purchases or privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on terms that may or may not be equal to the Tender Offer Consideration or exercise any of their rights under the indentures under which such Securities were issued.

Expiration Date..... The offer will expire at 9:00 a.m., New York City time, on April 3, 2009, unless extended or earlier terminated. If a broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for accepting the offer. You should promptly contact the broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline.

Early Tender for the Offer To allow the Company to better evaluate its need for cash to fund the offer, each Holder who validly tenders its Securities on or before the Early Tender Date and whose Securities are accepted for purchase shall be entitled to receive the Total Consideration, which includes the Early Tender Premium, with respect to the Securities so tendered and accepted for purchase, subject to the terms and conditions set forth in this Offer to Purchase. A Holder validly tendering its Securities after the Early Tender Date will receive only the Tender Offer Consideration.

Early Tender Date..... The Early Tender Date for the offer will be at 5:00 p.m., New York City time, on March 19, 2009, unless extended or earlier terminated with respect to any or all series of Securities.

Consideration for the Offer..... Holders who validly tender their Securities before the Early Tender Date and whose Securities are accepted for purchase will receive the Total Consideration, as described above.

Holders who validly tender their Securities after the Early Tender Date and whose Securities are accepted for purchase will receive only the Tender Offer Consideration, as described below.

Tender Offer Consideration..... The consideration for each \$25.00 face amount of the 7.50% Notes due June 10, 2043, each \$1,000 face amount of the 7.45% GLOBS due July 16, 2031, 6 5/8% Debentures due October 1, 2028, 6 3/8% Debentures due February 1, 2029, 8.900% Debentures due January 15, 2032 and 9.980% Debentures due February 15, 2047, and each \$5,000 face amount of each other series of Securities set forth in the table on the inside cover of this Offer to Purchase tendered and accepted for purchase will be the applicable Tender Offer Consideration set forth in the table on the inside cover of this Offer to Purchase for each series of Securities.

Total Consideration for the Offer The Tender Offer Consideration with respect to each series of

Securities plus the Early Tender Premium for each series of Securities set forth in the table on the inside cover of this Offer to Purchase. In the interest of clarity, the Early Tender Premium is included in the Total Consideration and is NOT paid in addition to the Total Consideration.

Accrued Interest..... Subject to the terms and conditions of the offer, in addition to the Total Consideration or the Tender Offer Consideration, as the case may be, Holders who validly tender their Securities and whose Securities are accepted for purchase in the offer will also be paid the applicable accrued and unpaid interest from the last interest payment date to, but excluding, the Settlement Date, payable on the Settlement Date.

Settlement Date The Settlement Date will be promptly after the Expiration Date. Assuming the offer is not extended, the Company expects that the Settlement Date for the offer will be April 8, 2009.

Acceptance of Tendered Securities and Payment Upon the terms of the offer and upon satisfaction or waiver of the conditions to the offer specified herein under “Terms of the Offer—Conditions of the Offer,” the Company will (a) accept for purchase Securities validly tendered (or defectively tendered, if the Company has waived such defect) up to the Maximum Tender Amount (and subject to possible proration as described in this Offer to Purchase) with respect to the offer, and (b) promptly pay the Total Consideration or Tender Offer Consideration, as the case may be, (plus the applicable accrued and unpaid interest), on the Settlement Date for all Securities accepted for purchase.

Payment of the Total Consideration with respect to Securities accepted for purchase in the offer that are validly tendered before 5:00 p.m., New York City time, on the Early Tender Date, and payment of the Tender Offer Consideration with respect to Securities accepted for purchase in the offer that are validly tendered after the Early Tender Date and before 9:00 a.m., New York City time, on the Expiration Date, will, in each case, be made on the Settlement Date.

The Company reserves the right, subject to applicable law, with respect to the Securities to (a) accept for purchase and pay for all Securities validly tendered on or before the Early Tender Date or Expiration Date and to keep the offer open or extend the Early Tender Date or Expiration Date to a later date and time with respect to one or more series of Securities as announced by the Company; (b) waive any or all conditions to the offer with respect to one or more series of Securities; (c) terminate the offer with respect to one or more series of Securities; or (d) otherwise amend the offer in any respect with respect to one or more series of Securities.

Conditions of the Offer The Company’s obligation to accept for purchase, and to pay for, Securities validly tendered (up to the Maximum Tender Amount) is subject to, and conditioned upon, the satisfaction or, where

applicable, waiver of the General Conditions. See “Terms of the Offer—Conditions of the Offer.” The offer is not conditioned on any minimum amount of Securities being tendered or on consummation of any of the Transactions described under “Description of the Transactions.” Subject to applicable law, the Company expressly reserves the right, in its sole discretion, to terminate the offer at any time with respect to any or all series of Securities. If the offer is terminated at any time with respect to any or all series of Securities, the Securities of such series tendered pursuant to the offer will be promptly returned to the tendering Holders.

How to Tender Securities If your Securities are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you should contact that registered holder promptly and instruct him, her or it to tender your Securities on your behalf. To properly tender Securities, the Depository and Information Agent must receive, prior to the Expiration Date, either:

- a timely confirmation of book-entry transfer of such Securities and a properly completed Letter of Transmittal according to the procedure for book-entry transfer described in this Offer to Purchase; or
- an agent’s message through DTC’s ATOP.

See “Terms of the Offer—Procedures for Tendering.” For further information, call the Depository and Information Agent or the Dealer Managers or consult your broker, dealer, commercial bank or trust company for assistance.

Withdrawal and Revocation Rights Securities tendered pursuant to the offer may not be withdrawn except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company).

Risk Factors See “Terms of the Offer—Risk Factors” for a discussion of certain factors that should be considered in evaluating the offer.

Material U.S. Federal Income Tax Considerations For a discussion of the United States federal income tax considerations of the offer applicable to Holders of Securities, see “Material U.S. Federal Income Tax Considerations.”

Untendered or Unpurchased Notes Any tendered Securities that are not accepted for purchase by the Company will be returned without expense to their tendering Holder. Securities not tendered or otherwise not purchased pursuant to the offer will remain outstanding. If the offer is consummated, the aggregate principal amount that remains outstanding of each series of Securities that is purchased in part in the offer will be reduced. This may adversely affect the liquidity of and, consequently, the market price for the Securities of such series that remain outstanding after consummation of the offer.

Soliciting Dealer Fees The Company will pay a soliciting dealer fee of \$10 for each \$1,000 aggregate principal amount of Securities that are validly

tendered and accepted for purchase pursuant to the offer to retail brokers that are appropriately designated by their clients to receive this fee, but only for Securities of a series tendered by or for a beneficial owner if the Securities of that series tendered by or for that beneficial owner have an aggregate principal amount of \$250,000 or less. In order to be eligible to receive the soliciting dealer fee, a properly completed soliciting dealer form, which is included in the Letter of Transmittal, must be received by the Depository and Information Agent prior to 9:00 a.m., New York City time, on the Expiration Date. The Company shall, in its sole discretion, determine whether a broker has satisfied the criteria for receiving a soliciting dealer fee (including, without limitation, the submission of the appropriate documentation without defects or irregularities and in respect of bona fide tenders). The Company will pay soliciting dealer fees promptly after the Settlement Date.

Dealer Managers..... Goldman, Sachs & Co., Blackstone Advisory Services L.P., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Morgan Stanley & Co. Incorporated, Barclays Capital Inc., BNP Paribas Securities Corp., Greenwich Capital Markets, Inc. and HSBC Securities (USA) Inc. are serving as Dealer Managers in connection with the offer. The Dealer Managers' contact information appears on the back cover of this Offer to Purchase.

Depository and Information Agent Global Bondholder Services Corporation is serving as Depository and Information Agent in connection with the offer. Requests for additional copies of this Offer to Purchase should be directed to the Depository and Information Agent. Its contact information appears on the back cover of this Offer to Purchase.

Brokerage Commissions..... No brokerage commissions are payable by Holders to the Company, the Dealer Managers or the Depository and Information Agent. If your Securities are held through a broker or other nominee who tenders the Securities on your behalf, your broker may charge you a commission for doing so. You should consult with your broker or nominee to determine whether any charges will apply. See "Terms of the Offer."

FORD MOTOR CREDIT COMPANY LLC

Ford Motor Credit Company LLC (referred to herein as the “*Company*,” “*Ford Motor Credit Company*,” “*we*,” “*our*” or “*us*”) was incorporated in Delaware in 1959 and converted to a limited liability company in 2007. We are an indirect, wholly owned subsidiary of Ford. Our principal executive offices are located at One American Road, Dearborn, Michigan 48126, and our telephone number is (313) 322-3000. Our website address is www.fordcredit.com. Material contained on our website is not part of and is not incorporated by reference in this Offer to Purchase.

The Company offers a wide variety of automotive financing products to and through automotive dealers throughout the world. Our primary financing products fall into three categories:

- Retail financing—purchasing retail installment sale contracts and retail lease contracts from dealers, and offering financing to commercial customers, primarily vehicle leasing companies and fleet purchasers, to lease or purchase vehicle fleets;
- Wholesale financing—making loans to dealers to finance the purchase of vehicle inventory, also known as floorplan financing; and
- Other financing—making loans to dealers for working capital, improvements to dealership facilities and to purchase or finance dealership real estate.

We conduct our financing operations directly and through our subsidiaries and affiliates. We offer substantially similar products and services throughout many different regions, subject to local legal restrictions and market conditions. We divide our business segments based on geographic regions: Ford Credit North America (“*North America Segment*”) and Ford Financial International (“*International Segment*”). The North America Segment includes our operations in the United States and Canada. The International Segment includes our operations in all other countries in which we do business directly and indirectly.

The predominant share of our business consists of financing Ford vehicles and supporting Ford dealers. Any extended reduction or suspension of Ford’s production or sale of vehicles due to a decline in consumer demand, work stoppage, governmental action, negative publicity or other event, or significant changes to marketing programs sponsored by Ford, would have an adverse effect on our business.

FORD MOTOR COMPANY

Ford Motor Company (referred to herein as “*Ford*”) was incorporated in Delaware in 1919. Ford acquired the business of a Michigan company, also known as Ford Motor Company, that had been incorporated in 1903 to produce and sell automobiles designed and engineered by Henry Ford. Ford is one of the world’s largest producers of cars and trucks. Ford and its subsidiaries also engage in other businesses, including financing vehicles. Ford’s headquarters are located at One American Road, Dearborn, Michigan 48126, and its telephone number is (313) 322-3000. Ford’s website address is www.ford.com. Material contained on Ford’s website is not part of and is not incorporated by reference in this Offer to Purchase.

Ford reviews and presents its business results in two sectors: Automotive and Financial Services. Ford’s Automotive and Financial Services segments as of December 31, 2008 are described in the table below:

<u>Business Sector</u>	<u>Reportable Segments*</u>	<u>Description</u>
<i>Automotive:</i>	Ford North America	Primarily includes the sale of Ford, Lincoln and Mercury brand vehicles and related service parts in North America (the United States, Canada and Mexico), together with the associated costs to design, develop, manufacture and service these vehicles and parts, as well as the sale of Mazda6 vehicles produced by Ford’s consolidated subsidiary AutoAlliance International, Inc. (“AAI”).
	Ford South America	Primarily includes the sale of Ford-brand vehicles and related service parts in South America, together with the associated costs to design, develop, manufacture and service these vehicles and parts.
	Ford Europe	Primarily includes the sale of Ford-brand vehicles and related service parts in Europe, Turkey and Russia, together with the associated costs to design, develop, manufacture and service these vehicles and parts.
	Volvo	Primarily includes the sale of Volvo brand vehicles and related service parts throughout the world (including Europe, North and South America, and Asia Pacific Africa), together with the associated costs to design, develop, manufacture and service these vehicles and parts.
	Ford Asia Pacific Africa	Primarily includes the sale of Ford-brand vehicles and related service parts in the Asia Pacific region and South Africa, together with the associated costs to design, develop, manufacture and service these vehicles and parts.
	<i>Financial Services:</i>	Ford Motor Credit Company
Other Financial Services		Includes a variety of businesses including holding companies, real estate and the financing and leasing of some Volvo vehicles in Europe.

* As reported in Ford’s Quarterly Report on Form 10-Q for the period ended June 30, 2008, Ford sold Jaguar and Land Rover effective June 2, 2008. Also, during the fourth quarter of 2008, Ford sold a portion of its equity in Mazda, reducing its ownership percentage from approximately 33.4% to 13.78%. As a result, beginning with the fourth quarter of 2008, Ford accounts for its interest in Mazda as marketable securities and no longer reports Mazda as an operating segment.

DESCRIPTION OF THE TRANSACTIONS

Ford and the Company are working with all of Ford's stakeholders to ensure that Ford remains competitive with others in its industry and can operate profitably at the current demand and changing model mix. Ford's principal domestic competitors are required, under the terms of their government-sponsored restructurings, to seek to reduce their public unsecured debt by two-thirds, reduce the cash expense associated with their voluntary employees beneficiary association, or VEBA, by half, and achieve parity in their labor costs with the U.S. operations of non-domestic automobile manufacturers. Ford is committed to remaining competitive with its competitors, including any domestic competitors that are successful in achieving their government-sponsored restructuring requirements. The Company is conducting this offer, and the related transactions, as part of a significant step towards achieving this objective.

In order to achieve Ford's objective, Ford and the United Auto Workers Union ("UAW") have previously announced tentative agreements that, if ratified, will allow Ford to reduce its hourly labor costs and provide Ford with the option to use common stock to pay up to 50 percent of its future cash payment obligations to the VEBA health care trust under the Settlement Agreement referred to below. Ford will provide more details about the agreements following the ratification process.

Both the operating-related and VEBA-related agreements would be conditioned on, among other things, Ford pursuing restructuring actions with other stakeholders, including meaningful debt reduction over time consistent with requirements applicable to its domestic competitors under their government-sponsored restructurings. The VEBA-related tentative agreement, which would modify the existing Settlement Agreement dated March 28, 2008 among Ford, the UAW and class representatives of former UAW-represented Ford employees, relating to retiree health care obligations, also would be subject to final court approval and other conditions.

The purpose of this offer is to utilize up to US\$1,300,000,000 to purchase the outstanding Securities set forth in the table on the inside cover of this Offer to Purchase as part of a plan to achieve Ford's objectives outlined above. Concurrently with this offering,

- the Company commenced a separate \$500 million cash tender offer for Ford's secured term loan debt; and
- Ford commenced an offer to pay a premium in cash to induce holders of any and all of its 4.25% Senior Convertible Notes due December 15, 2036 (the "*Convertible Notes*") to convert their Convertible Notes into common stock.

This offer is not contingent on the completion of any of the abovementioned transactions (collectively, the "*Transactions*").

In addition, Ford announced it intends to elect to defer future interest payments, beginning with the payment due on April 15, 2009, on its 6.50% Junior Subordinated Convertible Debentures due January 15, 2032 as permitted by the terms of the Debentures, which will result in the deferral of the quarterly distributions, beginning with the payment due on April 15, 2009, on the 6.50% Cumulative Convertible Trust Preferred Securities (liquidation preference \$50.00 per preferred security) of Ford Motor Company Capital Trust II for a corresponding period.

The Company is making this offer because the improvements to Ford's capital structure as a result of the efforts to reduce its debt, along with its ongoing operational improvements, will contribute significantly to restoring Ford's and the Company's long-term financial stability. Due to the inter-relationship between the respective businesses of Ford and the Company, as perceived by investors, banks, rating agencies and the capital markets, Ford's long-term financial stability will ultimately benefit the Company. Both Ford and the Company should benefit as Ford demonstrates stronger cost competitive performance and operating cash flow. The Company should also realize improved market access and reduced borrowing costs and spreads over time as an additional benefit from a stronger Ford parent. Additionally, if the Transactions are successful and Ford successfully implements its operating plan, they ultimately could impact Ford's and the Company's credit ratings favorably. The Company plans to use the Securities it purchases in the offer to settle existing intercompany liabilities with, and to make planned distributions to, Ford. Once the Securities are delivered to Ford, Ford will retire them. See "Purpose of the Offer."

To the extent that any of the cash offered in either of the Transactions conducted by the Company is not utilized either because such offer is not completed, or is completed but not fully subscribed, the Company may apply such remaining cash to the repurchase of other debt of Ford, through tender offers, exchange offers, privately negotiated transactions, open market purchases or otherwise or may distribute such cash through Ford Holdings LLC to Ford for such purpose, subject to any applicable restrictions. To the extent that any of the cash offered in the Transaction conducted by Ford is not utilized, Ford may apply such remaining cash to the repurchase of other debt of Ford, through tender offers, exchange offers, privately negotiated transactions, open market purchases or otherwise.

AVAILABLE INFORMATION

The Company and Ford currently file reports and other information with the SEC in accordance with the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Such reports and other information (including the documents incorporated by reference into this Offer to Purchase) may be inspected and copied at the Public Reference Section of the SEC at 100 F Street, NE, Washington, DC 20549. Copies of such material can also be obtained at prescribed rates from the Public Reference Section of the SEC at its Washington address. The SEC also maintains a site on the World Wide Web (<http://www.sec.gov>) that contains reports, proxy statements and other information regarding companies like the Company and Ford that file electronically with the SEC.

Copies of the materials referred to in the preceding paragraph, as well as copies of this Offer to Purchase and any current amendment or supplement to the offer, may also be obtained from the Depositary and Information Agent at its address set forth on the back cover of this Offer to Purchase.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the SEC with respect to Ford are incorporated herein by reference and shall be deemed to be a part hereof:

- Annual Report on Form 10-K for the year ended December 31, 2008; and
- Current Reports on Form 8-K filed January 5, 2009, February 3, 2009 and March 3, 2009.

All documents filed by Ford pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Offer to Purchase and before the Expiration Date shall be deemed to be incorporated by reference in and made a part of this Offer to Purchase from the date of filing such documents. In no event, however, will any of the information that Ford discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that Ford may from time to time file with the SEC be incorporated by reference into, or otherwise be included in, this Offer to Purchase.

Any statement contained herein or contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Offer to Purchase to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

The Depositary and Information Agent will provide without charge to each person to whom this Offer to Purchase is delivered upon the request of such person, a copy of any or all of the documents incorporated herein by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests for such documents should be directed to the Depositary and Information Agent at its address set forth on the back cover of this Offer to Purchase.

FORWARD-LOOKING STATEMENTS

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 Ford or the Company’s 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, those set forth in “Item 1A—Risk Factors” and “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operation—Risk Factors” of Ford’s Annual Report on Form 10-K for the year ended December 31, 2008, incorporated herein by reference.

Neither Ford nor the Company can be certain that any expectations, forecasts, or assumptions made by their respective management in preparing these forward-looking statements will prove accurate, or that any projections will be realized. It is to be expected that there may be differences between projected and actual results. The forward-looking statements speak only as of the date of their initial issuance, and neither Ford nor the Company undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

PURPOSE OF THE OFFER

The purpose of the offer is to utilize up to US\$1,300,000,000 to purchase the outstanding Securities set forth in the table on the inside cover of this Offer to Purchase. The offer is being made as part of a plan to improve Ford’s consolidated balance sheet and capital structure by decreasing Ford’s outstanding consolidated debt and significantly reducing its annual interest expense. See “Description of the Transactions” for a discussion of other actions being taken to reduce Ford’s debt and interest expense. The Company is making this offer because the improvements to Ford’s capital structure as a result of the efforts to reduce its debt, along with its ongoing operational improvements, will contribute significantly to restoring Ford’s and the Company’s long-term financial stability. Due to the inter-relationship between the respective businesses of Ford and the Company, as perceived by investors, banks, rating agencies and the capital markets, Ford’s long-term financial stability will ultimately benefit the Company. Both Ford and the Company should benefit as Ford demonstrates stronger cost competitive performance and operating cash flow. The Company should also realize improved market access and reduced borrowing costs and spreads over time as an additional benefit from a stronger Ford parent. Additionally, if the Transactions are successful and Ford successfully implements its operating plan, they ultimately could impact Ford’s and the Company’s credit ratings favorably.

The Company plans to use the Securities it purchases in the offer to settle existing intercompany liabilities with, and to make planned distributions to, Ford. The Company is obligated to make certain tax sharing payments to Ford under the Amended and Restated Tax Sharing Agreement dated as of December 12, 2006 between Ford and the Company and expects to deliver any Securities acquired by it to Ford in payment of such tax sharing payments, causing such Securities to be retired. Any Securities it holds in excess of such tax sharing payments will be distributed to Ford Holdings LLC, which in turn will distribute such Securities to Ford. Once the Securities are delivered to Ford, Ford will retire them.

TERMS OF THE OFFER

General

The Company is offering to purchase for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, the outstanding Securities set forth on the inside cover of this Offer to Purchase up to the Maximum Tender Amount of the Securities.

The Tender Offer Consideration for each \$25.00 face amount of the 7.50% Notes due June 10, 2043, each \$1,000 face amount of the 7.45% GLOBS due July 16, 2031, 6 5/8% Debentures due October 1, 2028, 6 3/8% Debentures due February 1, 2029, 8.900% Debentures due January 15, 2032 and 9.980% Debentures due February 15, 2047, and each \$5,000 face amount of each other series of Securities validly tendered before the Early Tender Date and accepted for purchase will be the Total Consideration, which will be payable on the Settlement Date. The Total Consideration is the Tender Offer Consideration plus the Early Tender Premium for each series of Securities set forth in the table on the inside cover of this Offer to Purchase. In the interest of clarity, the Early Tender Premium is included in the Total Consideration and is NOT paid in addition to the Total Consideration. Holders of Securities tendering after the Early Tender Date, but before the Expiration Date, will only be eligible to receive the Tender Offer Consideration, which will be payable to such Holders on the Settlement Date. If a broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for accepting the offer. You should promptly contact the broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline.

Upon the terms and subject to the conditions of the offer, in addition to the Total Consideration or the Tender Offer Consideration, as applicable, Holders who validly tender their Securities in the offer and whose Securities are accepted for purchase will also be paid the applicable accrued and unpaid interest from the last interest payment date to, but excluding, the Settlement Date payable on the Settlement Date. Under no circumstances will any interest be payable because of any delay in the transmission of funds to Holders by the Depository and Information Agent or the DTC.

Securities that are validly tendered before the Expiration Date may be subject to proration or may not be purchased at all. The purchase of any Securities by the Company will be made in accordance with the Acceptance Priority Level for such Securities. **For more information regarding possible proration with respect to a particular series of Securities, please see “—Maximum Tender Amount” below.**

Securities tendered pursuant to the offer may not be withdrawn except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company). If the offer is terminated at any time with respect to any or all series of Securities, the Securities of such series tendered pursuant to the offer will be promptly returned to the tendering Holders.

Total Consideration

The Tender Offer Consideration for each \$25.00 face amount of the 7.50% Notes due June 10, 2043, each \$1,000 face amount of the 7.45% GLOBS due July 16, 2031, 6 5/8% Debentures due October 1, 2028, 6 3/8% Debentures due February 1, 2029, 8.900% Debentures due January 15, 2032 and 9.980% Debentures due February 15, 2047, and each \$5,000 face amount of each other series of Securities tendered and accepted for purchase will be determined by reference to the applicable Tender Offer Consideration set forth in the table on the inside cover of this Offer to Purchase for each series of Securities. The Total Consideration will be the Tender Offer Consideration plus the Early Tender Premium for each series of Securities set forth in the table on the inside cover of this Offer to Purchase.

Maximum Tender Amount

The Company is offering to purchase the Securities set forth in the table on the inside cover of this Offer to Purchase for an aggregate purchase price of up to US\$1,300,000,000. If the aggregate purchase price for the Securities subject to the offer that are validly tendered exceeds the Maximum Tender Amount, the Company will

accept for payment only the aggregate principal amount of Securities whose purchase price does not exceed the Maximum Tender Amount, and the Securities will be purchased in accordance with the Acceptance Priority Level (in numerical priority order). **All Securities tendered in the offer having a higher Acceptance Priority Level will be accepted for purchase before any tendered Securities having a lower Acceptance Priority Level are accepted for purchase.** To the extent practicable, the Company intends to determine after the Early Tender Date whether, based on the amount of Securities tendered with a higher Acceptance Priority Level, it is likely that one or more series of Securities subject to the offer will not be accepted due to its Acceptance Priority Level, given the Maximum Tender Amount. If there are sufficient remaining funds to purchase some, but not all of the tendered Securities of an applicable Acceptance Priority Level, the amount of Securities purchased in that Acceptance Priority Level will be prorated based on the aggregate principal amount tendered in the offer with respect to the applicable Acceptance Priority Level, rounded down to the nearest integral multiple of \$25.00 for the 7.50% Notes due June 10, 2043 and \$1,000 for each other series of Securities set forth in the table on the inside cover of this Offer to Purchase. In that event, Securities of any other series subject to the offer with a lower Acceptance Priority Level than the prorated series of Securities will not be accepted for purchase. If the Company determines in its sole discretion that a particular series of Securities will under no circumstances be accepted due to its Acceptance Priority Level, the Company intends to promptly return tendered Securities of that series to the Holders thereof.

The following table sets forth an example of the application of the Maximum Tender Amount for the offer with respect to the Securities, based on hypothetical tenders of 75% of each series of Securities with an aggregate principal amount of US\$6,682,170,000 for an aggregate purchase price of \$2,096,526,000, which exceeds the US\$1,300,000,000 the Company will expend.

<u>Title of Security</u>	<u>Acceptance Priority Level</u>	<u>Face Amount</u>	<u>Aggregate Principal Amount Outstanding⁽¹⁾</u>	<u>Aggregate Principal Amount Tendered</u>	<u>Principal Amount Tendered and Accepted for Purchase</u>	<u>Principal Amount Tendered and Not Accepted for Purchase</u>	<u>Total Consideration Paid⁽²⁾</u>
9.50% Guaranteed Debentures due June 1, 2010	1	\$5,000	\$490,000,000	\$367,500,000	\$367,500,000	\$0	\$202,125,000
7.45% GLOBLS due July 16, 2031	2	\$1,000	\$3,698,500,000	\$2,773,875,000	\$2,773,875,000	\$0	\$832,162,500
6 1/2% Debentures due August 1, 2018	3	\$5,000	\$481,550,000	\$361,162,500	\$90,343,000	\$270,819,500	\$27,102,900
8 7/8% Debentures due January 15, 2022	3	\$5,000	\$177,972,000	\$133,479,000	\$33,389,000	\$100,090,000	\$10,016,700
7 1/8% Debentures due November 15, 2025	3	\$5,000	\$295,000,000	\$221,250,000	\$55,344,000	\$165,906,000	\$16,603,200
7 1/2% Debentures due August 1, 2026	3	\$5,000	\$250,000,000	\$187,500,000	\$46,902,000	\$140,598,000	\$14,070,600
6 5/8% Debentures due February 15, 2028	3	\$5,000	\$124,343,000	\$93,257,250	\$23,327,000	\$69,930,250	\$6,998,100
6 5/8% Debentures due October 1, 2028	3	\$1,000	\$741,292,000	\$555,969,000	\$139,073,000	\$416,896,000	\$41,721,900
6 3/8% Debentures due February 1, 2029	3	\$1,000	\$431,667,000	\$323,750,250	\$80,984,000	\$242,766,250	\$24,295,200
8.900% Debentures due January 15, 2032	3	\$1,000	\$383,218,000	\$287,413,500	\$71,895,000	\$215,518,500	\$21,568,500
9.95% Debentures due February 15, 2032	3	\$5,000	\$11,248,000	\$8,436,000	\$2,110,000	\$6,326,000	\$633,000
7.50% Notes due June 10, 2043	3	\$25.00	\$690,000,000	\$517,500,000	\$129,450,325	\$388,049,675	\$38,835,098
7.75% Debentures due June 15, 2043	3	\$5,000	\$149,539,000	\$112,154,250	\$28,054,000	\$84,100,250	\$8,416,200
7.40% Debentures due November 1, 2046	3	\$5,000	\$438,100,000	\$328,575,000	\$82,191,000	\$246,384,000	\$24,657,300
9.980% Debentures due February 15, 2047	3	\$1,000	\$208,106,000	\$156,079,500	\$39,042,000	\$117,037,500	\$11,712,600
7.70% Debentures due May 15, 2097	3	\$5,000	\$339,025,000	\$254,268,750	\$63,604,000	\$190,664,750	\$19,081,200

(1) As of February 28, 2009.

(2) The Tender Offer Consideration set forth in this example assumes that all of the Securities tendered and accepted for purchase were eligible for the Early Tender Premium.

In the above example, the Company would accept all \$367,500,000 aggregate principal amount of tendered 9.50% Guaranteed Debentures due June 1, 2010 and all \$2,773,875,000 aggregate principal amount of tendered 7.45% GLOBS due July 16, 2031. The Company would accept from each Holder of the remaining tendered series of Securities that portion of the Holder's tendered Securities that is equal to the total amount of all tendered series of Securities multiplied by a fraction, the numerator of which would be equal to \$885,714,290 (the principal amount for all such series of Securities that the Company is able to purchase within the remaining Maximum Tender Amount) and the denominator of which would be equal to \$3,540,795,000 (the total principal amount tendered for all such series of Securities), rounded down to the nearest integral multiple of \$25.00 for the 7.50% Notes due June 10, 2043 and \$1,000 for each other series of Securities set forth in the table on the inside cover of this Offer to Purchase. In this example, 25% of each of the remaining series of Securities would be accepted for purchase due to the Acceptance Priority Level of such series of Securities.

If proration of a series of tendered Securities is required, the Company or the Depository and Information Agent will determine the final proration factor as soon as practicable after the Expiration Date and will announce the results of proration by press release.

If the amount of Securities tendered results in a payment by the Company of less than US\$1,300,000,000 aggregate consideration, the Company may apply such remaining cash to the repurchase of other debt of Ford, through tender offers, exchange offers, privately negotiated transactions, open market purchases or otherwise, or may distribute such cash through Ford Holdings LLC to Ford for such purpose, subject to any applicable restrictions.

In addition, the Company or Ford may from time to time purchase any Securities that remain outstanding after the Expiration Date through open market purchases or privately negotiated transactions, one or more additional tender or exchange offers or otherwise, on terms that may or may not be equal to the Tender Offer Consideration or exercise any of their rights under the indentures under which such Securities were issued.

Source and Amount of Funds

The Company is offering to purchase for cash, upon the terms and subject to the conditions set forth in this Offer to Purchase, up to the Maximum Tender Amount of the outstanding Securities. See “—Maximum Tender Amount.” The Company expects to fund its purchase of the Securities pursuant to the offer from its cash and cash equivalents on hand.

Conditions of the Offer

Notwithstanding any other provision of the offer, the Company will not be obligated to accept for purchase, and pay for, validly tendered Securities of any series pursuant to the offer if the General Conditions (as defined below) have not been satisfied with respect to such series of Securities. The offer is not conditioned upon any minimum amount of Securities being tendered or on the consummation of any of the Transactions described under “Description of the Transactions.” The purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities.

For purposes of the foregoing provisions, all of the “General Conditions” shall be deemed to have been satisfied on the Early Tender Date or the Expiration Date, as applicable, unless any of the following conditions shall have occurred and be continuing on or after the date of this Offer to Purchase and before the Expiration Date with respect to any series of Securities:

- (i) any general suspension of trading in, or limitation on prices for, securities in the United States securities or financial markets or suspension of settlement procedures at the DTC, (ii) a material impairment in the trading market for debt or asset-backed securities, (iii) a declaration of a banking moratorium or any suspension of payments in respect of banks in the United States (whether or not mandatory), (iv) any limitation (whether or not mandatory) by any governmental authority on, or other event having a reasonable likelihood of affecting, the extension of credit by banks or other lending institutions in the United States, (v) any attack on, outbreak or escalation of hostilities or acts of terrorism involving the United States that would reasonably be expected to have a materially adverse

effect on the Company's, Ford's or their affiliates' business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects or (vi) any significant adverse change in the United States securities or financial markets generally, in the domestic automotive market, including any event or development in respect of any major domestic competitor (including with respect to their government-sponsored restructuring) or supplier of Ford, that, in the Company's judgment, would have a material adverse effect on the Company's, Ford's or their affiliates business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects or in the case of any of the foregoing existing on the date hereof, a material acceleration or worsening thereof;

- the existence of an order, statute, rule, regulation, executive order, stay, decree, judgment or injunction that shall have been enacted, entered, issued, promulgated, enforced or deemed applicable by any court or governmental, regulatory or administrative agency or instrumentality that, in the Company's judgment, would or would be reasonably likely to prohibit, prevent or materially restrict or delay consummation of the offer or that is, or is reasonably likely to be, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of the Company, Ford or their affiliates;
- there shall have been instituted, threatened or be pending any action or proceeding before or by any court, governmental, regulatory or administrative agency or instrumentality, or by any other person, in connection with the offer, that is, or is reasonably likely to be, in the judgment of the Company, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of the Company, Ford or their affiliates, or which would or might, in the Company's judgment, directly or indirectly prohibit, prevent, restrict or delay consummation of the offer or otherwise adversely affect the offer in any material manner;
- there exists any other actual or threatened legal impediment to the offer or any other circumstances that would materially adversely affect the transactions contemplated by the offer, or the contemplated benefits of the offer to the Company, Ford or their affiliates;
- there shall have occurred any development which would, in the judgment of the Company, materially adversely affect the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of the Company, Ford or their affiliates;
- an event or events or the likely occurrence of an event or events that would or might reasonably be expected to prohibit, restrict or delay the consummation of the offer or materially impair the contemplated benefits to the Company or Ford of the offer; or
- the applicable Securities trustee objects in any respect to, or takes any action that would be reasonably likely to materially and adversely affect, the consummation of the offer, or takes any action that challenges the validity or effectiveness of the procedures used by the Company in the making of the offer or in the acceptance of Securities.

The conditions described above are solely for the Company's benefit and may be asserted by the Company regardless of the circumstances giving rise to any such condition, including any action or inaction by the Company or Ford, and may be waived by the Company, in whole or in part, at any time and from time to time before the Settlement Date. The Company's failure at any time to exercise any of its rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time. The Company does not intend to grant withdrawal rights in the event that it waives any condition.

Subject to applicable law, the Company expressly reserves the right, in its sole discretion, to terminate the offer at any time with respect to any or all series of Securities. If the Company terminates the offer with respect to the Securities in whole or in part, it will give immediate notice to the Depositary and Information Agent, and all of the Securities theretofore tendered pursuant to the offer and not accepted for purchase will be returned promptly to the tendering Holders thereof.

Risk Factors

In deciding whether to participate in the offer, each Holder should consider carefully, in addition to the other information contained in and incorporated by reference in this Offer to Purchase, the following risk factors, as well as those set forth in “Item 1A—Risk Factors” and “Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operation—Risk Factors” of Ford’s Annual Report on Form 10-K for the year ended December 31, 2008, incorporated herein by reference.

Limited trading market for the Securities.

Historically, the trading market for some or all of the Securities has been limited. To the extent that such Securities are tendered and accepted in the offer, the trading market for Securities will likely become further limited. A bid for a debt security with a smaller outstanding principal amount available for trading (a smaller “float”) may be lower than a bid for a comparable debt or capital security with a greater float. Therefore, the market price for and liquidity of Securities not tendered or tendered but not purchased may be affected adversely to the extent that the principal amount of Securities purchased pursuant to the offer reduces the float. The reduced float may also tend to make the trading price more volatile.

Holders of Securities that remain outstanding following the consummation of the offer may attempt to obtain quotations for their Securities from their brokers; however, there can be no assurance that an active trading market will exist for the Securities following consummation of the offer. The extent of the public market for the Securities following consummation of the offer will depend upon a number of factors, including the size of the float, the number of Holders remaining at such time and the interest in maintaining a market in the Securities on the part of securities firms.

The amount of Securities that will be accepted for purchase is uncertain and you should only tender Securities that you want to be purchased.

Securities tendered pursuant to the offer may not be withdrawn except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company). Depending on the purchase price for the principal amount of Securities of each series subject to the offer validly tendered as of the Early Tender Date or the Expiration Date and the Acceptance Priority Level for a particular series of Securities, the Securities of such series may or may not be accepted for purchase, in whole or in part. If the aggregate purchase price for the Securities that are validly tendered in the offer does not exceed the Maximum Tender Amount, the Company will, subject to the conditions to the offer set forth above, accept for payment all Securities that have been validly tendered, unless the Company terminates the offer at any time with respect to such Securities.

The Company reserves the right to increase the Maximum Tender Amount at any time, which could result in it purchasing a greater principal amount of Securities in the offer. In particular, if the other related Transactions require less cash than the Company allocated, the Company may use such cash to increase the size of this offer. See “Description of the Transactions.” Subject to applicable law, if the Company increases the Maximum Tender Amount, the offer will remain open for at least 10 business days thereafter; however, the Company is not required to, and most likely will not, permit withdrawal in connection with any such extension. If Holders tender more Securities in the offer than they expect to be accepted by the Company based on the Maximum Tender Amount and the Company subsequently increases the Maximum Tender Amount, such Holders will not be able to withdraw any of their previously tendered Securities. Accordingly, Holders should not tender any Securities that they do not wish to be accepted.

We cannot assure you that the other Transactions will occur.

The offer is being made as part of a larger group of Transactions to improve Ford’s consolidated balance sheet and capital structure by decreasing Ford’s outstanding consolidated debt and significantly reducing its annual interest expense. See “Description of the Transactions.” The Company is making this offer because the improvements to Ford’s capital structure as a result of the efforts to reduce its debt, along with its ongoing operational improvements, will contribute significantly to restoring Ford’s and the Company’s long-term financial

stability. See “Purpose of the Offer.” The offer, however, is not conditioned upon the consummation of any of the Transactions. If sufficient debt reduction is not obtained pursuant to the Transactions, the decreased costs associated with the UAW tentative agreement may not be obtained. Accordingly, we cannot assure you that we and Ford will be able to achieve our objectives with respect to the Transactions.

The Securities may be acquired by the Company or Ford other than through the offer in the future.

From time to time in the future, to the extent permitted by applicable law, the Company or Ford may acquire Securities that remain outstanding, whether or not the offer is consummated, through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as either may determine, which may be more or less than the price to be paid pursuant to the offer and could be for cash or other consideration. Alternatively, to the extent permitted under the respective indenture governing each series of Securities, the Company or Ford may redeem in whole or in part any Securities that remain outstanding. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Company or Ford may pursue.

Procedures for Tendering

Each series of the outstanding Securities is represented by a global certificate registered in the name of DTC. DTC is the only registered holder of the Securities. DTC facilitates the clearance and settlement of transactions through electronic book-entry changes in accounts of DTC participants. DTC participants include securities brokers and dealers, banks, trust companies, clearing corporations and other organizations. Persons that are not participants beneficially own the Securities only through DTC participants.

How to tender if you are a beneficial owner but not a DTC participant.

If you beneficially own Securities through an account maintained by a broker, dealer, commercial bank, trust company or other DTC participant and you desire to tender Securities, you should contact your DTC participant promptly and instruct it to tender your Securities on your behalf.

How to tender if you are a DTC participant.

To participate in the offer, a DTC participant must:

- comply with the ATOP procedures of DTC described below; or
- (i) complete and sign and date the Letter of Transmittal, or a facsimile of the Letter of Transmittal; (ii) have the signature on the Letter of Transmittal guaranteed if the Letter of Transmittal so requires; and (iii) mail or deliver the Letter of Transmittal or facsimile thereof to the Depository and Information Agent prior to the Expiration Date.

In addition, either:

- the Depository and Information Agent must receive, prior to the Expiration Date, a properly transmitted agent’s message; or
- the Depository and Information Agent must receive, prior to the Expiration Date, a timely confirmation of book-entry transfer of such Securities into the Depository and Information Agent’s account at DTC according to the procedure for book-entry transfer described below and the Letter of Transmittal and other documents required by the Letter of Transmittal.

If a DTC participant chooses to tender by delivery of a Letter of Transmittal, to be validly tendered the Depository and Information Agent must receive any physical delivery of the Letter of Transmittal and other required documents at its address indicated on the back cover of this Offer to Purchase and the front cover of the Letter of Transmittal prior to the Expiration Date.

The tender of Securities by a Holder will constitute a binding agreement between the Holder and the Company in accordance with the terms and subject to the conditions described in this Offer to Purchase and in the Letter of Transmittal.

The method of delivery of the Letter of Transmittal and all other required documents to the Depositary and Information Agent is at your election and risk. Rather than mail these items, the Company recommends that you either deliver them by facsimile (and confirm receipt of the facsimile by the Depositary and Information Agent) or use an overnight delivery service. In all cases, you should allow sufficient time to assure delivery to the Depositary and Information Agent before the Expiration Date or Early Tender Date, as the case may be. You should not send the Letter of Transmittal to the Company.

Signatures and signature guarantees.

If you are using a Letter of Transmittal, you must have signatures guaranteed by a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States, or an “eligible guarantor institution” within the meaning of Rule 17Ad-15 under the Exchange Act. In addition, such entity must be a member of one of the recognized signature guarantee programs identified in the Letter of Transmittal. Signature guarantees are not required, however, if the Securities are tendered for the account of a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States, or an eligible guarantor institution.

Tendering through DTC’s ATOP.

The Depositary and Information Agent and DTC have confirmed that any financial institution that is a participant in DTC’s system may use DTC’s ATOP to tender. DTC participants may, instead of physically completing and signing the Letter of Transmittal and delivering it to the Depositary and Information Agent, transmit an acceptance of the offer electronically. DTC participants may do so by causing DTC to transfer the Securities to the Depositary and Information Agent in accordance with its procedures for transfer. DTC will then send an agent’s message to the Depositary and Information Agent.

The term “agent’s message” means a message transmitted by DTC, received by the Depositary and Information Agent and forming part of the book-entry confirmation, to the effect that:

- DTC has received an express acknowledgment from a DTC participant in ATOP that it is tendering Securities that are the subject of such book-entry confirmation;
- such DTC participant has received and agrees to be bound by the terms of the Letter of Transmittal; and
- the agreement may be enforced against such DTC participant.

Determination of Validity

The Company will determine in the Company’s sole discretion all questions as to the validity, form, eligibility, including time of receipt, and acceptance of tendered Securities. The Company reserves the absolute right to reject any and all Securities not validly tendered or any Securities whose acceptance by the Company would, in the opinion of the Company’s counsel, be unlawful. The Company also reserves the right to waive any defects or irregularities either before or after the Expiration Date. The Company’s interpretation of the terms and conditions of the offer, including the instructions in the Letter of Transmittal, will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of Securities must be cured within a time period that the Company will determine. Neither the Company, the Depositary and Information Agent nor any other person will have any duty to give notification of any defects or irregularities nor will any of them incur any liability for failure to give such notification. Tenders of Securities will not be considered to have been made until any defects or irregularities have been cured or waived. Any Securities received by the Depositary and Information Agent that are not validly tendered and as to which the defects or irregularities have not been cured or waived will be returned by

the Depositary and Information Agent to the tendering owners, via the facilities of DTC, as soon as practicable following the Expiration Date.

Acceptance of Securities for Purchase; Payment for Securities

On the Settlement Date, the Depositary and Information Agent will tender to the Company the aggregate principal amount of Securities tendered for purchase in the offer whereupon the Company will deliver to the Depositary and Information Agent for delivery to tendering Holders of the Securities the amount of cash necessary to pay to each Holder whose Securities are accepted for purchase the Total Consideration or Tender Offer Consideration, as applicable, plus the applicable accrued and unpaid interest from the last interest payment date to, but excluding, the Settlement Date in respect of such Securities.

For purposes of the offer, the Company will be deemed to have accepted for purchase validly tendered Securities or defectively tendered Securities with respect to which the Company has waived such defect, when, as and if the Company gives oral (promptly confirmed in writing) or written notice of such acceptance to the Depositary and Information Agent.

The Company will pay for Securities accepted for purchase by the Company pursuant to the offer by depositing the cash amounts with the Depositary and Information Agent. The Depositary and Information Agent will act as your agent for the purpose of receiving cash from the Company and transmitting such cash to you.

In all cases, issuance of cash for Securities accepted for purchase by the Company pursuant to the offer will be made promptly after the Expiration Date and will be credited by the Depositary and Information Agent to the appropriate account at DTC, subject to receipt by the Depositary and Information Agent of:

- timely confirmation of a book-entry transfer of the Securities into the Depositary and Information Agent's account at DTC, pursuant to the procedures set forth in "— Procedures for Tendering" above;
- a properly transmitted agent's message; and
- any other documents required by the Letter of Transmittal.

Tenders of Securities will be accepted only in principal amounts equal to \$25.00 or integral multiples thereof for the 7.50% Notes due June 10, 2043 and \$1,000 or integral multiples thereof for each other series of Securities set forth in the table on the inside cover of this Offer to Purchase. Securities with face amounts of \$5,000, as set forth in the table on the inside cover of this Offer to purchase, that are tendered and accepted for purchase in integral multiples of less than \$5,000 will receive the Tender Offer Consideration and Early Tender Payment, as the case may be, on a proportionate basis for each integral multiple of \$1,000.

By tendering Securities pursuant to the offer, the Holder will be deemed to have represented and warranted that such Holder has full power and authority to tender, sell, assign and transfer the Securities tendered thereby and that when such Securities are accepted for purchase and payment by the Company, the Company will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. The Holder will also be deemed to have agreed to, upon request, execute and deliver any additional documents deemed by the Depositary and Information Agent or by the Company to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered thereby.

By tendering Securities pursuant to the offer, the Holder will be deemed to have agreed that the delivery and surrender of the Securities is not effective, and the risk of loss of the Securities does not pass to the Depositary and Information Agent, until receipt by the Depositary and Information Agent of a properly transmitted agent's message together with all accompanying evidences of authority and any other required documents in form satisfactory to the Company. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of tenders of Securities will be determined by the Company, in its sole discretion, which determination shall be final and binding.

The Company may transfer or assign, in whole or from time to time in part, to one or more of its affiliates or any third party the right to purchase all or any of the Securities tendered pursuant to the offer, but any such transfer or assignment will not relieve the Company of its obligations under the offer and will in no way prejudice the rights of tendering Holders to receive payment for Securities validly tendered and accepted for purchase pursuant to the offer.

If the aggregate purchase price for the Securities subject to the offer that are validly tendered exceeds the Maximum Tender Amount, the Company will accept for payment only the aggregate principal amount of Securities that does not result in an aggregate purchase price above the Maximum Tender Amount, and the Securities will be purchased in accordance with the Acceptance Priority Level (in numerical priority order). For more information on possible proration of the offer, please see “—Maximum Tender Amount.”

Holders of Securities tendered and accepted for purchase pursuant to the offer will be entitled to the applicable accrued and unpaid interest on their Securities to, but excluding, the Settlement Date, payable on the Settlement Date. Under no circumstances will any additional interest be payable because of any delay by the Depository and Information Agent or DTC in the transmission of funds to the Holders of purchased Securities or otherwise.

If the Company is delayed in its acceptance for purchase of, or payment for, any Securities or is unable to accept for purchase or pay for any Securities pursuant to the offer for any reason, then, without prejudice to the Company’s rights hereunder, but subject to applicable law, tendered Securities may be retained by the Depository and Information Agent on behalf of the Company (subject to Rule 14e-1 under the Exchange Act, which requires that the Company pay the consideration offered or return the Securities deposited by or on behalf of the Holders promptly after the termination or withdrawal of the offer).

Tendering Holders of Securities purchased in the offer will not be obligated to pay brokerage commissions or fees to the Dealer Managers, the Depository and Information Agent or the Company or to pay transfer taxes with respect to the purchase of their Securities. The Company will pay all other charges and expenses in connection with the offer. See “—Soliciting Dealer Fee” and “Dealer Managers and Depository and Information Agent.” Any Holder or beneficial owner that has questions concerning tender procedures should contact the Depository and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase.

Soliciting Dealer Fee

The Company will pay a soliciting dealer fee of \$10 for each \$1,000 aggregate principal amount of Securities that are validly tendered and accepted for purchase pursuant to the offer to retail brokers that are appropriately designated by their clients to receive this fee, but only for Securities tendered by or for a beneficial owner if the Securities tendered by or for that beneficial owner have an aggregate principal amount of \$250,000 or less. In order to be eligible to receive the soliciting dealer fee, a properly completed soliciting dealer form, which is included in the Letter of Transmittal, must be received by the Depository and Information Agent prior to 9:00 a.m., New York City time, on the Expiration Date. The Company shall, in its sole discretion, determine whether a broker has satisfied the criteria for receiving a soliciting dealer fee (including, without limitation, the submission of the appropriate documentation without defects or irregularities and in respect of bona fide tenders). The Company will pay soliciting dealer fees promptly after the Settlement Date.

Return of Unaccepted Securities

Any tendered Securities that are not accepted for purchase by the Company will be returned without expense to their tendering Holder. Such non-purchased Securities will be credited by the Depository and Information Agent to an account maintained with DTC. These actions will occur promptly after the expiration or termination of the offer.

Early Tender Date; Expiration Date; Extensions; Amendments

The Early Tender Date for each series of Securities is 5:00 p.m., New York City time, on March 19, 2009, unless extended with respect to a series of Securities, in which case the Early Tender Date with respect to such series of Securities will be such date to which the Early Tender Date is extended. The Expiration Date for each series of

Securities is 9:00 a.m., New York City time, on April 3, 2009, unless extended with respect to a series of Securities, in which case the Expiration Date with respect to such series of Securities will be such date to which the Expiration Date is extended. The Company, in its sole discretion, may extend the Early Tender Date or Expiration Date for any or all series of Securities for any purpose, including to permit the satisfaction or waiver of all conditions to the offer. To extend the Early Tender Date or Expiration Date as to a series, or for all series, of Securities, the Company will notify DTC, and will make a public announcement thereof before 9:00 a.m., New York City time, on the next business day after the previously scheduled Early Tender Date or Expiration Date, as applicable. Such announcement will state that the Company is extending the offer as to such series of Securities for a specified period or on a daily basis. Without limiting the manner in which the Company may choose to make a public announcement of any extension, amendment or termination of the offer, the Company will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release and notice to PR Newswire.

The Company expressly reserves the right, subject to applicable law, to:

- delay accepting any Securities, to extend the offer period or to terminate the offer and not accept Securities, as to any or all series of Securities; and
- amend, modify or, waive at any time, or from time to time, the terms of the offer in any respect as to any or all series of Securities, including waiver of any conditions to consummation of the offer.

If the Company exercises any such right, the Company will give written notice thereof to DTC and will make a public announcement thereof as promptly as practicable.

The minimum period during which the offer will remain open following material changes in the terms of the offer or in the information concerning the offer will depend upon the facts and circumstances of such change, including the relative materiality of the changes. With respect to any material change in consideration or percentage of Securities sought, a minimum ten business day extension period will be made to allow for adequate dissemination of such change. If any of the terms of the offer are amended in a manner determined by the Company to constitute a material change adversely affecting any Holder, the Company will promptly disclose any such amendment in a manner reasonably calculated to inform Holders of such amendment, and the Company will extend the offer for a time period that the Company in its sole discretion deems appropriate, depending upon the significance of the amendment and the manner of disclosure to Holders, if the offer would otherwise expire during such time period.

No Withdrawal Rights

Holders who tender their Securities may not withdraw them except in certain limited circumstances where withdrawal rights may be required by law (as determined by the Company). Accordingly, Holders should not tender any Securities that they do not wish to be accepted for purchase.

No Appraisal Rights

The Securities are obligations of Ford or its affiliates, as applicable, and are governed by the respective indentures under which the Securities were issued, each as amended or supplemented to date. There are no appraisal or other similar statutory rights available to Holders in connection with the offer.

Accounting Treatment

The Company will account for the offer as a purchase of securities. The Company will then transfer the Securities in full or partial satisfaction of its current obligation to Ford under the Amended and Restated Tax Sharing Agreement, dated as of December 12, 2006, between Ford and the Company. Any Securities the Company holds in excess of such tax sharing payments will be distributed to Ford Holdings LLC, which in turn will distribute such Securities to Ford.

Ford will record a decrease in long-term debt equal to the aggregate principal amount of Securities received from the Company, resulting in a gain on the extinguishment of debt. Following the offering, Ford's annual interest

expense will decline by approximately \$300 million, excluding the amortization of discount and deferred charges, if the offer is fully accepted and assuming an equal percentage reduction across each series.

Fees and Expenses

The Company will bear the fees and expenses of soliciting tenders in this Offer to Purchase. The Company is making the principal solicitation by mail and overnight courier. However, where permitted by applicable law, additional solicitations may be made by facsimile, telephone or in person by the officers and regular employees of the Company, Ford and their affiliates. The Company will also pay the Depositary and Information Agent reasonable and customary fees for their services and will reimburse them for their reasonable out-of-pocket expenses. The Company will indemnify the Depositary and Information Agent against certain liabilities and expenses in connection therewith, including liabilities under the federal securities laws.

Brokerage Commissions

You are not required to pay any brokerage commissions to the Dealer Managers, the Depositary and Information Agent, Ford or the Company. If your Securities are held through a broker or other nominee who tenders Securities on your behalf, your broker may charge you a commission for doing so. You should consult with your broker or nominee to determine whether any charges will apply.

Transfer Taxes

The Company is not aware of any obligation of Holders who tender their Securities in the offer to pay any transfer taxes. However, if transfer tax would apply to the offer, then the amount of any transfer taxes, whether imposed on the registered owner or any other persons, will be payable by the tendering Holder. If satisfactory evidence of payment of such taxes or exemption from them is not submitted to the Company by the tendering Holder, the amount of such transfer taxes will be billed directly to the tendering Holder.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

This disclosure is limited to the U.S. federal tax issues addressed herein. Additional issues may exist that are not addressed in this disclosure and that could affect the U.S. federal tax treatment of this Offer to Purchase. This tax disclosure was written in connection with the promotion or marketing by the Company of the Offer to Purchase, and it cannot be used by any Holder for the purpose of avoiding penalties that may be asserted against the Holder under the Internal Revenue Code. Holders should seek their own advice based on their particular circumstances from an independent tax advisor.

The following are the material U.S. federal income tax consequences relating to the sale of Securities to the Company by Holders pursuant to the offer. This summary is based on the provisions of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), U.S. Treasury regulations promulgated thereunder (the “Treasury Regulations”), judicial authorities and administrative rulings, all as in effect as of the date hereof and all of which are subject to change, possibly with retroactive effect. The following applies only to Holders who hold their Securities as capital assets within the meaning of Section 1221 of the Code (generally, property held for investment).

This discussion does not describe all of the tax consequences that may be relevant to a Holder in light of the Holder’s particular circumstances or to Holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- mutual funds;
- dealers and certain traders in securities, commodities or foreign currencies;
- U.S. Holders, as defined below, who hold Securities as part of a hedge, straddle, constructive sale or conversion transaction or other integrated investment;
- regulated investment companies;
- real estate investment trusts;
- U.S. Holders whose functional currency is not the U.S. dollar;
- tax-exempt entities, including an “individual retirement account” or “Roth IRA” as defined in Section 408 or 408A of the Code, respectively; or
- persons subject to the alternative minimum tax.

The tax consequences of a sale of Securities by U.S. Holders that hold Securities through a partnership or other pass-through entity generally will depend on the status of the U.S. Holder and the activities of the partnership. Partners in a partnership or other pass-through entity holding Securities should consult their tax advisors. The effect of any applicable state, local or foreign tax laws is not discussed.

This summary of material U.S. federal income tax consequences is for general information only and is not tax advice. Holders are urged to consult their tax advisors with respect to the application of U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the U.S. federal estate or gift tax rules, or under the laws of any state, local, foreign or other taxing jurisdiction or under any applicable tax treaty.

U.S. Holders

This section applies to you only if you are a U.S. Holder. As used herein, the term “U.S. Holder” of a Security means a beneficial owner of a Security that is, for U.S. federal income tax purposes:

- a citizen or resident of the United States,
- a corporation, or other entity taxable as a corporation, created or organized in the laws of the United States or any political subdivision thereof; or

- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Holders who are not U.S. Holders should refer to “—Non-U.S. Holders” below.

Sale of a Security Pursuant to the Offer. The receipt of cash by a U.S. Holder in exchange for a Security pursuant to the offer will be a taxable transaction for U.S. federal income tax purposes. A U.S. Holder tendering a Security will generally recognize gain or loss in an amount equal to the difference between (i) the amount of cash received in exchange for such Security (other than cash received in respect of accrued but unpaid interest) and (ii) the U.S. Holder’s “adjusted tax basis” in the Security at the time of sale. Subject to the discussion below under “Market Discount” and “Early Tender Premium,” such gain or loss will generally be capital gain or loss. Such capital gain or loss will be long-term capital gain or loss if the U.S. Holder held the Security for more than one year at the time of such sale. Long-term capital gain of individuals is generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to certain limitations. Amounts received by a U.S. Holder in respect of accrued and unpaid interest on a Security will generally be taxed as ordinary interest income for U.S. federal income tax purposes to the extent not previously included in income.

Market Discount. A Security has “market discount” if its stated redemption price at maturity exceeds its tax basis in the hands of a U.S. Holder immediately after its acquisition, unless a statutorily defined *de minimis* exception applies. Unless the U.S. Holder had previously elected to include market discount in income as it accrued for U.S. federal income tax purposes, gain recognized by the U.S. Holder with respect to a Security acquired with market discount will generally be subject to tax as ordinary income to the extent of the lesser of (i) the gain recognized or (ii) the market discount accrued during the period the Security was held by such U.S. Holder. Market discount accrues on a ratable basis unless the U.S. Holder elects to accrue the market discount using a constant-yield method.

Early Tender Premium. The tax treatment of the receipt of the Early Tender Premium to U.S. Holders that sell Securities pursuant to the offer is unclear because there are no authorities that directly address the treatment of such a payment. Under the Code, any amount received by a holder on retirement of a debt instrument is generally treated as being received in exchange for the debt instrument. If the Early Tender Premium is treated as additional consideration for the Securities, such a payment would be treated as part of the total consideration received in exchange for the tendered Securities and treated in the manner described in the discussion under the caption “Sale of a Security Pursuant to the Offer.” It is possible, however, that the Early Tender Premium may be treated as interest or a separate fee that would be subject to tax as ordinary income rather than additional consideration for the Securities. U.S. Holders should consult their tax advisors as to the proper treatment of the Early Tender Premium.

Information Reporting and Backup Withholding. Payments to a U.S. Holder pursuant to the offer may be subject to certain information reporting requirements (unless the U.S. Holder is a corporation or other exempt recipient). Backup withholding may also apply to such payments if the U.S. Holder fails to comply with certain identification requirements. Backup withholding is not an additional tax, but instead will be allowed as a credit against such Holder’s U.S. federal income tax liability and may entitle the Holder to a refund if the U.S. Holder timely furnishes the required information to the Internal Revenue Service (the “IRS”).

Non-U.S. Holders

This section applies to you only if you are a non-U.S. Holder. As used herein, the term “non-U.S. Holder” means a beneficial owner of a Security that is, for U.S. federal income tax purposes:

- an individual who is classified as a nonresident alien;
- a foreign corporation; or
- a foreign trust or estate.

The term non-U.S. Holder does not include any of the following Holders:

- a Holder who is an individual present in the United States for 183 days or more in the taxable year of disposition and who is not otherwise a resident of the United States for U.S. federal income tax purposes;
- certain former citizens or residents of the United States; or
- a Holder for whom income or gain in respect of the Securities is effectively connected with the conduct of a United States trade or business.

Such Holders should consult their tax advisers regarding the U.S. federal income tax consequences of the offer.

Interest. Any cash received that is attributable to accrued and unpaid interest will be treated as a payment of interest to a non-U.S. Holder for U.S. federal income tax purposes. A non-U.S. Holder that fulfills the certification requirement described below will generally not be subject to U.S. federal income tax on such interest unless the non-U.S. Holder owns, actually or constructively, 10 percent or more of the total combined voting power of all classes of Ford stock entitled to vote and is not a controlled foreign corporation related, directly or indirectly, to Ford through stock ownership.

The certification requirement referred to above will be fulfilled if the beneficial owner of a Security (or a financial institution holding the Security on behalf of the beneficial owner) furnishes to us a properly completed IRS Form W-8BEN, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person.

Sale of Securities. Except as described above with respect to payments attributable to accrued interest on the Securities and subject to the discussion below concerning backup withholding, any gain realized by a Non-U.S. Holder on the sale of a Security pursuant to the offer will generally not be subject to U.S. federal income tax or withholding.

Information Reporting and Backup Withholding. Information returns will be filed with the IRS in connection with payments made by the Company or its paying agents to a Non-U.S. Holder of a Security pursuant to the offer. A non-U.S. Holder may have to comply with certification procedures to establish that it is not a United States person in order to avoid information reporting and backup withholding tax requirements. The amount of any backup withholding from a payment to a non-U.S. Holder will be allowed as a credit against such Holder's U.S. federal income tax liability and may entitle such Holder to a refund, provided that the required information is timely furnished to the IRS.

Non-Tendering Holders

A Holder that does not tender its Securities in the offer or does not have its tender of Securities accepted for purchase pursuant to the offer will not recognize any gain or loss as a result of the offer.

THE UNITED STATES FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION PURPOSES ONLY. ALL HOLDERS ARE ENCOURAGED TO CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE UNITED STATES FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE OFFER.

DEALER MANAGERS AND DEPOSITARY AND INFORMATION AGENT

The Company has retained Goldman, Sachs & Co., Blackstone Advisory Services L.P., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Morgan Stanley & Co. Incorporated, Barclays Capital Inc., BNP Paribas Securities Corp., Greenwich Capital Markets, Inc. and HSBC Securities (USA) Inc to act as Dealer Managers in connection with the offer. The Dealer Managers may contact Holders regarding the offer and may request brokers, dealers and other nominees to forward this Offer to Purchase and related materials to beneficial owners of Securities.

The Company has agreed to pay the Dealer Managers a fee for their services as Dealer Managers in connection with the offer. In addition, the Company will reimburse the Dealer Managers for their reasonable out-of-pocket expenses. The Company has also agreed to indemnify the Dealer Managers and their respective affiliates against certain liabilities in connection with their services, including liabilities under the federal securities laws. At any given time, the Dealer Managers may trade the Securities or other securities of the Company, Ford and their affiliates for their own account or for the accounts of their respective customers and, accordingly, may hold a long or short position in the Securities.

The Dealer Managers have provided in the past, and/or are currently providing, other investment banking and financial advisory services to the Company, Ford and their affiliates. Certain of the Dealer Managers and/or their affiliates are providing advisory services in connection with the Transactions and are parties to our credit facility. They receive customary compensation from Ford and the Company for these services. See “Description of the Transactions.” The Dealer Managers may in the future provide various investment banking and other services to the Company, Ford and their affiliates, for which they would receive customary compensation from the Company or Ford.

Global Bondholder Services Corporation has been appointed Depositary and Information Agent for the offer. All deliveries and correspondence sent to the Depositary and Information Agent should be directed to the address set forth on the back cover of this Offer to Purchase. The Company has agreed to pay the Depositary and Information Agent reasonable and customary fees for its services and to reimburse the Depositary and Information Agent for its reasonable out-of-pocket expenses in connection therewith. The Company has also agreed to indemnify the Depositary and Information Agent for certain liabilities, including liabilities under the federal securities laws. Requests for additional copies of documentation may be directed to the Depositary and Information Agent at the address set forth on the back cover of this Offer to Purchase.

In connection with the offer, directors and officers of the Company or Ford and regular employees of the Company or Ford (who will not be specifically compensated for such services) may solicit tenders by use of the mails, personally or by telephone. The Company will also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this Offer to Purchase and related documents to the beneficial owners of the Securities and in handling or forwarding tenders of Securities by their customers. In addition, the Company will pay a soliciting dealer fee to certain retail brokers as described above under “Terms of the Offer—Procedures for Tendering—Acceptance of Securities for Purchase; Payment for Securities.”

MISCELLANEOUS

No person has been authorized to give any information or make any representations other than those contained or incorporated by reference herein or in the accompanying Letter of Transmittal and other materials, and, if given or made, such information or representations must not be relied upon as having been authorized by the Company, Ford, the Dealer Managers, the Depositary and Information Agent, any of the respective Securities' trustees or any other person. The statements made in this Offer to Purchase are made as of the date on the cover page of this Offer to Purchase and the statements incorporated by reference are made as of the date of the document incorporated by reference. The delivery of this Offer to Purchase and the accompanying materials shall not, under any circumstances, create any implication that the information contained herein or incorporated by reference is correct as of a later date.

Recipients of this Offer to Purchase and the accompanying materials should not construe the contents hereof or thereof as legal, business or tax advice. Each recipient should consult its own attorney, business advisor and tax advisor as to legal, business, tax and related matters concerning the offer.

The Depository and Information Agent for the offer is:

GLOBAL BONDHOLDER SERVICES CORPORATION

By Regular, Registered or Certified Mail;

Hand or Overnight Delivery:

Global Bondholder Services Corporation
65 Broadway – Suite 723
New York, New York 10006
Attention: Corporate Actions

By Facsimile Transmission

(for Eligible Institutions Only):

(212) 430-3775

Attention: Corporate Actions

For Confirmation by Telephone:

(212) 430-3774

Any questions regarding procedures for tendering Securities or requests for additional copies of this Offer to Purchase should be directed to the Depository and Information Agent:

GLOBAL BONDHOLDER SERVICES CORPORATION

65 Broadway, Suite 723

New York, New York 10006

Banks and Brokers, Call Collect:

(212) 430-3774

All Others Call Toll Free:

(866) 470-4300

Any questions regarding the terms of the offer should be directed to the Dealer Managers:

GOLDMAN, SACHS & CO.

One New York Plaza, 48th Floor

New York, New York 10004

Toll Free: 800-828-3182

Collect: 212-357-4692

Attention: Liability Management Group

BLACKSTONE ADVISORY SERVICES L.P.

345 Park Avenue, 30th Floor

New York, New York 10154

Collect: 212-583-5400

Attention: Debt Tender/Exchange Department