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Rule 424(b)

Registration Statement No. 333-7523

**Prospectus Supplement to
Prospectus Dated May 17, 2002**

\$3,000,000,000

Global Landmark Securities TM (“GlobLS TM”)

Ford Motor Credit Company

\$1,000,000,000 5 5/8% GlobLS due October 1, 2008

\$2,000,000,000 7% GlobLS due October 1, 2013

The 5 5/8% GlobLS due October 1, 2008 (the “Five-Year Notes”) will mature on October 1, 2008. The 7% GlobLS due October 1, 2013 (the “Ten-Year Notes” and, together with the Five-Year Notes, the “Notes”) will mature on October 1, 2013. The Notes will pay interest semi-annually on April 1 and October 1 of each year, beginning April 1, 2004.

The Notes are offered for sale in the United States, Europe and Asia. Ford Credit has applied to have the Notes listed and traded on the Luxembourg Stock Exchange and the Singapore Exchange Securities Trading Limited.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement and the accompanying Prospectus. Any representation to the contrary is a criminal offense.

This Prospectus Supplement and the accompanying Prospectus have been lodged with the Registrar of Companies in Singapore as an information memorandum pursuant to Section 275 of the Singapore Securities and Futures Act, Chapter 289.

	Per Five-Year Note	Total	Per Ten-Year Note	Total
Initial public offering price	99.627%	\$996,270,000	99.479%	\$1,989,580,000
Underwriting discounts and commissions	0.325%	\$ 3,250,000	0.425%	\$ 8,500,000
Proceeds, before expenses, to Ford Credit	99.302%	\$993,020,000	99.054%	\$1,981,080,000

Interest on the Notes will accrue from September 23, 2003 and must be paid by the purchaser if the Notes are delivered to the Underwriters after September 23, 2003. Ford Credit expects that delivery of the Notes will be made to investors on or about September 23, 2003. See “Underwriting” in this Prospectus Supplement.

Joint Book-Running Managers

**Banc of America Securities
LLC**

Morgan Stanley

UBS Investment Bank

Prospectus Supplement dated September 16, 2003.

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The Luxembourg Stock Exchange takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document or the accompanying Prospectus.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this Prospectus Supplement and the accompanying Prospectus. Admission to the Official List is not to be taken as an indication of the merits of the issuer or of the Notes.

This Prospectus Supplement and the accompanying Prospectus include particulars given in compliance with the requirements of the Singapore Exchange Securities Trading Limited for the purpose of giving information with regard to Ford Credit.

Ford Credit accepts full responsibility for the accuracy of the information contained in this Prospectus Supplement and accompanying Prospectus and confirms, having made all reasonable

inquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading in any material respect.

You should rely only on the information contained or incorporated by reference in this Prospectus Supplement or the accompanying Prospectus. No one is authorized to provide you with different information.

The Notes are not being offered in any jurisdiction where the offer is not permitted.

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You should not assume that the information contained in or incorporated by reference in this Prospectus Supplement or the accompanying Prospectus is accurate as of any date other than the date on the front of the documents.

Offers and sales of the Notes are subject to restrictions in relation to the United Kingdom, Germany, The Netherlands, Singapore and Japan, details of which are set out in “Underwriting” below. The distribution of this Prospectus Supplement, and the accompanying Prospectus and the offering of the Notes in certain other jurisdictions may also be restricted by law.

In this Prospectus Supplement and the accompanying Prospectus, unless otherwise specified or the context otherwise requires, references to “dollars”, “\$” and “U.S.\$.” are to United States dollars.

IN CONNECTION WITH THE OFFERING, CERTAIN OF THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NOTES AT LEVELS ABOVE THOSE WHICH MIGHT NOT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED IN THE OVER-THE-COUNTER MARKETS OR OTHERWISE, SUCH STABILIZATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS OF FORD CREDIT

Gregory C. Smith

Director, Chairman of the
Board and Chief Executive Officer

David P. Cospers

Director, Executive Vice President,
Chief Financial Officer
and Treasurer

Terry D. Chenault

Director and
Executive Vice President

Michael E. Bannister

Director, President and
Chief Operating Officer

Allan D. Gilmour

Director

John T. Noone

Director and
Executive Vice President
Don R. Leclair
Director

Richard C. VanLeeuwen

Director and
Executive Vice President

A.J. Wagner

Director and
Executive Vice President

David L. Korman

Executive Vice President
and General Counsel

Malcolm S. Macdonald

Director

Carl E. Reichardt

Director

All of the above-named persons are full-time employees of Ford Motor Company (“Ford”) or Ford Credit with the exception of Mr. Reichardt, who is not an employee of either company but is a director of Ford.

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CAPITALIZATION OF FORD CREDIT

The capitalization of Ford Credit and its subsidiaries at June 30, 2003 is adjusted to reflect the present issue as follows (in millions of U.S. dollars):

	Outstanding June 30, 2003	Additional Long-term Indebtedness
<hr/>		
Senior Indebtedness, Unsecured		
Short-term		
Commercial paper	\$ 8,450.6	
Other short-term debt	20,723.3	
	<hr/>	
Total short-term debt	29,173.9	
Long-term debt payable within one year	20,510.7	
Long-term notes and debentures	96,509.4	
Notes offered hereby	—	\$ 3,000
	<hr/>	<hr/>
Total debt	\$146,194.0	
	<hr/>	
Stockholder's Equity		
Capital stock, par value \$100 a share (250,000 common shares authorized, issued, fully paid and outstanding)	\$ 25.0	
Paid-in surplus (contributions by stockholder)	5,117.0	
Accumulated other comprehensive loss	8.1	
Earnings retained for use in the business	7,737.3	
	<hr/>	
Total stockholder's equity	\$ 12,887.4	
	<hr/>	
Total Capitalization	\$159,081.4	
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Except as set forth herein, there has been no material change in the capitalization of Ford Credit since June 30, 2003 to the date of this Prospectus Supplement.

DESCRIPTION OF NOTES

The Notes are part of the Debt Securities registered by Ford Credit in May 2002 to be issued on terms to be determined at the time of sale. In addition to the Notes offered hereby, Debt Securities in the aggregate principal amount of \$5,000,000,000 previously have been designated for sale or have been sold.

The Notes will bear interest from September 23, 2003. Interest on the Notes will be payable on April 1 and October 1 of each year, commencing April 1, 2004, to the persons in whose names the Notes are registered at the close of business on the 15th day preceding each such interest payment date, subject to certain exceptions.

Interest on the Notes will be computed on the basis of a 360-day year comprised of twelve 30-day months.

The Notes are not subject to redemption prior to maturity unless certain events occur involving United States taxation. If any of these special tax events do occur, Ford Credit may at its option redeem one or both series of Notes at a redemption price of 100% of their principal amount plus accrued and unpaid interest to the date of redemption. See “Description of Notes — Redemption.”

Book-Entry, Delivery and Form

Each series of Notes will be issued in the form of one or more fully registered Global Notes (the “Global Notes”) which will be deposited on September 23, 2003 with, or on behalf of, The Depository Trust Company, New York, New York (the “Depository”) and registered in the name of Cede & Co., the Depository’s nominee. Notes in definitive form will not be issued, unless otherwise determined, at Ford Credit’s option. Beneficial interests in the Global Notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in the Depository. Investors may elect to hold interests in the Global Notes through either the Depository (in the United States) or Clearstream Banking, Société anonyme (“Clearstream Luxembourg”) or Euroclear Bank S.A./N.V., as operator of the Euroclear System (“Euroclear”) (in Europe) if they are participants of such systems, or indirectly through organizations which are participants in such systems. Clearstream Luxembourg and Euroclear will hold interests on behalf of their participants through customers’ securities accounts in Clearstream Luxembourg’s and Euroclear’s names on the books of their respective depositaries, which in turn will hold such interests in customers’ securities accounts in the depositaries’ names on the books of the Depository. Citibank, N.A. will act as depositary for Clearstream Luxembourg and JPMorgan Chase Bank, will act as depositary for Euroclear (in such capacities, the “U.S. Depositaries”). Beneficial interests in the Global Notes will be held in denominations of \$1,000 and integral multiples thereof. Except as set forth below, the Global Notes may be transferred, in whole and

not in part, only to another nominee of the Depository or to a successor of the Depository or its nominee.

Clearstream Luxembourg advises that it is incorporated under the laws of Luxembourg as a professional depository. Clearstream Luxembourg holds securities for its participating organizations (“Clearstream Luxembourg Participants”) and facilitates the clearance and settlement of securities transactions between Clearstream Luxembourg Participants through electronic book-entry changes in accounts of Clearstream Luxembourg Participants, thereby eliminating the need for physical movement of certificates. Clearstream Luxembourg provides to Clearstream Luxembourg Participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream Luxembourg interfaces with domestic markets in several countries. As a professional depository, Clearstream Luxembourg is subject to regulation by the Luxembourg Monetary Institute. Clearstream Luxembourg Participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust

companies, clearing corporations and certain other organizations and may include the Underwriters. Indirect access to Clearstream Luxembourg is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream Luxembourg Participant either directly or indirectly.

Distributions with respect to each series of Notes held beneficially through Clearstream Luxembourg will be credited to cash accounts of Clearstream Luxembourg Participants in accordance with its rules and procedures, to the extent received by the U.S. Depository for Clearstream Luxembourg.

Euroclear advises that it was created in 1968 to hold securities for participants of Euroclear (“Euroclear Participants”) and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear includes various other services, including securities lending and borrowing and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. (the “Euroclear Operator”), under contract with Euro-clear Clearance Systems S.C., a Belgian cooperative corporation (the “Cooperative”). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the Underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly.

The Euroclear Operator was launched on December 31, 2000, and replaced Morgan Guaranty Trust Company of New York as the operator of and banker to the Euroclear system. Euroclear Bank S.A./N.V. has capital of approximately EUR 1 billion.

Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law (collectively, the “Terms and Conditions”). The Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of Euroclear Participants, and has no record of or relationship with persons holding through Euroclear Participants.

Distributions with respect to each series of Notes held beneficially through Euroclear will be

credited to the cash accounts of Euroclear Participants in accordance with the Terms and Conditions, to the extent received by the U.S. Depository for Euroclear. In the event definitive Notes are issued, Ford Credit will promptly provide notice to the holders of the Notes and appoint a paying agent and transfer agent in Luxembourg and Singapore.

Global Clearance and Settlement Procedures

Initial settlement for the Notes will be made in immediately available funds. Secondary market trading between participants of the Depository (“DTC Participants”) will occur in the ordinary way in accordance with Depository rules and will be settled in immediately available funds using the Depository’s Same-Day Funds Settlement System. Secondary market trading between Clearstream Luxembourg Participants and/or Euroclear Participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream Luxembourg and Euroclear and will be settled using the procedures applicable to conventional eurobonds in immediately available funds.

Cross-market transfers between persons holding directly or indirectly through the Depository on the one hand, and directly or indirectly through Clearstream Luxembourg or Euroclear Participants, on the other, will be effected in the Depository in accordance with the Depository rules on behalf of the relevant European international clearing system by its U.S. Depository; however, such cross-market transactions will require delivery of instructions to the relevant European international clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines (European time). The relevant European international clearing system will, if the transaction meets its settlement requirements, deliver instructions to its U.S. Depository to take action to effect final settlement on its behalf by delivering or receiving Notes in the Depository, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to the Depository. Clearstream Luxembourg Participants and Euroclear Participants may not deliver instructions directly to their respective U.S. Depositories.

Because of time-zone differences, credits of Notes received in Clearstream Luxembourg or Euroclear as a result of a transaction with a DTC Participant will be made during subsequent securities settlement processing and dated the business day following the Depository settlement date. Such credits or any transactions in such Notes settled during such processing will be reported to the relevant Euroclear or Clearstream Luxembourg Participants on such business day. Cash received in Clearstream Luxembourg or Euroclear as a result of sales of Notes by or through a Clearstream Luxembourg Participant or a Euroclear Participant to a DTC Participant will be received with value on the Depository settlement date but will be available in the relevant Clearstream Luxembourg or Euroclear cash account only as of the business day following settlement in the Depository.

Although the Depository, Clearstream Luxembourg and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of Notes among participants of the Depository, Clearstream Luxembourg and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be discontinued at any time.

Payment of Additional Amounts

Ford Credit will, subject to the exceptions and limitations described below, pay as additional interest on each series of Notes, any additional amounts that are necessary in order that the net payment by Ford Credit's paying agents of the principal of and interest on the Notes to a holder who is a non-United States person (as defined below), after deduction for any present or future tax, assessment or governmental charge of the United States or a political subdivision or taxing authority thereof or therein, imposed by withholding with respect to the payment, will not be less than the amount provided in the Notes to be then due and payable; *provided, however*, that the foregoing obligation to pay additional amounts shall *not* apply:

(1) to a tax, assessment or governmental charge that is imposed or withheld solely by reason of the holder, or a fiduciary, settlor, beneficiary, member or shareholder of the holder if the holder is an estate, trust, partnership or corporation, or a person holding a power over an estate or trust administered by a fiduciary holder, being considered as:

(a) being or having been present or engaged in trade or business in the United States or having or having had a permanent establishment in the United States;

(b) having a current or former relationship with the United States, including a relationship as a citizen or resident thereof;

(c) being or having been a foreign or domestic personal holding company, a passive foreign investment company or a controlled foreign corporation with respect to the United States or a corporation that has accumulated earnings to avoid United States federal income tax; or

(d) being or having been a “10-percent shareholder” of Ford Credit as defined in section 871(h)(3) of the United States Internal Revenue Code or any successor provision;

(2) to any holder that is not the sole beneficial owner of such Note, or a portion thereof, or that is a fiduciary or partnership, but only to the extent that a beneficiary or settlor with respect to the fiduciary, a beneficial owner or member of the partnership would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner or member received directly its beneficial or distributive share of the payment;

(3) to a tax, assessment or governmental charge that is imposed or withheld solely by reason of the failure of the holder or any other person to comply with certification, identification or information reporting requirements concerning the nationality, residence, identity or connection with the United States of the holder or beneficial owner of such Note, if compliance is required by statute, by regulation of the United States Treasury Department or by an applicable income tax treaty to which the United States is a party as a precondition to exemption from such tax, assessment or other governmental charge;

(4) to a tax, assessment or governmental charge that is imposed otherwise than by withholding by Ford Credit or a paying agent from the payment;

(5) to a tax, assessment or governmental charge that is imposed or withheld solely by reason of a change in law, regulation, or administrative or judicial interpretation that becomes effective more than 15 days after the payment becomes due or is duly provided for, whichever occurs later;

(6) to an estate, inheritance, gift, sales, excise, transfer, wealth or personal property tax or a similar tax, assessment or governmental charge;

(7) to any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of or interest on any Note, if such payment can be made without such withholding by any other paying agent; or

(8) in the case of any combination of items (1), (2), (3), (4), (5), (6) and (7).

The Notes are subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable thereto. Except as specifically provided under this heading “Payment of Additional Amounts” and under the heading “Description of Notes — Redemption”, Ford Credit shall not be required to make any payment with respect to any tax, assessment or governmental charge imposed by any government or a political subdivision or taxing authority thereof or therein.

As used under this heading “Payment of Additional Amounts” and under the headings “Description

of Notes — Redemption”, “Certain United States Tax Documentation Requirements” and “United States Taxation of Non-United States Persons” the term “United States” means the United States of America (including the States and the District of Columbia) and its territories, its possessions and other areas subject to its jurisdiction, “United States person” means any individual who is a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States, any estate the income of which is subject to United States federal income taxation regardless of its source or any trust if a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more United States persons have the authority to control all substantial decisions of the trust. A “non-United States person” means a person who is not a United States person.

Redemption

If (a) as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated thereunder) of the United States (or any political subdivision or taxing authority thereof or therein), or any change in, or amendments to, official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after September 16, 2003, Ford Credit becomes or will become obligated to pay additional amounts with respect to any Notes as described herein under the heading “Payment of Additional Amounts” or (b) any act is taken by a taxing authority of the United States on or after September 16, 2003, whether or not such act is taken with respect to Ford Credit or any affiliate, that results in a substantial probability that Ford Credit will or may be required to pay such additional amounts, then Ford Credit may, at its option, redeem, as a whole, but not in part, such series of Notes on not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of their principal amount, together with interest accrued thereon to the date fixed for redemption; *provided* that Ford Credit determines, in its business judgment, that the obligation to pay such additional amounts cannot be avoided by the use of reasonable measures available to it, not including substitution of the obligor under such series of Notes. No redemption pursuant to (b) above may be made unless Ford Credit shall have received an opinion of independent counsel to the effect that an act taken by a taxing authority of the United States results in a substantial probability that it will or may be required to pay the additional amounts described herein under the heading “Payment of Additional Amounts” and Ford Credit shall have delivered to the Trustee a certificate, signed by a duly authorized officer, stating that based on such opinion Ford Credit is entitled to redeem such Notes pursuant to their terms.

Further Issues

With respect to either series of the Notes, Ford Credit may without the consent of the holders of such Notes, create and issue additional notes ranking *pari passu* with such Notes in all respects (or in all respects except for the first payment of interest thereon and the issue price), so that such further notes would be consolidated with and form a single series with such Notes and would have the same terms as to status, redemption or otherwise as such Notes. No additional notes of either series may be issued if an Event of Default has occurred with respect to such series.

Notices

Notices to holders of the Notes will be published in Authorized Newspapers in The City of New York, in London, and, so long as such Notes are listed on the Luxembourg Stock Exchange, in Luxembourg and on the Singapore Exchange Securities Trading Limited, in Singapore. It is expected that publication will be made in The City of New York in *The Wall Street Journal (Eastern Edition)*, in London in the *Financial Times*, in Luxembourg in the *Luxemburger Wort* and in Singapore in the

Business Times. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the date of the first such publication.

Applicable Law and Service of Process

The Notes and the Indenture will be governed by and construed in accordance with the laws of the State of New York. Ford Credit has designated CT Corporation System in New York City as its authorized agent to receive service of process in the State of New York.

European Union Directive on the Taxation of Savings Income

The ECOFIN Council of the European Union has adopted a Directive on taxation of savings income in the form of interest payments (Council Directive 2003/48/ EC). Subject to a number of important conditions being met, with effect from January 1, 2005, Member States will be required

to provide to the tax or other relevant authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to an individual resident in that other Member State, subject to the right of certain Member States (namely, Luxembourg, Belgium, and Austria) to opt instead for a withholding tax system pursuant to the Directive for a transitional period in relation to such payments, with withholding tax rates rising over time to 35%. Luxembourg, Belgium, and Austria have indicated that they will exercise this option. Any withholding tax levied pursuant to the Directive may be in addition to any domestic withholding tax levied by Member States.

It should also be noted that, in connection with the Directive, it is anticipated that certain third countries (namely, Switzerland, Liechtenstein, Monaco, Andorra, and San Marino) and certain dependent or associated territories of the United Kingdom and The Netherlands (including the Channel Islands, the Isle of Man, and dependent or associated territories in the Caribbean) may agree to adopt measures regarding the taxation of savings income which are comparable with those contained in the Directive (including comparable withholding taxes).

CERTAIN UNITED STATES TAX DOCUMENTATION REQUIREMENTS

A beneficial owner of a Note will generally be subject to the 30% United States federal withholding tax that generally applies to payments of interest on a registered form debt obligation issued by a United States person, unless one of the following steps is taken to obtain an exemption from or reduction of the tax:

Exemption or reduced rate for non-United States persons, other than non-United States persons that conduct a trade or business in the United States to which interest on the Notes is effectively connected (IRS Form W-8BEN). A beneficial owner of a Note that is a non-United States person can obtain an exemption from the withholding tax by providing a properly completed IRS Form W-8BEN, provided that either (i) it is entitled to the benefits of an income tax treaty to which the United States is a party (which treaty exempts interest on the Notes received by it from United States withholding tax) or (ii) it is not related to Ford Credit through stock ownership as described in clauses (x)(a) and (b) of Paragraph (i) under “United States Taxation of Non-United States Persons — Income and Withholding Tax.” In addition, a non-United States partnership holding a Note will be required to provide an IRS Form W-8IMY, and unless it has entered into a withholding agreement with the IRS, to attach an appropriate certification obtained from each of its partners.

Exemption for non-United States persons that conduct a trade or business in the United States to which interest on the Notes is effectively connected (IRS Form W-8ECI). A beneficial owner of a Note that is a non-United States person, including a non-United States corporation or bank with a United States branch, that conducts a trade or business in the United States to which interest income on a Note is effectively connected, can obtain an exemption from the withholding tax by providing a properly

completed IRS Form W-8ECI.

Exemption for United States persons (IRS Form W-9). A beneficial owner of a Note that is a United States person can obtain a complete exemption from the withholding tax by providing a properly completed IRS Form W-9.

United States federal income tax reporting procedure. A beneficial owner of a Note, is required to submit the appropriate IRS form under applicable procedures to the person through which the owner directly holds the Note. For example, if the beneficial owner is listed directly on the books of Euroclear or Clearstream Luxembourg as the holder of the Note, the IRS form must be provided to Euroclear or Clearstream Luxembourg, as the case may be. Each other person through which a Note is held must submit, on behalf of the beneficial owner, the IRS form (or in certain cases a copy thereof) under applicable procedures to the person through which it holds the Note, until the IRS form is received by the United States person who would otherwise be

required to withhold United States federal income tax from interest on the Note. For example, in the case of Notes held through Euroclear or Clearstream Luxembourg, the IRS form (or a copy thereof) must be received by the U.S. Depository of such clearing agency. Applicable procedures include additional certification requirements, described in clause (x)(c)(B) of Paragraph (i) under “United States Taxation of Non-United States Persons — Income and Withholding Tax”, if a beneficial owner of the Note provides an IRS Form W-8BEN to a securities clearing organization, bank or other financial institution that holds the Note on its behalf.

Each holder of a Note should be aware that if it does not properly provide the required IRS form, or if the IRS form (or, if permissible, a copy of such form) is not properly transmitted to and received by the United States person otherwise required to withhold United States federal income tax, interest on the Note may be subject to United States withholding tax at a 30% rate and the holder (including the beneficial owner) will not be entitled to any additional amounts from Ford Credit described under the heading “Description of Notes — Payment of Additional Amounts” with respect to such tax. Such tax, however, may in certain circumstances be allowed as a refund or as a credit against such holder’s United States federal income tax. The foregoing does not deal with all aspects of federal income tax withholding that may be relevant to foreign holders of the Notes. Investors are advised to consult their own tax advisors for specific advice concerning the ownership and disposition of Notes.

UNITED STATES TAXATION OF NON-UNITED STATES PERSONS

Income and Withholding Tax

In the opinion of Shearman & Sterling LLP, special tax counsel to Ford Credit, and counsel for the Underwriters, under United States federal tax law as of the date of this Prospectus Supplement, and subject to the discussion of backup withholding below:

(i) payments of principal and interest on a Note that is beneficially owned by a non-United States person will not be subject to United States federal withholding tax; *provided*, that in the case of interest, (x) (a) the beneficial owner does not actually or constructively own 10% or more of the total combined voting power of all classes of stock of Ford Credit entitled to vote, (b) the beneficial owner is not a controlled foreign corporation that is related, directly or indirectly, to Ford Credit through stock ownership, and (c) either (A) the beneficial owner of the Note certifies to the person otherwise required to withhold United States federal income tax from such interest, under penalties of perjury, that it is not a United States person and provides its name and address or (B) a securities clearing organization, bank or other financial institution that holds customers' securities in the ordinary course of its trade or business (a "financial institution") and holds the Note certifies to the person otherwise required to withhold United States federal income tax from such interest, under penalties of perjury, that such statement has been received from the beneficial owner by it or by a financial institution between it and the beneficial owner and furnishes the payor with a copy thereof; (y) the beneficial owner is entitled to the benefits of an income tax treaty under which the interest is exempt from United States federal withholding tax and the beneficial owner of the Note or such owner's agent provides an IRS Form W-8BEN claiming the exemption; or (z) the beneficial owner conducts a trade or business in the United States to which the interest is effectively connected and the beneficial owner of the Note or such owner's agent provides an IRS Form W-8ECI; provided that in each such case, the relevant certification or IRS Form is delivered pursuant to applicable procedures and is properly transmitted to the person otherwise required to withhold United States federal income tax, and none of the persons receiving the relevant certification or IRS Form has actual knowledge that the certification or any statement on the IRS Form is false;

(ii) a non-United States person will not be subject to United States federal income or withholding tax on any gain realized on the sale, exchange or redemption of a Note unless the gain is effectively connected with the beneficial owner's trade or business in the United States or, in the case of an individual, the holder is present in the United States for 183 days or more in the taxable year in which the sale, exchange or redemption occurs and certain other conditions are met; and

(iii) a Note owned by an individual who at the time of death is not a citizen or resident of the United States will not be subject to United States federal estate tax as a result of such individual's death if the individual does not actually or constructively own 10% or more of the total combined voting power of all classes of stock of Ford Credit entitled to vote and the income on the Note would not have been effectively connected with a U.S. trade or business of the individual.

If a beneficial owner or holder of a Note is a non-United States partnership, the non-United States partnership will be required to provide an IRS Form W-8IMY, and unless it has entered into a withholding agreement with the IRS, to attach an appropriate certification obtained from each of its partners.

Interest on a Note that is effectively connected with the conduct of a trade or business in the United States by a holder of a Note who is a non-United States person, although exempt from United States withholding tax, may be subject to United States income tax as if such interest was earned by a United States person. In addition, if such holder is a non-United States corporation, it may be subject to a branch profits tax at a rate of 30% (or such lower rate provided by an

applicable income tax treaty) of its annual earnings and profits that are so effectively connected, subject to specific adjustments.

Backup Withholding and Information Reporting

In general, information reporting requirements will apply to certain payments of principal and interest made on a Note and the proceeds of the sale of a Note within the United States to non-corporate holders of the Notes, and “backup withholding” (currently at a rate of 28%) will apply to such payments if the holder fails to provide an accurate taxpayer identification number in the manner required or to report all interest and dividends required to be shown on its federal income tax returns.

Information reporting on IRS Form 1099 and backup withholding will not apply to payments made by Ford Credit or a paying agent to a non-United States person on a Note if, in the case of interest, the IRS Form described in clause (y) or (z) in Paragraph (i) under “Income and Withholding Tax” has been provided under applicable procedures, or, in the case of interest or principal, the certification described in clause (x)(c) in Paragraph (i) under “Income and Withholding Tax” and a certification that the beneficial owner satisfies certain other conditions have been supplied under applicable procedures, provided that the payor does not have actual knowledge that the certifications are incorrect.

Payments of the proceeds from the sale of a Note made to or through a foreign office of a broker will not be subject to information reporting or backup withholding, except that if the broker is a United States person, a controlled foreign corporation for United States tax purposes, a foreign person 50% or more of whose gross income is effectively connected with a United States trade or business for a specified three-year period, a foreign partnership with specific connections to the United States, or, a United States branch of a foreign bank or foreign insurance company, information reporting may apply to such payments. Payments of the proceeds from the sale of a Note to or through the United States office of a broker are subject to information reporting and backup withholding unless the holder or beneficial owner certifies that it is a non-United States person and that it satisfies certain other conditions or otherwise establishes an exemption from information reporting and backup withholding.

Backup withholding is not a separate tax, but is allowed as a refund or credit against the holder’s United States federal income tax, provided the necessary information is furnished to the Internal Revenue Service.

Interest on a Note that is beneficially owned by a non-United States person will be reported annually on IRS Form 1042S, which must be filed with the Internal Revenue Service and furnished to such beneficial owner.

INFORMATION CONCERNING FORD CREDIT

Ford Credit was incorporated in Delaware in 1959 and is an indirect wholly-owned subsidiary of Ford. As used herein “Ford Credit” refers to Ford Motor Credit Company and its subsidiaries unless the context otherwise requires.

Ford Credit and its subsidiaries provide vehicle and dealer financing in 36 countries to more than 11 million customers and more than 12,500 automotive dealers. Their 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 purchase or lease vehicle fleets.
- Wholesale financing — making loans to dealers to finance the purchase of vehicle inventory, also known as floorplan financing.
- Other financing — making loans to dealers for working capital, improvements to dealership facilities, and to purchase and finance dealership real estate.

Ford Credit also services the finance receivables and leases it originates and purchases, makes loans to Ford affiliates, purchases certain receivables of Ford and its subsidiaries and provides insurance services related to these financing programs.

Ford Credit earns revenue primarily from the following:

- Payments made under retail installment sale contracts and retail leases that it has purchased, including interest supplements and other support payments from Ford on special-rate retail financing programs;
- Investment and other income related to sold receivables; and
- Payments made under wholesale and other dealer loan financing programs.

The mailing address of Ford Credit’s executive offices is One American Road, Dearborn, Michigan 48126, United States of America. The telephone number of such offices is (313) 322-3000.

FORD MOTOR CREDIT COMPANY AND CONSOLIDATED SUBSIDIARIES**SELECTED FINANCIAL DATA****(dollar amounts in millions)**

	Six Months Ended or at June 30		Years Ended or at December 31		
	2003	2002	2002	2001	2000
Income Statement Data					
Total Revenue	\$ 10,731.3	\$ 11,672.2	\$ 22,970.1	\$ 24,845.5	\$ 23,080.5
Interest Expense	2,997.5	3,615.7	6,928.7	8,922.4	8,911.5
Provision for Credit Losses	1,063.4	1,551.0	2,972.2	3,351.6	1,665.0
Income Before Income Taxes	1,388.0	915.5	1,969.7	1,495.9	2,503.6
Net Income	842.5	585.9	1,234.0	838.5	1,536.5
Cash Dividends	(1,900.0)	—	(1,150.0)	(400.0)	(119.7)
Memo:					
Net Credit Losses Amount	\$ 963.0	\$ 1,131.0	\$ 2,362.0	\$ 2,109.0	\$ 1,297.0
As A Percentage of Average Net Finance Receivables Outstanding (Annualized)*	1.54%	1.62%	1.72%	1.36%	0.84%
Balance Sheet Data					
Net Investment, Operating Leases	\$ 26,919.3	\$ 35,476.8	\$ 31,631.2	\$ 37,460.7	\$ 36,775.4
Finance Receivables, Net	\$106,873.7	\$106,109.4	\$ 94,636.0	\$107,966.6	\$122,019.2
Capital Short-term Debt	\$ 29,173.9	\$ 15,579.4	\$ 16,193.8	\$ 22,627.0	\$ 49,916.7

Long-term Debt (including Current Portion)	117,020.1	126,504.9	124,069.0	123,207.3	95,661.8
Stockholder's Equity	12,887.4	13,700.4	13,550.0	11,983.0	12,186.6
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Total Capital	\$159,081.4	\$155,784.7	\$153,812.8	\$157,817.3	\$157,765.1
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

* includes net investment in operating leases

All financial results included in this Prospectus Supplement for the periods ended June 30, 2003 and 2002, are unaudited.

Results of Operations

Second Quarter 2003 Compared with Second Quarter 2002

Ford Credit earned \$401 million in the second quarter of 2003, up \$71 million or 22% compared with earnings of \$330 million a year ago. Ford Credit's consolidated pre-tax income from continuing operations in the second quarter of 2003 was \$661 million, up \$142 million or 27% from earnings of \$519 million in the same period a year ago. The increase in pre-tax earnings primarily reflected higher income related to sales of receivables and a lower provision for credit losses, offset partially by the impact of lower average net receivables.

Ford Credit's improved results primarily reflected the following factors:

- investment and other income related to receivables sales was \$672 million, up \$153 million from a year ago, reflecting primarily higher excess spread and higher levels of retained interest related to securitized off-balance sheet wholesale receivables;

- provision for credit losses was \$543 million, down \$117 million from a year ago, reflecting primarily lower receivables, resulting from lower placement volumes, off-balance sheet securitizations and whole-loan sale transactions; and
- net financing margins were \$875 million, down \$174 million from a year ago, reflecting lower placement volumes and the continued off-balance sheet sales of receivables.

Results of operations by business segment, which are presented on a managed basis (managed assets include on-balance sheet and securitized off-balance sheet receivables) for the second quarter of 2003 and 2002 are shown below:

	Second Quarter		
	2003	2002	2003 Over/(Under) 2002
	(in millions)		
Income before income taxes			
Ford Credit North America	\$ 402	\$ 382	\$ 20
Ford Credit International	168	158	10
Eliminations/reclassifications	91	(21)	112
	<hr/>	<hr/>	<hr/>
Pre-tax income from continuing operations	\$ 661	\$ 519	\$ 142
Provision for income taxes and minority interests	(260)	(193)	(67)
Income from discontinued/held-for-sale operations	0	4	(4)
	<hr/>	<hr/>	<hr/>
Total net income	\$ 401	\$ 330	\$ 71
	<hr/>	<hr/>	<hr/>

Ford Credit North America income before income taxes in the second quarter of 2003 was \$402 million, up \$20 million or 5% from the second quarter of 2002. This increase primarily reflected higher excess spread related to securitizations and a lower provision for credit losses, offset partially by the impact of lower average net receivables.

Ford Credit International income before income taxes in the second quarter of 2003 was \$168 million, up \$10 million or 6% from the second quarter of 2002, reflecting primarily a lower provision for credit losses and the favorable impact related to changes in currency exchange rates.

Income before income taxes in the eliminations/ reclassifications category in the second quarter of 2003 was \$91 million, up \$112 million from the second quarter of 2002. The improvement largely reflects the impact of SFAS No. 133.

First Half 2003 Compared with First Half 2002

Ford Credit earned \$843 million in the first half of 2003, up \$257 million or 44% compared with earnings of \$586 million a year ago. Ford Credit's consolidated pre-tax income from continuing operations in the first half of 2003 was \$1,388 million, up \$473 million or 52% from earnings of \$915 million in the same period a year ago. The increase in pre-tax earnings primarily reflected a lower provision for credit losses and higher income from sales of receivables, offset partially by the impact of lower average net receivables.

Ford Credit's improved results primarily reflected the following factors:

- provision for credit losses was \$1,063 million, down \$488 million from a year ago, reflecting primarily lower receivables resulting from lower placement volumes, off-balance sheet securitizations and whole-loan sale transactions;
- investment and other income related to receivables sales was \$1,563 million, up \$406 million from a year ago, reflecting primarily higher excess spread and higher levels of retained interest related to securitized off-balance sheet wholesale receivables; and

- net financing margins were \$1,552 million, down \$545 million from a year ago, reflecting lower placement volumes and the continued off-balance sheet sales of receivables.

Results of operations by business segment, which are presented on a managed basis (managed assets include on-balance sheet and securitized off-balance sheet receivables) for the first half of 2003 and 2002 are shown below:

	First Half		
	2003	2002	2003 Over/(Under) 2002
	(in millions)		
Income before income taxes			
Ford Credit North America	\$ 953	\$ 661	\$ 292
Ford Credit International	333	259	74
Eliminations/reclassifications	102	(5)	107
	<hr/>	<hr/>	<hr/>
Pre-tax income from continuing operations	\$1,388	\$ 915	\$ 473
Provision for income taxes and minority interests	(545)	(340)	(205)
Income from discontinued/held-for-sale operations	0	11	(11)
	<hr/>	<hr/>	<hr/>
Total net income	\$ 843	\$ 586	\$ 257
	<hr/>	<hr/>	<hr/>

Ford Credit North America income before income taxes in the first half of 2003 was \$953 million, up \$292 million or 44% from the first half of 2002. This increase primarily reflected a lower provision for credit losses and higher excess spread related to securitizations, offset partially by the impact of lower average net receivables.

Ford Credit International income before income taxes in the first half of 2003 was \$333 million, up \$74 million or 28% from a year ago, reflecting primarily a lower provision for credit losses and the favorable impact related to changes in currency exchange rates.

Income before income taxes in the eliminations/ reclassifications category in the first half of 2003 was \$102 million, up \$107 million from the first half of 2002. The improvement largely reflects the

impact of SFAS No. 133.

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Financial Condition

Placement Volume and Financing Share

Total worldwide financing contract placement volumes for new and used vehicles are shown below:

	Second Quarter		First Half		Full Year			
	2003	2002	2003	2002	2002	2001	2000	1999
	(in thousands)							
Worldwide								
Retail installment	731	821	1,445	1,675	3,322	4,495	3,777	3,428
Operating and finance leases	143	245	277	444	775	1,050	1,228	1,065
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total financing volume	874	1,066	1,722	2,119	4,097	5,545	5,005	4,493
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
North America Segment								
United States	491	631	963	1,294	2,512	3,819	3,525	3,139
Canada	60	77	101	110	212	227	210	198
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total North America segment	551	708	1,064	1,404	2,724	4,046	3,735	3,337
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
International Segment								
Europe	223	246	444	484	917	988	795	829
Other international	100	112	214	231	456	511	475	327
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total International segment	323	358	658	715	1,373	1,499	1,270	1,156
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Total financing volume	874	1,066	1,722	2,119	4,097	5,545	5,005	4,493
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Shown below are Ford Credit's financing shares of new Ford, Lincoln and Mercury brand vehicles sold by dealers in the United States and Ford brand vehicles sold by dealers in Europe. Also shown below are Ford Credit's wholesale financing shares of new Ford, Lincoln and Mercury brand vehicles acquired by dealers in the United States and of new Ford brand vehicles acquired by dealers in Europe:

	Second Quarter		First Half		Full Year			
	2003	2002	2003	2002	2002	2001	2000	1999
United States								
Financing Share — Ford, Lincoln and Mercury								
Retail installment and lease	34%	37%	35%	40%	41%	54%	51%	47%
Wholesale	83	85	83	85	84	84	84	84
Europe								
Financing share — Ford								
Retail installment and lease	32%	35%	31%	34%	34%	37%	32%	33%
Wholesale	96	96	97	96	97	97	97	96

Worldwide. Ford Credit's financing contract placement volumes were 874,000 in the second quarter of 2003, down 192,000 contracts or 18% compared with a year ago. Lease contract volumes were 143,000, down 102,000 contracts or 42% compared with a year ago. In the first half of 2003, financing contract volumes were 1,722,000, down 397,000 or 19% compared with a

year ago. Lease contract volumes were 277,000, down 167,000 contracts or 38% compared with a year ago.

North America. Ford Credit's financing contract placement volumes were 551,000 in the second quarter of 2003, down 157,000 contracts or 22% compared with a year ago. In the United States, this decline reflected the continued use of customer cash rebate marketing programs, which do not require the use of our financing products, compared with special-rate financing programs. Financing share of new Ford, Lincoln and Mercury brand cars and light trucks sold by dealers in the United States was 34% in the second quarter of 2003, down 3 percentage points from a year ago for the same reasons.

In the first half of 2003, financing contract placement volumes were 1,064,000, down 340,000 or 24% compared with a year ago. Ford Credit's financing share in the first half of 2003 was 35% compared with 40% a year ago. This overall decrease resulted from the same factors described in the preceding paragraph.

International. In the second quarter of 2003, Ford Credit's financing contract placement volumes were 323,000, down 35,000 contracts or 10% compared with a year ago. This decrease primarily reflected changes in Ford's retail marketing programs in Germany and Britain, and lower fleet contract volumes in Britain. Ford Credit's financing share of all new Ford brand vehicles sold by dealers in Europe was 32% in the second quarter of 2003, compared with 35% a year ago for the same reasons.

In the first half of 2003, total financing contract placement volumes were 658,000, down 57,000 or 8% compared with a year ago. Ford Credit's financing share of all new Ford brand vehicles sold by dealers in Europe was 31% in the first half of 2003, compared with 34% a year ago. This overall decrease resulted from the same factors described in the preceding paragraph.

Finance Receivables and Operating Leases

Ford Credit's financial condition is significantly impacted by the performance of its on-balance sheet and managed receivables. Ford Credit's on-balance sheet finance receivables, net of allowance for credit losses, and net investment in operating leases, and its managed finance receivables and net investment in operating leases, are shown below. On-balance sheet receivables include receivables Ford Credit owns and receivables sold in on-balance sheet securitizations that it continues to service. Ford Credit's securitized off-balance sheet receivables include receivables sold in off-balance sheet securitizations that Ford Credit continues to service. Managed receivables include both on-balance sheet and securitized off-balance sheet

receivables. Serviced receivables, which includes managed receivables and receivables that Ford Credit has sold in whole-loan sale transactions and continues to service, are also noted:

	June 30,		December 31,			
	2003	2002	2002	2001	2000	1999
			(in billions)			
Outstanding Receivables, Net —						
On-balance Sheet (including						
on-balance sheet securitizations)						
Finance receivables						
Retail installment	\$ 76.8	\$ 78.9	\$ 68.4	\$ 83.4	\$ 79.9	\$ 75.4
Wholesale	20.7	16.5	16.4	15.4	33.7	26.1
Other	9.4	10.7	9.8	9.2	8.4	7.1
Total finance receivables, net	\$106.9	\$106.1	\$ 94.6	\$108.0	\$122.0	\$108.6
Net investment in operating leases	26.9	35.5	31.6	37.5	36.8	31.5
Total on-balance sheet	\$133.8	\$141.6	\$126.2	\$145.5	\$158.8	\$140.1
Memo: Allowance for credit losses						
included above	\$ 3.2	\$ 3.1	\$ 3.2	\$ 2.8	\$ 1.6	\$ 1.5
Outstanding Receivables —						
Securitized Off-balance Sheet						
Finance receivables						
Retail installment	\$ 34.2	\$ 44.6	\$ 48.9	\$ 41.3	\$ 26.0	\$ 14.5
Wholesale	21.8	21.1	22.5	17.4	2.4	5.0
Other	—	—	—	—	—	—
Total finance receivables	\$ 56.0	\$ 65.7	\$ 71.4	\$ 58.7	\$ 28.4	\$ 19.5
Net investment in operating leases	—	—	—	—	0.1	0.1
Total securitized off-balance						
sheet	\$ 56.0	\$ 65.7	\$ 71.4	\$ 58.7	\$ 28.5	\$ 19.6
Outstanding Receivables —						
Managed						
Finance receivables						
Retail installment	\$111.0	\$123.5	\$117.3	\$124.7	\$105.9	\$ 89.9
Wholesale	42.5	37.6	38.9	32.8	36.1	31.1
Other	9.4	10.7	9.8	9.2	8.4	7.1

Total finance receivables	\$162.9	\$171.8	\$166.0	\$166.7	\$150.4	\$128.1
Net investment in operating leases	26.9	35.5	31.6	37.5	36.9	31.6
Total managed	\$189.8	\$207.3	\$197.6	\$204.2	\$187.3	\$159.7
Outstanding Receivables — Serviced	\$196.4	\$207.3	\$202.6	\$204.2	\$187.3	\$159.7

On-Balance Sheet Receivables. On-balance sheet finance receivables and net investment in operating leases, net of allowance for credit losses, at June 30, 2003 were \$133.8 billion, down \$7.8 billion or 6% from a year ago and up \$7.6 billion or 6% from December 31, 2002. This decrease from the year ago period primarily resulted from lower contract placement volumes, higher sales of U.S. retail finance receivables in off-balance sheet securitizations and whole-loan sale transactions, offset partially by reporting the reacquired receivables on-balance sheet. Lower net investment in operating leases resulted from Ford's marketing programs including Ford-sponsored special-rate retail installment financing or cash rebates that caused leasing to be a less attractive financing alternative for Ford Credit customers.

Securitized Off-Balance Sheet Receivables. Total securitized off-balance sheet receivables at June 30, 2003 were \$56 billion, down \$9.7 billion or 15% from a year ago and down \$15.4 billion or 22% from December 31, 2002. This decrease primarily reflected reporting the reacquired receivables on-balance sheet in the second quarter of 2003.

Managed Receivables. Total managed receivables at June 30, 2003 were \$189.8 billion, down \$17.5 billion or 8% from June 30, 2002, primarily reflecting lower retail installment finance receivables and net investment in operating leases, offset partially by higher wholesale finance receivables. Retail installment finance receivables were lower, primarily due to the sale of U.S. retail finance receivables in whole-loan sale transactions. Net investment in operating leases was lower, primarily due to Ford's marketing programs including Ford-sponsored special-rate retail installment financing or cash rebates that caused leasing to be a less attractive financing alternative for our customers.

Serviced Receivables. Serviced receivables includes managed receivables and receivables that Ford Credit has sold in whole-loan sale transactions. Ford Credit continues to service the receivables sold in whole-loan sale transactions. It retains no interest, however, and all associated credit risk is transferred to the buyer. In the second quarter of 2003, Ford Credit sold \$1 billion of U.S. retail finance receivables in whole-loan sale transactions.

Credit Loss Experience

The following tables show Ford Credit's actual credit losses net of recoveries, which is referred to as net credit losses, for its worldwide on-balance sheet, reacquired receivables, securitized off-balance sheet and managed portfolios, for the various categories of financing during the periods indicated. The loss-to-receivables ratio, which equals net credit losses divided

by the average amount of net receivables outstanding for the period, is also provided for Ford Credit's on-balance sheet (including reacquired receivables) and managed portfolios.

	Second Quarter		First Half		Full Year	
	2003	2002	2003	2002	2002	2001
	(in millions)					
Net Credit Losses						
On-balance Sheet						
Retail installment and lease	\$ 421	\$ 524	\$ 915	\$1,094	\$2,292	\$2,052
Wholesale	17	8	17	16	40	33
Other	14	14	13	21	30	24
Total on-balance sheet	\$ 452	\$ 546	\$ 945	\$1,131	\$2,362	\$2,109
Reacquired Receivables (retail)	18	—	18	—	—	—
Total On-Balance Sheet (including reacquired receivables)	\$ 470	\$ 546	\$ 963	\$1,131	\$2,362	\$2,109
Securitized Off-Balance Sheet						
Retail installment and lease	\$ 169	\$ 90	\$ 360	\$ 188	\$ 448	\$ 220
Wholesale	2	—	3	—	6	1
Other	—	—	—	—	—	—
Total securitized off-balance sheet	\$ 171	\$ 90	\$ 363	\$ 188	\$ 454	\$ 221
Managed						
Retail installment and lease	\$ 608	\$ 614	\$1,293	\$1,282	\$2,740	\$2,272
Wholesale	19	8	20	16	46	34
Other	14	14	13	21	30	24
Total managed	\$ 641	\$ 636	\$1,326	\$1,319	\$2,816	\$2,330
Loss-to-Receivables Ratios						
On-Balance Sheet (including reacquired receivables)						
Retail installment and lease	1.81%	1.86%	1.92%	1.91%	2.04%	1.74%
Wholesale	0.35	0.19	0.19	0.21	0.25	0.12
Total including other	1.50%	1.58%	1.54%	1.62%	1.72%	1.36%
Managed						

Retail installment and lease	1.75%	1.56%	1.81%	1.60%	1.73%	1.45%
Wholesale	0.18	0.09	0.10	0.09	0.13	0.10
Total including other	1.35%	1.25%	1.37%	1.29%	1.39%	1.20%

On-Balance Sheet. Net credit losses for Ford Credit's on-balance sheet portfolio, excluding credit losses on reacquired receivables, were \$452 million in the second quarter of 2003, down \$94 million or 17% from a year ago. Including credit losses on reacquired receivables, net credit losses were \$470 million, down \$76 million or 14% from a year ago, reflecting lower receivables resulting from lower placement volumes, off-balance sheet securitizations and whole-loan sale transactions.

The loss-to-receivables ratios for Ford Credit's on-balance sheet portfolio including and excluding net credit losses associated with reacquired receivables were 1.50% and 1.44% respectively, in the second quarter of 2003, down from 1.58% a year ago. Ford Credit believes that the use of the on-balance sheet loss-to-receivable ratio that includes the credit losses on reacquired receivables is useful to investors because it provides a more complete presentation of on-balance sheet loss performance. Excluding the reacquired receivables and associated credit losses, Ford Credit's on-balance sheet loss-to-receivables ratio would have been 1.51% in the second quarter of 2003 and unchanged in the first half of 2003.

In the first half of 2003, net credit losses for Ford Credit's on-balance sheet portfolio excluding credit losses on reacquired receivables were \$945 million, down \$186 million or 16% from a year ago, reflecting primarily lower on-balance sheet receivables resulting from lower placement volumes, off-balance sheet securitizations and whole-loan sale transactions. Including credit losses associated with reacquired receivables, net credit losses were \$963 million, down \$168 million or 15% from a year ago.

In the first half of 2003, the loss-to-receivables ratios for Ford Credit's on-balance sheet portfolio including and excluding net credit losses associated with reacquired receivables were 1.54% and 1.51%, respectively, down from 1.62% a year ago.

Securitized Off-Balance Sheet. Net credit losses for the securitized off-balance sheet portfolio were \$171 million in the second quarter 2003, up \$81 million or 90% from a year ago. In the first half of 2003, net credit losses for Ford Credit's securitized off-balance sheet portfolio were \$363 million, up \$175 million or 93%, reflecting maturing securitized off-balance sheet retail receivables.

Managed. Net credit losses for Ford Credit's managed portfolio were \$641 million in the second quarter of 2003, about the same as a year ago. The loss-to-receivables ratio for the managed portfolio was 1.35% in the second quarter of 2003, up from 1.25% a year ago, reflecting primarily increases in the loss per repossession in our Ford Credit U.S. retail and lease portfolio, offset partially by a higher wholesale receivable share of Ford Credit's managed portfolio which experiences a lower loss rate than the average managed portfolio. In the first half of 2003, net credit losses for the managed portfolio were \$1,326 million, about the same as a year ago.

Delinquencies and Repossessions — U. S. Retail and Lease Managed Portfolio

The following table shows the loss-to-receivables, repossession, bankruptcy and delinquency statistics for Ford Credit's managed Ford, Lincoln and Mercury brand U.S. retail and lease portfolio.

	Second Quarter		First Half		Full Year	
	2003	2002	2003	2002	2002	2001
Loss-to-Receivables Ratio						
On-balance sheet (including reacquired receivables)	1.82%	1.53%	1.94%	1.65%	1.87%	1.61%
Managed	1.72%	1.23%	1.77%	1.32%	1.50%	1.31%
Repossession Statistics — Managed						
Repossessions (in thousands)	44	45	95	97	199	174

Repossession ratios	3.03%	2.47%	3.12%	2.64%	2.89%	2.45%
Memo: Average loss per repossession	\$7,300	\$6,750	\$7,315	\$6,675	\$6,960	\$6,600
New Bankruptcy Filings (in thousands)	29	30	57	61	118	91

	June 30,		Full Year	
	2003	2002	2002	2001
Over-60-Day Delinquency Ratio — Managed	0.35%	0.29%	0.36%	0.40%

Loss-to-Receivables Ratios — On-Balance Sheet. In the second quarter of 2003, the on-balance sheet loss-to-receivables ratio was 1.82%, compared with 1.53% a year ago. In the first half of 2003, the on-balance sheet loss-to-receivables ratio was 1.94%, up from 1.65% a year ago. The on-balance sheet loss-to-receivables ratios, excluding losses on reacquired receivables, for the second quarter and first half of 2003 were 1.70% and 1.88%, respectively. These increases in the loss-to-receivables ratios are a result of lower receivables and higher severity, reflecting primarily declining auction values compared with the year-ago period.

Loss-to-Receivables Ratios — Managed. In the second quarter of 2003, the loss-to-receivable ratio for Ford Credit's managed portfolio was 1.72% compared with 1.23% a year ago. In the first half of 2003, the managed loss-to-receivables ratio was 1.77% compared with 1.32% a year ago. These increases reflect the same factors as described above for the on-balance sheet loss-to-receivables ratio.

Repossession Statistics — Managed. Repossessions are shown in aggregate and as a percent of the average number of accounts outstanding during the relevant periods, defined as the repossession ratio. In the second quarter of 2003, repossessions totaled about 44,000 units, 1,000 units lower than the second quarter of 2002, and Ford Credit's repossession ratio was 3.03%, compared with 2.47% in the second quarter of 2002. The increase in repossession ratio resulted from the impact of higher unemployment in the U. S. compared with a year ago and a decrease in outstanding contracts. In the second quarter of 2003, Ford Credit's average loss per repossession, which it refers to as severity, was \$7,300, up \$550 per unit or 8% from \$6,750 in the second quarter of 2002, primarily reflecting a decline in used vehicle auction values.

In the first half of 2003, repossessions totaled about 95,000 units, down 2,000 from a year ago and the repossession ratio was 3.12%, compared with 2.64% from a year ago. In the first half of 2003, Ford Credit's average loss per repossession was \$7,315, up \$640 per unit or 10% from \$6,675 a year ago, primarily reflecting a decline in used vehicle auction values.

Delinquent Accounts/ Bankruptcies. For quarterly ratios, delinquencies are expressed as a percent of the end-of-period accounts outstanding for non-bankrupt accounts. Full year ratios are expressed as an average of the quarterly ratios. At June 30, 2003, the over-60-day delinquency ratio was 0.35%, up from 0.29% a year ago. New bankruptcy filings in the second quarter of 2003 were approximately 29,000, down 1,000 filings from a year ago.

Starting in the second quarter of 2003, Ford Credit added a new bankruptcy filing measure and eliminated the inclusion of bankruptcies in its over 60-day delinquency ratio. Ford Credit eliminated the bankruptcy delinquency measure because it has only a limited ability to impact the delinquency status of bankrupt accounts due to legal constraints on collection efforts. Ford Credit believes that bankruptcy filings are a better indicator of portfolio performance and the impact of economic conditions on present and future credit losses.

Allowance for Credit Losses

Ford Credit's allowance for credit losses and our allowance for credit losses as a percentage of end-of-period net receivables for our on-balance sheet portfolio are shown below:

	June 30,		December 31,			
	2003	2002	2002	2001	2000	1999
			(in billions)			
Allowance for Credit Losses						
On-Balance Sheet						
Retail installment and lease	\$ 2.9	\$ 2.8	\$ 2.9	\$ 2.5	\$ 1.5	\$ 1.4
Wholesale	0.2	0.2	0.2	0.2	0.1	0.1
Other	0.1	0.1	0.1	0.1	0.0	0.0
Total allowance for credit losses	\$ 3.2	\$ 3.1	\$ 3.2	\$ 2.8	\$ 1.6	\$ 1.5
As a Percentage of End-of-Period Net						
Receivables						
Retail installment and lease	2.81%	2.48%	2.88%	2.10%	1.28%	1.25%
Wholesale	1.25	1.11	1.37	1.03	0.37	0.41
Other	0.69	0.69	0.68	0.66	0.24	0.29
Total	2.42%	2.19%	2.51%	1.89%	1.03%	1.05%

At June 30, 2003, Ford Credit's allowance for credit losses was \$3.2 billion, about \$100 million higher than March 31, 2003, reflecting primarily continued weak economic conditions in the U. S. and the impact of stronger foreign exchange rates.

The allowance for credit losses as a percent of end-of-period net receivables was 2.42%, including reacquired receivables. Excluding reacquired receivables, the allowance for credit losses as a percent of end-of-period net receivables would have been 2.61%.

Ford Credit considers the June 30, 2003 allowance for credit losses of \$3.2 billion to be adequate to cover the probable losses on its on-balance sheet impaired receivables and leases.

Ford Credit's allowance for credit losses does not include any allowance for receivables that have been sold in off-balance sheet securitizations. Instead, when Ford Credit sells receivables in off-balance sheet securitizations, it retains an interest-only strip asset included in the retained interest in securitized assets. In establishing the fair value of this asset, Ford Credit includes an estimated amount of expected future credit losses related to securitized off-balance sheet receivables.

Retail Operating Lease Experience

Ford Credit uses various statistics to monitor residual value risk and return rate risk. Placement volume is the number of leases Ford Credit purchases each year. Termination volume is the number of vehicles for which the lease has ended in each year. Return rates are the percentage of leased vehicles that are returned to Ford Credit at the end of the lease and not purchased by either the customer or the dealer. The following table shows historical placement volumes, termination volumes and return rates for Ford Credit North America, which accounts for 93% of total net investment in operating leases at June 30, 2003:

	Second Quarter		First Half		Full Year			
	2003	2002	2003	2002	2002	2001	2000	1999
Placement Volume (in thousands)								
Ford, Lincoln and Mercury Cars	18	35	37	62	104	163	205	187
Ford, Lincoln and Mercury Trucks	38	80	80	156	261	408	538	493
Jaguar, Land Rover and Volvo*	13	28	22	55	95	90	53	39
Other	6	3	7	6	9	17	23	32

Total North America	75	146	146	279	469	678	819	751
Termination Volume (in thousands)								
Ford, Lincoln and Mercury Cars	51	52	101	95	169	151	154	244
Ford, Lincoln and Mercury Trucks	121	138	237	258	486	366	360	499
Jaguar, Land Rover and Volvo*	15	12	27	23	48	34	28	14
Other	6	10	11	18	34	80	87	107
Total North America	193	212	376	394	737	631	629	864
Return Rate								
Ford, Lincoln and Mercury Cars	77%	60%	79%	61%	62%	58%	62%	70%
Ford, Lincoln and Mercury Trucks	70	65	70	66	66	66	63	71
Jaguar, Land Rover and Volvo*	56	38	54	39	44	45	51	45
Other	54	52	55	52	50	60	69	67
Total North America	70%	61%	71%	62%	63%	62%	63%	70%

* Ford Credit first reported placement and termination volumes for Volvo in 1999 and first reported placement volumes for Land Rover in 2001.

Operating lease placement volumes in the first half of 2003 were 146,000 units, down 133,000 units or 48% from a year ago, reflecting two key factors:

- compared with leasing, retail installment sale financing has become more popular in recent periods because of Ford-sponsored special-rate retail installment financing programs, and
- the continued decline in used vehicle prices, which makes leasing less financially attractive.

In the first half of 2003, termination volumes were 376,000 units, down 18,000 units or 5% from a year ago. Return rates increased to 70% in the second quarter of 2003, up from 61% a year ago, largely related to high cash incentives on new vehicles offered by Ford and competitors.

Liquidity

Cash and Cash Equivalents. At June 30, 2003, Ford Credit's cash and cash equivalents totaled \$9.7 billion. In the normal course of Ford Credit's funding activities, the company may generate more proceeds than are necessary for its immediate funding needs. Ford Credit refers to this excess funding as "overborrowings". Of the \$9.7 billion of cash and cash equivalents, \$8.0 billion represented these overborrowings.

Ford Credit expects full-year 2003 public term funding requirements to be between \$20 billion to \$25 billion. As of June 30, 2003, Ford Credit had completed about \$15 billion of public term funding transactions, or 60% to 75% of its full-year requirements.

Whole-Loan Sale Transactions. During the second quarter of 2003, Ford Credit sold \$1.0 billion of retail finance receivables in whole-loan sale transactions.

Back-up Credit Facilities and Committed Funding Sources. For additional funding and to maintain liquidity, Ford Credit and its majority-owned subsidiaries including FCE Bank plc ("FCE") have contractually committed credit facilities with financial institutions that totaled approximately \$9.8 billion at July 1, 2003 (including \$5.2 billion and \$3.2 billion of global credit facilities of Ford Credit and FCE, respectively). Approximately \$1.2 billion of Ford Credit's total facilities were in use at July 1, 2003. These facilities have various maturity dates and 44.4% are committed through June 30, 2008. Ford Credit's global credit facilities may be used at its option by any of its direct or indirect majority-owned subsidiaries. FCE's global credit facilities may be used at its option by any of its direct or indirect majority-owned subsidiaries. Ford Credit or FCE, as the case may be, will guarantee any such borrowings. All of the global credit facilities are free of material adverse change clauses and restrictive financial covenants (for example, debt-to-equity limitations, minimum net worth requirements and credit rating triggers) that would limit the ability to borrow.

At Ford's option, approximately \$6.7 billion of Ford's global lines of credit may be used by any of its direct or indirect majority-owned subsidiaries on a guaranteed basis. Ford also has the ability to transfer, on a non-guaranteed basis, \$2.5 billion of such credit lines to Ford Credit and \$543 million to FCE.

Additionally, banks provide \$16.4 billion of contractually committed liquidity facilities supporting two asset-backed commercial paper programs, \$16.0 billion support FCAR and \$425 million support our Motown NotesSM program as of July 1, 2003.

In addition, Ford Credit has entered into agreements with several bank-sponsored, commercial paper issuers ("conduits") under which such conduits are contractually committed to purchase from Ford Credit, at its option, up to an aggregate of approximately \$12.6 billion of receivables. The agreements have varying maturity dates between August 14, 2003 and June 28, 2004. As of June 30, 2003, approximately \$5.0 billion of these conduit commitments have been utilized.

Leverage

The following table illustrates the calculation of Ford Credit's financial statement leverage:

	June 30,		December 31,			
	2003	2002	2002	2001	2000	1999
			(in billions)			
Total debt	\$146.2	\$142.1	\$140.3	\$145.8	\$145.6	\$132.1
Total stockholder's equity	12.9	13.7	13.6	12.0	12.2	10.9
Debt-to-equity ratio (to 1)	11.3	10.4	10.3	12.2	11.9	12.1

At June 30, 2003, Ford Credit's financial statement leverage was 11.3 to 1, compared with 10.3 to 1 at December 31, 2002 and 10.4 to 1 at June 30, 2002. This increase in leverage resulted primarily from the accounting consolidation of FCAR and the \$11.3 billion of FCAR's debt reported on Ford Credit's balance sheet in the second quarter of 2003.

The following table illustrates the calculation of Ford Credit's managed leverage:

	June 30,		December 31,			
	2003	2002	2002	2001	2000	1999
			(in billions)			
Total debt	\$146.2	\$142.1	\$140.3	\$145.8	\$145.6	\$132.1
Securitized off-balance sheet receivables outstanding	56.0	65.7	71.4	58.7	28.4	19.5
Retained interest in securitized off- balance sheet receivables	(14.5)	(11.5)	(17.6)	(12.5)	(3.7)	(3.5)
Adjustments for cash and cash equivalents	(9.7)	(4.2)	(6.8)	(2.9)	(1.1)	(0.9)
Adjustments for SFAS No. 133	(6.6)	(3.3)	(6.2)	(2.1)	—	—
Adjusted debt	\$171.4	\$188.8	\$181.1	\$187.0	\$169.2	\$147.2
Total stockholder's equity	\$ 12.9	\$ 13.7	\$ 13.6	\$ 12.0	\$ 12.2	\$ 10.9
Adjustment for SFAS No. 133	0.4	0.5	0.5	0.6	—	—
Adjustment for minority interest	*	*	*	*	*	0.4

Adjusted equity	\$ 13.3	\$ 14.2	\$ 14.1	\$ 12.6	\$ 12.2	\$ 11.3
Managed debt-to-equity ratio (to 1)	12.9	13.3	12.8	14.8	13.9	13.0

* Less than \$50 million

Ford Credit believes that the use of the managed leverage measure, which is the result of the adjustments to its financial statement leverage, is useful to investors because it reflects the way Ford Credit manages its business. The company retains interests in receivables sold in off-balance sheet securitization transactions, and with respect to subordinated retained interests, is exposed to credit risk. Accordingly, Ford Credit considers securitization as an alternative source of funding and evaluates credit losses, receivables and leverage on a managed as well as a financial statement basis. As a result, the managed leverage measure provides investors with meaningful information regarding management's decision-making processes.

At June 30, 2003, Ford Credit's managed leverage was 12.9 to 1, compared with 12.8 to 1 at December 31, 2002 and 13.3 to 1 at June 30, 2002. This leverage reflects Ford Credit's dividend policy and leverage target to maintain managed leverage at the lower end of 13 — 14 to 1.

Sales of Receivables Activity

The following tables illustrate Ford Credit's worldwide receivables sales activity in both off-balance sheet securitizations and whole-loan sale transactions for the periods indicated:

	Types of Receivables					
	Second Quarter 2003			Second Quarter 2002		
	Retail	Wholesale	Total	Retail	Wholesale	Total
	(in billions)					
Net Proceeds from Receivable Sales						
Retail securitization						
North America segment (excluding Triad)	\$ —	\$ —	\$ —	\$ 2.5	\$ —	\$ 2.5
Triad	—	—	—	—	—	—
International segment	0.8	—	0.8	0.2	—	0.2
	—	—	—	—	—	—
Total retail securitization	\$ 0.8	\$ —	\$ 0.8	\$ 2.7	\$ —	\$ 2.7
Wholesale securitization	—	—	—	—	—	—
Motown Notes SM program	—	—	—	—	0.5	0.5
FCAR	—	—	—	0.6	—	0.6
Bank-sponsored commercial paper issuers	0.8	—	0.8	0.3	—	0.3
	—	—	—	—	—	—
Net proceeds from securitizations	\$ 1.6	\$ —	\$ 1.6	\$ 3.6	\$ 0.5	\$ 4.1
Whole-loan sales	1.0	—	1.0	—	—	—
	—	—	—	—	—	—
Total net proceeds	\$ 2.6	\$ —	\$ 2.6	\$ 3.6	\$ 0.5	\$ 4.1
Retained interest and other	(0.0)	—	(0.0)	0.2	0.8	1.0
	—	—	—	—	—	—
Total receivables sold	\$ 2.6	\$ —	\$ 2.6	\$ 3.8	\$ 1.3	\$ 5.1
Prior period sold receivables, net of paydown activity	38.2	21.8	60.0	40.8	19.8	60.6
	—	—	—	—	—	—
Total sold receivables outstanding at the end of the relevant Period	\$40.8	\$ 21.8	\$62.6	\$44.6	\$ 21.1	\$65.7

	Types of Receivables					
	First Half 2003			First Half 2002		
	Retail	Wholesale	Total	Retail	Wholesale	Total
	(in billions)					
Net Proceeds from Receivable Sales						
Retail securitization						
North America segment						
(excluding Triad)	\$ 5.7	\$ —	\$ 5.7	\$11.7	\$ —	\$11.7
Triad	0.9	—	0.9	—	—	—
International segment	1.6	—	1.6	1.1	—	1.1
	—	—	—	—	—	—
Total retail securitization	\$ 8.2	\$ —	\$ 8.2	\$12.8	\$ —	\$12.8
Wholesale securitization	—	—	—	—	—	—
Motown Notes SM program	—	1.0	1.0	—	4.8	4.8
FCAR	—	—	—	1.6	—	1.6
Bank-sponsored commercial paper issuers	1.4	—	1.4	0.3	—	0.3
	—	—	—	—	—	—
Net proceeds from securitizations	\$ 9.6	\$ 1.0	\$10.6	\$14.7	\$ 4.8	\$19.5
Whole-loan sales	3.0	—	3.0	—	—	—
	—	—	—	—	—	—
Total net proceeds	\$12.6	\$ 1.0	\$13.6	\$14.7	\$ 4.8	\$19.5
Retained interest and other	0.6	(1.0)	(0.4)	0.7	(2.2)	(2.8)
	—	—	—	—	—	—
Total receivables sold	\$13.2	\$ 0.0	\$13.2	\$15.4	\$ 2.6	\$16.7
Prior period sold receivables, net of paydown activity	27.6	21.8	49.4	29.2	18.5	49.0
	—	—	—	—	—	—
Total sold receivables Outstanding at the end of the relevant period	\$40.8	\$ 21.8	\$62.6	\$44.6	\$ 21.1	\$65.7
	—	—	—	—	—	—

Memo: The tables above do not include \$2.7 billion of retail installment sale contracts sold to a Ford Credit sponsored securitization SPE that sold asset-backed securities to FCAR. Because of the accounting consolidation of FCAR, this sale is reported on-balance sheet.

Ford Credit's worldwide proceeds from the sale of retail and wholesale finance receivables through

off-balance sheet securitizations and whole-loan sale transactions are shown below for the periods indicated:

	Second Quarter		First Half		Full Year			
	2003	2002	2003	2002	2002	2001	2000	1999
	(in billions)							
Retail	\$1.6	\$3.6	\$ 9.6	\$14.6	\$31.6	\$32.0	\$19.2	\$9.4
Wholesale	—	0.5	1.0	4.8	4.8	8.8	0.3	0.5
	—	—	—	—	—	—	—	—
Net proceeds from securitizations	\$1.6	\$4.1	\$10.6	\$19.4	\$36.4	\$40.8	\$19.5	\$9.9
Whole-loan	1.0	—	3.0	—	4.9	—	—	—
	—	—	—	—	—	—	—	—
Total Net Proceeds	\$2.6	\$4.1	\$13.6	\$19.4	\$41.3	\$40.8	\$19.5	\$9.9
	■	■	■	■	■	■	■	■

In the second quarter of 2003, proceeds from receivables sales totaled \$2.6 billion, including \$800 million from bank-sponsored commercial paper programs, \$400 million from the sales of retail installment sale contracts in Germany and \$400 million related to the top-up of revolving retail transactions in Europe.

The following table summarizes the activity related to the off-balance sheet sales of receivables reported in investment and other income related to receivables sales for the periods indicated:

	Second Quarter		First Half		Full-Year			
	2003	2002	2003	2002	2002	2001	2000	1999

Investment and other income related to receivables sales and financing margin impact includes the effects of the reacquired receivables through May 15, 2003, the date of the accounting consolidation of FCAR. In accordance with generally accepted accounting principles, such amounts will not be re-stated for prior reporting periods. In the future, any on-balance sheet securitizations will not generate gains on sale or other securitization income.

Sales of receivables through off-balance sheet securitizations and whole-loan sale transactions reduce financing margins in the year the receivables are sold, as well as in future years, compared with what they otherwise would be if Ford Credit continued to own the receivables. These foregone financing margins can offset any positive impact associated with the gain on sales of receivables. The net impact of off-balance sheet securitizations and whole-loan sale transactions on our revenue and earnings in a given period will vary depending on the amount and type of receivables sold and the timing of the transactions in the current period and the preceding two to three year period, as well as the interest rate environment at the times the finance receivables were originated and securitized or sold. The following table shows the calculations and amounts used by Ford Credit to analyze the pre-tax impact of sales of receivables through off-balance sheet securitizations and whole-loan sale transactions for the

periods indicated, net of the effect of reduced financing margins attributable to the sold receivables:

	Second Quarter		First Half		Full-Year			
	2003	2002	2003	2002	2002	2001	2000	1999
	(in millions)							
Total investment and other income related to sales of receivables	\$ 672	\$ 519	\$ 1,563	\$ 1,157	\$ 2,610	\$ 1,433	\$ 557	\$ 433
Impact of securitizations on net financing margin on a managed basis:								
Relevant period securitizations	\$ (12)	\$ (12)	\$ (300)	\$ (244)	\$ (968)	\$ (1,059)	\$ (243)	\$ (218)
Securitizations prior to the relevant period	(853)	(633)	(1,470)	(1,152)	(1,967)	(611)	(521)	(158)
Total impact of securitizations on net financing margin	\$ (865)	\$ (645)	\$ (1,770)	\$ (1,396)	\$ (2,935)	\$ (1,670)	\$ (764)	\$ (376)
Pre-tax impact of receivables sales on a managed basis	\$ (193)	\$ (126)	\$ (207)	\$ (239)	\$ (325)	\$ (237)	\$ (207)	\$ 57
Memo:								
Receivables sold	\$ 2,666	\$ 5,122	\$13,248	\$16,688	\$40,712	\$52,533	\$21,618	\$12,910
Servicing portfolio as of period-end	62,595	65,742	62,595	65,742	76,346	58,748	28,366	19,471
Pre-tax gain per dollar of retail receivables sold	1.9%	0.5%	2.1%	1.5%	1.4%	1.2%	0.1%	0.6%

The net impact of off-balance sheet securitization on net financing margins on a managed basis was calculated using a borrowing cost equal to the actual financing rate paid to securitization investors, which was significantly lower than Ford Credit's average borrowing cost for unsecured debt for the

periods presented. If calculated using Ford Credit's average borrowing cost for unsecured debt, the reduction in financing margin from securitizations would be significantly lower and the pre-tax impact of receivables sales would be significantly higher than the amounts shown.

For additional information regarding Ford Credit's liquidity and capital resources, see Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations" — "Liquidity" and "Capital Adequacy" in the Ford Credit Annual Report on Form 10-K for the year ended December 31, 2002 (the "2002 10-K Report") and see Ford Credit's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (the "First Quarter 10-Q Report") and Quarterly Report on Form 10-Q for the quarter ended June 20, 2003 (the "Second Quarter 10-Q Report"). For additional information regarding Ford Credit's association with Ford, see Item 1 — "Our Business" — "Our Transactions with Ford and Affiliates" in the 2002 10-K Report.

INFORMATION CONCERNING FORD

Ford was incorporated in Delaware in 1919 and acquired the business of a Michigan company, also known as Ford Motor Company, incorporated in 1903 to produce and sell automobiles designed and engineered by Henry Ford. Ford is the world's second-largest producer of cars and trucks combined. Ford and its subsidiaries also engage in other businesses, including financing and renting vehicles and equipment.

Ford's business is divided into two business sectors: the Automotive sector and the Financial Services sector. Ford manages these sectors as three primary operating segments described below.

Business Sectors	Operating Segments	Description
<i>Automotive:</i>	Automotive	design, development, manufacture, sale and service of cars and trucks
<i>Financial Services:</i>	Ford Credit	vehicle-related financing, leasing and insurance
	The Hertz Corporation	rental of cars and light trucks and renting industrial and construction equipment, and other activities

SELECTED FINANCIAL DATA AND OTHER DATA OF FORD

The following table sets forth selected financial data and other data concerning Ford (dollar amounts in millions, except per share amounts). The data have been reclassified for discontinued and held-for-sale operations.

	Six Months Ended or at June 30		Years Ended or at December 31				
	2003	2002	2002	2001	2000	1999	1998
SUMMARY OF OPERATIONS							
Automotive sector							
Sales	\$ 68,382	\$ 67,368	\$134,425	\$130,827	\$140,777	\$135,029	\$118,017
Operating income/(loss)	829	527	(531)	(7,395)	5,288	7,186	5,376
Income/(loss) before income taxes	662	33	(1,156)	(8,862)	5,323	7,292	5,842
Financial Services sector							
Revenues	13,176	14,300	28,161	29,927	28,314	25,162	25,011
Income/(loss) before income taxes	1,393	943	2,109	1,440	2,976	2,565	18,415
Total Company							
Income/(loss) from continuing operations (a)	1,324	539	284	(5,349)	5,456	6,504	21,382
Income/(loss) from discontinued/held-for-sale operations	(6)	(21)	(63)	(104)	263	733	689
Loss on disposal of discontinued/held-for-sale operations	(5)	(40)	(199)	—	(2,252)	—	—
Cumulative effects of change in accounting principle	—	(1,002)	(1,002)	—	—	—	—
Net income/(loss)	1,313	(524)	(980)	(5,453)	3,467	7,237	22,071

**Total Company
Data Per Share of
Common and
Class B Stock (b)**

Basic EPS —

Continuing

Operations

0.72 0.29 0.15 (2.96) 3.69 5.38 17.60

Basic EPS — Net

Income 0.72 (0.29) (0.55) (3.02) 2.34 5.99 18.17

Diluted EPS —

Continuing

Operations

0.67 0.29 0.15 (2.96) 3.62 5.26 17.20

Diluted EPS — Net

Income 0.67 (0.29) (0.54) (3.02) 2.30 5.86 17.76

**TOTAL
COMPANY
BALANCE
SHEET DATA AT
PERIOD-END**
Automotive sector

Total assets 118,732 100,797 107,790 88,319 94,312 99,201 83,911

Long-term debt 14,480 14,050 13,607 13,467 11,769 10,398 8,589

**Financial Services
sector**

Total assets 193,059 189,494 187,432 188,224 189,078 171,048 148,801

Long-term debt 154,958 150,764 106,529 107,031 86,877 67,178 55,092

Total Company

Total assets 311,791 290,291 295,222 276,543 283,390 270,249 232,712

Long-term debt 169,438 164,814 120,136 120,498 98,646 77,576 63,681

Stockholders'
equity 8,084 9,994 5,590 7,786 18,610 27,604 23,434**OTHER DATA**

Total Ford

Cash dividends

(c) 0.20 0.20 0.40 1.05 1.80 1.88 1.72

Capital

expenditures

3,533 3,236 7,278 6,952 8,348 7,659 7,757

Depreciation and
amortization

15,137 18,718 15,012 14,305 13,770

Worldwide

vehicle unit sales

of cars and trucks

(in thousands) 3,430 3,530 6,973 7,008 7,424 7,220 6,823

(a) 1998 includes a non-cash gain of \$15,955 million that resulted from Ford's spin-off of The Associates.

- (b) Share data have been adjusted to reflect stock dividends and stock splits.
- (c) Adjusted for the Value Enhancement Plan effected in August 2000, cash dividends were \$1.16 per share in 2000.

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FINANCIAL REVIEW OF FORD

SECOND QUARTER RESULTS OF OPERATIONS

Ford's worldwide earnings were \$417 million in the second quarter of 2003, or \$0.22 per diluted share of Common and Class B Stock. In the second quarter of 2002, Ford's earnings were \$570 million, or \$0.29 per share.

Ford's worldwide Automotive sales and Financial Services revenues totaled \$40.7 billion in the second quarter of 2003, down \$1.5 billion from a year ago. Unit sales of cars and trucks were 1,717,000 units, down 137,000 units from a year ago. In the second quarter of 2003, Ford's U.S. corporate market share was 20.6%, down 0.7 percentage points from the same period a year ago. Ford's European corporate market share was 10.8% in the second quarter of 2003, unchanged from the same period a year ago.

Ford's results by business sector for the second quarter of 2003 and 2002 are shown below (in millions):

	Second Quarter Net Income/(Loss)		
	2003	2002*	2003 Over/(Under) 2002
Income/(loss) before income taxes			
Automotive sector	\$ 3	\$ 403	\$ (400)
Financial Services sector	715	600	115
	<hr/>	<hr/>	<hr/>
Total Company	718	1,003	(285)
Provision for/(benefit from) income taxes	195	289	(94)
Minority interests in net income/(loss) of subsidiaries	98	95	3
	<hr/>	<hr/>	<hr/>
Income/(loss) from continuing operations	425	619	(194)
Income/(loss) from discontinued/held-for-sale operations	(3)	(9)	6
Loss on disposal of discontinued/held-for-sale operations	(5)	(40)	35
	<hr/>	<hr/>	<hr/>
Net income/(loss)	\$417	\$ 570	\$ (153)

* Certain amounts were reclassified to conform to current period presentation consistent with the presentation in the discussion of Ford's results in the 2002 10-K Report. Reclassifications include profits and losses related to discontinued and held-for-sale operations.

Automotive Sector

As discussed in the discussion of Ford's results in the 2002 10-K Report, beginning with the first quarter of 2003, Ford expanded the number of operating segments it presents by reporting two segments within its Automotive sector — North America and International.

The North America Automotive segment primarily includes the sale of Ford, Lincoln and Mercury brand vehicles and related service parts in the U.S., Canada and Mexico, and the associated costs to design, develop, manufacture and service these vehicles and parts. The International Automotive segment primarily includes the sale of Ford brand vehicles and service parts outside of North America and the sale of Premier Automotive Group ("PAG") brand vehicles (i.e., Volvo, Jaguar, Land Rover and Aston Martin) and related service parts throughout the world (including North America), together with the associated costs to design, develop, manufacture and service these vehicles and parts. Ford is providing separate results for the business units within its International Automotive segment (i.e., Ford Europe, Ford South America, Ford Asia Pacific and PAG).

Previously, Ford reported Automotive financial results on a geographic/legal entity basis. The new segment reporting is on a business-unit basis consistent with the way the two Automotive segments are managed. Costs for each segment and business unit within each segment reflect absolute corporate costs, eliminating the effect of transfer prices within the Automotive sector for vehicles, components and product engineering that were previously reported in geographic results. Interest income and expense and results of non-core Automotive businesses are reported in Other Automotive; these were previously included in geographic results.

Ford's worldwide income before income taxes for its Automotive sector was \$3 million in the second quarter of 2003 on sales of \$34.2 billion, compared with income before income taxes in the second quarter of 2002 of \$403 million on sales of \$35.2 billion. The decline reflected the non-recurrence of a U.S. dealer stock build in the second quarter of 2002 and lower U.S. and Europe industry volume, together with lower net pricing, partially offset by improved cost performance. Improved cost performance is the net result of decreases in current model product costs, warranty and additional service action costs, manufacturing and engineering costs and overhead, partially offset by increased product costs for new models and pension and healthcare benefits.

Details of Ford's second quarter Automotive sector results before income taxes are shown below (in millions):

	Second Quarter Income/(Loss) Before Income Taxes		
	2003	2002	2003 Over/(Under) 2002
North America Automotive segment	\$ 445	\$ 921	\$ (476)
International Automotive segment			
— Ford Europe	(525)	(18)	(507)
— Ford South America	(69)	(198)	129
— Ford Asia Pacific	(28)	(53)	25
— Premier Automotive Group	166	(122)	288
— Other International	45	20	25
Total International Automotive segment	(411)	(371)	(40)
Other Automotive	(31)	(147)	116
Total Automotive sector	\$ 3	\$ 403	\$ (400)

North America Automotive Segment

Income before income taxes for Ford's North America Automotive segment was \$445 million in the second quarter of 2003 on sales of \$20.7 billion. Income before income taxes in the second quarter of 2002 was \$921 million on sales of \$23.1 billion. The decline reflected lower net pricing and lower vehicle production volume due to the non-recurrence of a dealer stock build in 2002 and lower industry volume, partially offset by strong cost performance and product mix improvements.

In the second quarter of 2003, Ford's unit sales in North America were 980,000 down from 1,120,000 for the same period a year ago. Ford's U.S. market share for its Ford, Lincoln, and Mercury brand vehicles was 19.3% in the second quarter of 2003, down 0.8 percentage points from a year ago, reflecting primarily the discontinuation of various models (Ford Escort, Lincoln Continental, Mercury Cougar and Mercury Villager).

International Automotive Segment

Losses before income taxes for Ford's International Automotive segment were \$411 million in the second quarter of 2003 on sales of \$13.5 billion. Losses before income taxes in the second quarter of 2002 were \$371 million on sales of \$11.8 billion.

Ford Europe. Ford's Ford Europe business unit consists of the sale of Ford-brand vehicles and service parts principally throughout the Europe region, Turkey and Russia, together with the costs associated with the design, development, manufacture and servicing of those vehicles and parts. Losses before income taxes for the Ford Europe business unit were \$525 million in the second quarter of 2003 on sales of \$5.2 billion. Losses before income taxes in the second quarter of 2002 were \$18 million on sales of \$4.9 billion. The decline in earnings was primarily explained by lower net pricing, less favorable product mix, lower industry volume, dealer stock reductions and unfavorable currency exchange effects, offset partially by improved cost performance and market share.

In the second quarter of 2003, unit sales for Ford Europe were 409,000, down from 417,000 for the same period a year ago. European market share for the Ford-brand vehicles improved to 8.7% in the second quarter of 2003, up 0.1 percentage points from the same period a year ago.

Ford South America. Ford's Ford South America business unit consists of the sale of Ford brand vehicles and service parts in South America, principally Brazil, Argentina and Venezuela, together with the costs associated with the design, development, manufacture and servicing of those vehicles and parts. Losses before income taxes for the Ford South America business unit were \$69 million in the second quarter of 2003 on sales of \$435 million, compared with losses before income taxes of \$198 million on sales of \$426 million for the same period a year ago. The improvement reflected primarily the non-recurrence of currency devaluation a year ago, as well as improved net pricing and market share.

In the second quarter of 2003, unit sales for Ford South America were 49,000, up from 46,000 for the same period a year ago. Market share of Ford-brand vehicles sold in Brazil was 11.7% in the second quarter of 2003, up 2.7 percentage points from a year ago, reflecting primarily sales of the new Ford Fiesta and EcoSport models.

Ford Asia Pacific. Ford's Ford Asia Pacific business unit consists of the sale of Ford brand vehicles and service parts principally in Australia, Taiwan, South Africa, China and Thailand, together with the costs associated with the design, development, manufacture and servicing of those vehicles and parts. Losses before income taxes for the Ford Asia Pacific business unit were \$28 million on sales of \$1.4 billion in the second quarter of 2003. Losses before income taxes in the second quarter of 2002 were \$53 million on sales of \$1.0 billion. The improvement reflected primarily favorable net pricing and the market acceptance of the new Ford Falcon in Australia.

In the second quarter of 2003, unit sales for Ford Asia Pacific were 83,000, up from 75,000 for the same period a year ago. Ford's market share in Australia improved to 13.6% in the second quarter of 2003, up from 12.8% a year ago, primarily due to the introduction of the new Ford Falcon model.

Premier Automotive Group. Ford's PAG business unit consists of the sale of PAG brand vehicles (i.e., Volvo, Jaguar, Land Rover and Aston Martin) and related service parts throughout the world (including North America), together with the associated costs to design, develop, manufacture and service those vehicles and parts. Income before income taxes for the PAG business unit was \$166 million in the second quarter of 2003, a \$288 million improvement from losses before income taxes of \$122 million in the second quarter of 2002. The improvement reflected primarily favorable cost performance, improved

net pricing and favorable product mix. Sales were \$6.4 billion in the second quarter of 2003 compared with sales of \$5.5 billion in the second quarter of 2002. The increase in sales reflected primarily stronger European currencies and improved product mix with the launch of the new Volvo XC90 and Jaguar XJ models.

In the second quarter of 2003, worldwide unit sales for PAG were 196,000, about the same as a year ago. U.S. market share was 1.3%, up 0.1 percentage points for the second quarter of 2003 compared to the second quarter of 2002. European market share was 2.1%, down 0.1 percentage points from the second quarter of 2002.

Other International. Other International consists primarily of Ford's share of the results of Mazda Motor Corporation, of which it owns 33.4%, and of Ford's Mazda-related joint ventures. Other International had profits of \$45 million for the second quarter of 2003, up from \$20 million for the second quarter of 2002 reflecting improved Mazda results.

Other Automotive

In 2003, Other Automotive represents primarily interest income and expense (including realized and unrealized gains and losses on marketable securities). Other Automotive reduced income before income taxes by \$31 million for the second quarter of 2003. The improvement of \$116 million compared with the same period a year ago is due to lower net interest expense and the non-recurrence of losses in non-core businesses that have now been sold or shut down.

Financial Services Sector

Ford's Financial Services sector consists primarily of two segments, Ford Credit and Hertz. Details of second quarter Financial Services sector income/(loss) before income taxes for the second quarters of 2003 and 2002 are shown below (in millions).

	Second Quarter Income/(Loss) Before Income Taxes		
	2003	2002	2003 Over/(Under) 2002
Ford Credit	\$ 661	\$ 519	\$ 142
Hertz*	57	72	(15)
Minority interests and other	(3)	9	(12)

Total Financial Services sector

\$ 715

\$ 600

\$ 115

* The Hertz results include amortization expense related to intangibles at Ford FSG, Inc., Hertz' former parent company.

Ford Credit

Please refer to “Ford Motor Credit Company — Selected Financial Data — Results of Operations” elsewhere in this Prospectus Supplement.

Hertz

In the second quarter of 2003, Hertz had income before income taxes of \$57 million, down from \$72 million in the second quarter of 2002. Strong cost performance was more than offset by unfavorable pricing and lower volume.

First Half Results of Operations

Ford's worldwide earnings were \$1,313 million in the first half of 2003, or \$0.67 per diluted share of Common and Class B Stock. In the first half of 2002, losses were \$524 million, or \$0.29 per share.

Ford's worldwide Automotive sales and Financial Services revenues totaled \$81.6 billion in the first half of 2003, down from \$81.7 billion a year ago. Unit sales of cars and trucks were 3,430,000 units, down 100,000 units from a year ago. In the first half of 2003, Ford's U.S. corporate market share was 20.9%, down 0.1 percentage points from the same period a year ago. Ford's European corporate market share was 11.1% in the first half of 2003, unchanged from the first half of 2002.

Ford's results by business sector for the first half of 2003 and 2002 are shown below (in millions):

	First Half Net Income/(Loss)		
	2003	2002*	2003 Over/(Under) 2002
Income/(loss) before income taxes			
Automotive sector	\$ 662	\$ 33	\$ 629
Financial Services sector	1,393	943	450
Total Company	2,055	976	1,079
Provision for/(benefit from) income taxes	531	269	262
Minority interests in net income/(loss) of subsidiaries	200	168	32
Income/(loss) from continuing operations	1,324	539	785
Income/(loss) from discontinued/held-for-sale operations	(6)	(21)	15
Loss on disposal of discontinued/held-for-sale operations	(5)	(40)	35
Cumulative effect of change in accounting principle	—	(1,002)	1,002
Net income/(loss)	\$1,313	\$ (524)	\$ 1,837

* Certain amounts were reclassified to conform with current period presentation consistent with the presentation in the discussion of Ford's results in the 2002 10-K Report. Reclassifications include profits and losses related to discontinued and held-for-sale operations.

Automotive Sector

Worldwide income before income taxes for Ford's Automotive sector was \$662 million in the first half of 2003 on sales of \$68.4 billion compared with income before income taxes of \$33 million in the first half of 2002, on sales of \$67.4 billion.

Details of Ford's first half Automotive sector results before income taxes are shown below (in millions):

	First Half Income/(Loss) Before Income Taxes		
	2003	2002	2003 Over/(Under) 2002
North America Automotive segment	\$1,681	\$1,386	\$ 295
International Automotive segment — Ford Europe	(774)	(286)	(488)
— Ford South America	(100)	(283)	183
— Ford Asia Pacific	(54)	(92)	38
— Premier Automotive Group	78	(192)	270
— Other International	86	13	73
Total International Automotive segment	(764)	(840)	76
Other Automotive	(255)	(513)	258
Total Automotive sector	\$ 662	\$ 33	\$ 629

North America Automotive Segment

Income before income taxes for Ford's North America Automotive segment was \$1.7 billion in the first half of 2003 on sales of \$42.9 billion. Income before income taxes in the first half of 2002 was \$1.4 billion on sales of \$44.6 billion. Cost reductions and favorable product mix more than accounted for the improvement. These improvements were partially offset by unfavorable net pricing, a lower dealer stock build in 2003 compared with 2002 and lower U.S. industry volume.

In the first half of 2003, Ford's unit sales in North America were 2,004,000, down from 2,150,000 for the same period a year ago. Ford's U.S. market share for Ford, Lincoln, and Mercury brand vehicles was 19.6% in the first half of 2003, down 0.2 percentage points from a year ago, due in part to the discontinuation of various models (Ford Escort, Lincoln Continental, Mercury Cougar and Mercury Villager).

International Automotive Segment

Losses before income taxes for Ford's International Automotive segment were \$764 million in the first half of 2003 on sales of \$25.5 billion. Losses before income taxes in the first half of 2002 were \$840 million on sales of \$22.2 billion.

Ford Europe. Losses before income taxes for Ford's Ford Europe business unit were \$774 million in the first half of 2003 on sales of \$10.2 billion. Losses before income taxes in the first half of 2002 were \$286 million on sales of \$9.0 billion. The change was primarily the result of lower net pricing, a less favorable product mix and lower industry volumes. Cost reductions and improved market share were partial offsets.

In the first half of 2003, unit sales for Ford Europe were 800,000, up from 759,000 for the same period a year ago. European market share for Ford-brand vehicles improved to 9.0% in the first half of 2003, up 0.1 percentage points from the same period a year ago.

Ford South America. Losses before income taxes for Ford's Ford South America business unit were \$100 million in the first half of 2003 on sales of \$765 million compared with losses before income taxes of \$283 million a year ago on sales of \$822 million. The improvement was primarily due to the absence of adverse currency exchange rate effects

experienced in the first half of 2002, favorable net pricing and higher market share, partially offset by lower industry volumes.

In the first half of 2003, unit sales for Ford South America were 93,000, up from 87,000 for the same period a year ago. Market share of Ford-brand vehicles sold in Brazil was 11.1% in the first half of 2003, up 2.4 percentage points from a year ago, reflecting primarily sales of the new Ford Fiesta and EcoSport models.

Ford Asia Pacific. Losses before income taxes for Ford's Ford Asia Pacific business unit were \$54 million on sales of \$2.7 billion in the first half of 2003. Losses before income taxes in the first half of 2002 were \$92 million on sales of \$2.0 billion. The improvement reflects favorable net pricing and higher unit sales volume following the launch of the new Ford Falcon model in Australia.

In the first half of 2003, unit sales for Ford Asia Pacific were 165,000, up from 150,000 for the same period a year ago. Ford's market share in Australia improved to 13.9% in the first half of 2003, up from 12.9% a year ago, primarily due to the introduction of the new Ford Falcon model.

Premier Automotive Group. Income before income taxes for Ford's PAG business unit was \$78 million in the first half of 2003, a \$270 million improvement from losses before income taxes of \$192 million in first half of 2002. The improvement reflects primarily cost reductions and favorable product mix with the launch of the new Volvo XC90 and Jaguar XJ models. Sales were \$11.8 billion in the first half of 2003, up from \$10.3 billion in the first half of 2002. The increase in sales reflected primarily stronger European currencies and improved product mix with the launch of the new Volvo XC90 and Jaguar XJ models.

In the first half of 2003, worldwide unit sales for PAG were 368,000, down from 383,000 for the same period a year ago. U.S. market share was 1.2%, up 0.1 percentage points compared with the same period a year ago and European market share was 2.1%, down 0.1 percentage points from the first half of 2002.

Other International. Other International consists primarily of Ford's share of the results of Mazda Motor Corporation, of which it owns 33.4%, and of Ford's Mazda-related joint ventures. Other International had profits of \$86 million in the first half of 2003, up from \$13 million in the first half of 2002 reflecting improved Mazda results and other gains related to Ford's investment in Mazda.

Other Automotive

Other Automotive reduced earnings before income taxes by \$255 million for the first half of 2003. The improvement of \$258 million compared with the same period a year ago is due to lower interest expense and the non-recurrence of losses in non-core businesses that have now been sold or shut down.

Financial Services Sector

Ford's Financial Services sector consists primarily of two segments, Ford Credit and Hertz. Details of first half Financial Services sector income/(loss) before income taxes for 2003 and 2002 are shown below (in millions):

	First Half Income/(Loss) Before Income Taxes		
	2003	2002	2003 Over/(Under) 2002
Ford Credit	\$1,388	\$915	\$ 473
Hertz*	(2)	13	(15)
Minority interests and other	7	15	(8)
	<hr/>	<hr/>	<hr/>
Total Financial Services sector	\$1,393	\$943	\$ 450
	<hr/>	<hr/>	<hr/>

* The Hertz results include amortization expense related to intangibles at Ford FSG, Inc., Hertz' former parent company.

Ford Credit

Please refer to "Ford Motor Credit Company — Selected Financial Data — Results of Operations" elsewhere in this Prospectus Supplement.

Hertz

In the first half of 2003, Hertz had losses before income taxes of \$2 million, down from a \$13 million profit in the first half of 2002. Strong cost performance was more than offset by unfavorable pricing.

Liquidity and Capital Resources

Automotive Sector

For Ford's Automotive sector, liquidity and capital resources include cash generated by operations, gross cash balances, our ability to raise funds in capital markets and committed credit lines.

Gross Cash — Ford considers Automotive gross cash to include cash and cash equivalents, marketable securities, loaned securities and assets contained in a Voluntary Employee Beneficiary Association ("VEBA") trust, which are financial assets available to fund certain future employee benefit obligations in the near term, as summarized below (in billions):

	2003		2002	
	June 30	January 1	June 30	January 1
Cash and cash equivalents	\$ 7.5	\$ 5.2	\$ 8.5	\$ 4.1
Marketable securities	15.0	17.4	14.9	10.9
Loaned securities*	4.6	—	—	—
	—	—	—	—
Total cash, marketable securities and loaned securities	27.1	22.6	23.4	15.0
VEBA assets	1.6	2.7	1.5	2.7
	—	—	—	—
Gross cash	\$28.7	\$ 25.3	\$24.9	\$ 17.7
	—	—	—	—

* As part of Ford's investment strategy, it engages in securities lending to improve the income received from its cash portfolios. See Note 5 of the Notes to Ford's Financial Statements for additional discussion on securities lending.

In managing its business, Ford classifies changes in gross cash in three categories: operating related (including capital expenditures and capital transactions with the Financial Services sector), acquisitions and divestitures, and financing related. Ford believes the cash flow analysis reflected in the table below is useful to investors because it includes cash flow elements not included in “cash flows from operating activities before securities trading” that it considers to be related to its operating activities (e.g., capital spending). Changes in Automotive gross cash for the second quarter and first half of 2003 and 2002 are summarized below (in billions):

	Second Quarter		First Half	
	2003	2002	2003	2002
Gross cash at end of period	\$28.7	\$24.9	\$28.7	\$24.9
Gross cash at beginning of period	26.6	21.5	25.3	17.7
	<hr/>	<hr/>	<hr/>	<hr/>
Total change in gross cash	\$ 2.1	\$ 3.4	\$ 3.4	\$ 7.2
	<hr/>	<hr/>	<hr/>	<hr/>
Operating related cash flows				
Automotive income/(loss) before income taxes	\$ —	\$ 0.4	\$ 0.7	\$ —
Capital expenditures	(2.0)	(1.4)	(3.4)	(2.9)
Depreciation and special tools amortization	1.3	1.3	2.7	2.4
Changes in receivables, inventory and trade payables	(0.2)	0.6	(0.6)	0.2
U.S. pension fund contributions	—	—	(1.0)	—
Capital transactions with Financial Services sector*	0.9	—	1.7	(0.7)
Other	1.6	1.7	2.1	2.5
	<hr/>	<hr/>	<hr/>	<hr/>
Total operating related cash flows before tax refunds	1.6	2.6	2.2	1.5
Tax refunds	—	0.8	0.9	0.8
	<hr/>	<hr/>	<hr/>	<hr/>
Total operating related cash flows	1.6	3.4	3.1	2.3
Divestitures and asset sales	0.2	0.1	0.4	0.4
Acquisitions and capital contributions	—	—	—	(0.1)
	<hr/>	<hr/>	<hr/>	<hr/>
Total acquisitions and divestitures	0.2	0.1	0.4	0.3
Financing related cash flows				
Dividends paid to shareholders	(0.2)	(0.2)	(0.4)	(0.4)
Convertible preferred securities	—	—	—	4.9
Changes in total Automotive sector debt	0.4	—	0.2	—
Other	0.1	0.1	0.1	0.1

Total financing related cash flows	<u>0.3</u>	<u>(0.1)</u>	<u>(0.1)</u>	<u>4.6</u>
Total change in gross cash	<u>\$ 2.1</u>	<u>\$ 3.4</u>	<u>\$ 3.4</u>	<u>\$ 7.2</u>

* Reflects operating related cash flows (i.e., dividends, capital contributions, loans, and loan repayments).

Shown in the table below is a reconciliation between Ford's financial statement cash flows from operating activities before securities trading and operating related cash flows, calculated as shown in the table above, for the second quarter and first half of 2003 and 2002 (in billions):

	Second Quarter		First Half	
	2003	2002	2003	2002
Cash flows from operating activities before securities				
Trading	\$ 2.7	\$ 5.8	\$ 5.7*	\$ 8.1*
Items included in operating related cash flow				
Capital transactions with Financial Services sector	0.9	—	1.7	(0.7)
Capital expenditures	(2.0)	(1.4)	(3.4)	(2.9)
Net transactions between Automotive and Financial Services sectors	—	(0.6)	(0.3)**	(1.0)**
Other, primarily exclusion of cash in-flows from VEBA draw-down	—	(0.4)	(0.6)	(1.2)
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total reconciling items	(1.1)	(2.4)	(2.6)	(5.8)
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Operating related cash flows	\$ 1.6	\$ 3.4	\$ 3.1	\$ 2.3
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

* As shown in Ford's condensed sector statement of cash flows for the Automotive sector.

** Primarily payables and receivables between the sectors in the normal course of business, as shown in Ford's Condensed Sector Statement of Cash Flows.

Capital transactions with the Financial Services sector improved Ford's operating related cash flow by \$900 million in the second quarter of 2003, compared to no change in cash flow in the second quarter of 2002, primarily related to improved operating performance at Ford Credit. Capital transactions with the Financial Services sector improved operating related cash flow by \$1.7 billion in the first half of 2003, compared to a \$700 million reduction in cash flow in the first half of 2002 related to a capital contribution to Ford Credit. In addition, \$204 million of dividends from the Financial Services sector in the first half of 2003 is reflected in the table above as "divestitures and asset sales" because it results from the sale by Ford Credit of its Axus vehicle fleet leasing unit.

Debt — At June 30, 2003, Ford's Automotive sector had total debt of \$14.5 billion, compared with

\$14.2 billion at December 31, 2002.

Ford Motor Company Capital Trust I and Ford Motor Company Capital Trust II together have outstanding an aggregate \$5.7 billion of trust preferred securities. The dividend and liquidation preferences on these securities are paid from interest and principal payments on Ford's junior subordinated debentures held by the Trusts in an aggregate principal amount exceeding the aggregate liquidation preference of the trust preferred securities. The trust preferred securities and the junior subordinated debentures have been classified in the mezzanine section of Ford's balance sheet in accordance with applicable accounting standards and, therefore, neither has been included in the total debt amount discussed above. During the third quarter of 2003, these securities will be reclassified as debt as the result of the adoption of new accounting standards. See Notes 2 and 9 of the Notes to Ford's Financial Statements. This reclassification will not impact the status of the holders of Ford's senior debt relative to holders of the subordinated debentures or the trust preferred securities.

Credit Facilities — At July 1, 2003, Ford's Automotive sector had \$6.9 billion of contractually committed credit agreements with various banks, of which \$6.8 billion were available for use. 91.0% of the total facilities are committed through June 30, 2008. Of the \$6.9 billion, \$6.7 billion constitute global credit facilities and may be used, at Ford's option, by any of its direct or indirect majority-owned subsidiaries on a guaranteed basis. Ford also has the ability to transfer, on a non-guaranteed basis, \$2.5 billion of such global credit facilities to Ford Credit and \$543 million

to FCE Bank plc. (“FCE”), Ford Credit’s European operation. All of the global credit facilities are free of material adverse change clauses and restrictive financial covenants (for example, debt-to-equity limitations, minimum net worth requirements and credit rating triggers that would limit Ford’s ability to borrow).

Financial Services Sector

Ford Credit

Please refer to “Ford Motor Credit Company and Consolidated Subsidiaries — Liquidity” elsewhere in this Prospectus Supplement.

Hertz

Debt and Cash — Hertz’ total debt was \$8.0 billion at June 30, 2003, up \$1.0 billion from December 31, 2002, reflecting seasonal rental fleet demand. Outstanding commercial paper at June 30, 2003 totaled \$3.0 billion at Hertz, with an average remaining maturity of 34 days compared with \$1.5 billion at December 31, 2002. At June 30, 2003, Hertz had cash and cash equivalents of \$384 million, up from \$287 million at December 31, 2002.

During 2002, Hertz launched an asset-backed securitization program for its domestic car rental fleet to reduce its borrowing costs and enhance its financing resources. As of June 30, 2003, \$861 million of asset-backed commercial paper was outstanding under this program.

Total Company

Stockholders’ Equity — Ford’s stockholders’ equity was \$8.1 billion at June 30, 2003, up \$2.5 billion compared with December 31, 2002. The increase reflects primarily net income of \$1.3 billion and other comprehensive income of \$1.5 billion, less dividends of \$366 million. See Note 11 of the Notes to Ford’s Financial Statements for further discussion of other comprehensive income.

Off-Balance Sheet Arrangements

Special Purpose Entities — At June 30, 2003, the total outstanding principal amount of receivables sold by Ford Credit that was held by off-balance sheet securitization trusts was \$56.0 billion, down \$15.4 billion from December 31, 2002. Ford Credit’s retained interests in such sold receivables at June 30, 2003 were \$14.5 billion, down \$3.1 billion from December 31, 2002. The decrease in receivables held by off-balance sheet securitization trusts and the decrease in retained interests reflected

primarily the accounting consolidation of FCAR during the second quarter of 2003.

Variable Interest Entities — For a discussion of variable interest entities, see Note 9 of the Notes to Ford's Financial Statements.

Recent Developments

Ford's collective bargaining agreement with its principal U.S. labor union, the United Automobile Workers (the "UAW") was scheduled to expire on September 14, 2003. On September 15, 2003, Ford announced that it and the UAW had reached agreement on a new collective bargaining agreement. The new agreement is subject to ratification by members of the union.

INDUSTRY DATA AND MARKET SHARE OF FORD

The following table shows the U.S. industry retail deliveries of cars and trucks for the periods indicated:

	U.S. Industry Retail Deliveries (millions of units)						
	Six Months Ended June 30*		Years Ended December 31				
	2003	2002	2002	2001	2000	1999	1998
Cars	7.6	8.0	8.1	8.4	8.8	8.7	8.2
Trucks	8.8	8.7	9.0	9.1	9.0	8.7	7.8

* Seasonally adjusted rates.

The following table shows Ford's U.S. car and truck market shares for the periods indicated:

	Ford U.S. Car and Truck Market Shares						
	Six Months Ended June 30		Years Ended December 31				
	2003	2002	2002	2001	2000	1999	1998
Cars	16.2%	16.4%	16.4%	17.7%	19.1%	19.6%	20.4%
Trucks	25.1%	25.4%	25.5%	27.4%	28.2%	28.6%	30.5%

For additional information regarding Ford, see the 2002 10-K Report, the First Quarter 10-Q Report and the Second Quarter 10-Q Report incorporated by reference herein.

UNDERWRITING

Ford Credit is selling each series of Notes to the Underwriters named below under an Underwriting Agreement dated September 16, 2003 and related Pricing Agreements each dated September 16, 2003. The Underwriters and the amount of Notes each of them has agreed to purchase from Ford Credit are as follows:

Underwriters	Principal Amount of Five-Year Notes
Banc of America Securities LLC	\$ 316,666,000
Morgan Stanley & Co. Incorporated	316,667,000
UBS Securities LLC	316,667,000
ABN AMRO Incorporated	10,000,000
Banc One Capital Markets, Inc.	10,000,000
BNY Capital Markets, Inc.	10,000,000
Wachovia Capital Markets, LLC	10,000,000
Wells Fargo Brokerage Services, LLC	10,000,000
Total	\$1,000,000,000

Underwriters	Principal Amount of Ten-Year Notes
Banc of America Securities LLC	\$ 633,334,000
Morgan Stanley & Co. Incorporated	633,333,000
UBS Securities LLC	633,333,000
ABN AMRO Incorporated	20,000,000
Banc One Capital Markets, Inc.	20,000,000
BNY Capital Markets, Inc.	20,000,000
Wachovia Capital Markets, LLC	20,000,000
Wells Fargo Brokerage Services, LLC	20,000,000
Total	\$2,000,000,000

Under the terms and conditions of the Underwriting Agreement and the related Pricing Agreements, if the Underwriters take any of the Notes of a series, then they are obligated to take and pay for all of the Notes of that series.

The Underwriters have advised Ford Credit that they propose initially to offer all or part of the Notes directly to retail purchasers at the respective initial public offering prices set forth on the cover page of this Prospectus Supplement, and to certain securities dealers at such price less a concession not in excess of 0.200% and 0.300% of the principal amount of the Five-Year Notes and the Ten-Year Notes, respectively. The Underwriters may allow, and such dealers may reallow, a concession not in excess of 0.150% and 0.250% of the principal amount of the Five-Year Notes and the Ten-Year Notes, respectively, to certain other dealers. After the Notes are released for sale to the public, the offering price and other selling terms with respect to each series of Notes may from time to time be varied by the Underwriters.

The Notes are offered for sale in the United States, Europe and Asia.

Each of the Underwriters has agreed that it will not offer, sell or deliver any of the Notes, directly or indirectly, or distribute this Prospectus Supplement or the accompanying Prospectus or any other offering material relating to the Notes, in or from any jurisdiction outside the United States except under circumstances that will, to the best knowledge and belief of such Underwriter, result in compliance with the applicable laws and regulations thereof and which will not impose any obligations on Ford Credit except as set forth in the Underwriting Agreement and the Pricing Agreements.

Each Underwriter acknowledges that this Prospectus Supplement and the accompanying Prospectus have not been registered with the Registrar of Companies in Singapore and that the Notes are offered in Singapore pursuant to exemptions invoked under sections 274 and 275 of the Singapore Securities and Futures Act, Chapter 289 of Singapore (the “Singapore Securities and Futures Act”). Accordingly, each Underwriter has represented and agreed that the Notes may not be offered or sold, nor may this Prospectus Supplement and accompanying Prospectus or any other offering document or material relating to the Notes be circulated or distributed, directly or indirectly, to the public or any member of the public in Singapore other than (1) to an institutional investor or other body or person specified in section 274 of the Singapore Securities and Futures Act, or (2) to a sophisticated investor specified in section 275 of the Singapore Securities and Futures Act, or (3) otherwise pursuant to, and in accordance with the conditions of section 276(2) of the Singapore Securities and Futures Act or any other applicable exemption invoked under Subdivision (4) of Division I of Part XIII of the Singapore Securities and Futures Act.

Each of the Underwriters has agreed that it has not offered or sold, and it will not offer or sell, directly or indirectly, any of the Notes in or to residents of Japan or to any persons for reoffering or resale, directly or indirectly, in Japan or to any resident of Japan except pursuant to an exemption from the registration requirements of the Securities and Exchange Law available thereunder and in compliance with the other relevant laws of Japan.

Each Underwriter has represented and agreed that (1) it has not offered or sold and, prior to the expiry of the period of six months from the issue date of the Notes, will not offer or sell any Notes to person in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995 (as amended), (2) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer, and (3) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

Each Underwriter has acknowledged that offers and sales of the Notes in Germany are subject to the restrictions provided in the German Securities Prospectus Act (*Wertpapier-Verkaufsprospektgesetz*); in particular, the Notes may not be offered in Germany by way of public promotion.

Each Underwriter has represented and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell in The Netherlands any Notes other than to persons who

trade or invest in securities in the conduct of a profession or business (which include banks, stockbrokers, insurance companies, pension funds, other institutional investors and finance companies and treasury departments of large enterprises) or otherwise in compliance with any other applicable laws or regulations of The Netherlands.

Purchasers of the Notes may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the relevant issue price set forth on the cover page hereof.

Ford Credit has been advised by the Underwriters that they intend to make a market in each series of the Notes, but they are not obligated to do so and may discontinue such market-making at any time without notice. No assurance can be given as to the liquidity of the trading market for the Notes.

In connection with the offering, the Underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of each series of the Notes. Specifically, the Underwriters may over-allot in connection with the offering, creating a short position with respect to such series of Notes. In addition, the Underwriters may bid for, and purchase, Notes in the open market to cover any short position or to stabilize the price of the Notes. Any of these activities may stabilize or maintain the market price of any series of the Notes above independent market levels. The Underwriters are not required to engage in these activities, and may end any of these activities at any time.

All secondary trading in the Notes will settle in immediately available funds. See “Description of Notes — Global Clearance and Settlement Procedures”.

Ford Credit has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. Ford Credit estimates that it will spend approximately \$700,000 for printing, registration fees, rating agency and other expenses related to the offering of the Notes.

In connection with any transaction on the Singapore Exchange Securities Trading Limited in respect of the Notes, the board lot for the Notes shall be fixed at a face value of not less than S\$200,000 or its equivalent in the currency in which it is traded per lot for as long as the Notes remain listed on the Singapore Exchange Securities Trading Limited. Ford Credit shall be entitled, from time to time, to fix the board lot for the Notes transacted on the Singapore Exchange Securities Trading Limited at a face value to be determined by Ford Credit provided that the board lot so fixed shall not be less than the face value of S\$200,000 or its equivalent in the currency in which it is traded.

The Underwriters will make the notes available for distribution on the Internet through a proprietary Web site and/or third-party system operated by Market Axess Inc., an Internet-based communications technology provider. Market Axess Inc. is providing the system as a conduit for communications between the Underwriters and their respective customers and is not a party to any transactions. Market Axess Inc., a registered broker dealer, will receive compensation from the Underwriters based on transactions the Underwriters conduct through the system. The Underwriters will make the notes available to their respective customers through the Internet distributions, whether made through a proprietary or third-party system, on the same terms as distributions made through other channels.

In the ordinary course of their respective businesses, the Underwriters and their respective affiliates have engaged, and may in the future engage, in commercial banking, general financing and/or investment banking transactions with Ford Credit and certain of its affiliates.

LEGAL OPINIONS

The legality of the Notes offered by Ford Credit hereby will be passed on for Ford Credit by S.J. Thomas, Esq., Secretary of Ford Credit and Counsel—Corporate of Ford, or other counsel satisfactory to the Underwriters. The legality of the Notes offered hereby will be passed on for the Underwriters by Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York. Ms. Thomas is a full-time employee of Ford, and holds options to purchase shares of common stock of Ford. Shearman & Sterling LLP have in the past provided, and may continue to provide, legal services to Ford and its subsidiaries.

GENERAL INFORMATION

Application has been made to list each series of the Notes on the Luxembourg Stock Exchange. In connection with the listing application, the Certificates of Incorporation and the By-Laws of Ford Credit and a legal notice relating to the issuance of the Notes have been deposited

prior to listing with *Greffier en Chef du Tribunal d'Arrondissement de et à Luxembourg*, where copies thereof may be obtained upon request. Copies of the above documents together with this Prospectus Supplement, the accompanying Prospectus, the Indenture and Ford Credit's current Annual and Quarterly Reports, as well as all its future Annual Reports and Quarterly Reports, so long as any of the Notes are outstanding, will be made available for inspection at the main office of DEXIA Banque Internationale à Luxembourg S.A. in Luxembourg. DEXIA Banque Internationale à Luxembourg S.A. will act as intermediary between the Luxembourg Stock Exchange, Ford Credit and the holders of the Notes. In addition, copies of the Annual Reports and Quarterly Reports of Ford Credit may be obtained free of charge at such office.

Application has also been made to list each series of the Notes on the Singapore Exchange Securities Trading Limited. So long as any of the Notes remain outstanding, copies of the Indenture, this Prospectus Supplement, the accompanying Prospectus, and the Certificate of Incorporation and By-Laws of Ford Credit will be available for inspection at the offices of The Chase Manhattan Bank, 150 Beach Road, Gateway West, 31st Floor, Singapore 189720. In addition, copies of all documents incorporated in this document by reference and copies of all future annual reports and quarterly reports of Ford Credit may be obtained, free of charge, at the offices of JPMorgan Chase Bank in Singapore.

The annual financial statements which are incorporated in this Prospectus Supplement and accompanying Prospectus by reference have been audited by PricewaterhouseCoopers LLP ("PwC"), 400 Renaissance Center, Detroit, Michigan 48243, independent accountants, to the extent indicated in their report, and have been so incorporated in reliance upon the report of that firm, given on their authority as experts in accounting and auditing.

PwC have given and not withdrawn their written consent to the incorporation by reference of their report in this Prospectus Supplement and the accompanying Prospectus; their report is dated January 17, 2003 on Ford Credit's audited financial statements for the financial year ended December 31, 2002.

This Prospectus Supplement and accompanying Prospectus, together with the documents incorporated in them by reference, will be available free of charge at the office of DEXIA Banque Internationale à Luxembourg S.A., 69 route d'Esch L-2953, Luxembourg.

Other than as disclosed or contemplated herein or in the documents incorporated herein by reference, there has been no material adverse change in the financial position of Ford Credit since December 31, 2002.

Neither Ford Credit nor any of its subsidiaries is involved in litigation, arbitration, or administrative proceedings relating to claims or amounts that are material in the context of the issue of the Notes and Ford Credit is not aware of any such litigation, arbitration, or administrative proceedings pending or

threatened.

Ford Credit accepts responsibility for the information contained in this Prospectus Supplement and accompanying Prospectus.

Resolutions relating to the issue and sale of the Notes were adopted by the Board of Directors of Ford Credit on May 1, 2002.

The Notes have been assigned Euroclear and Clearstream Luxembourg Common Code Numbers, International Security Identification Numbers (ISIN) and CUSIP Numbers as follows:

	Five-Year Notes	Ten-Year Notes
Euroclear and Clearstream Luxembourg Common Code:	017704877	017710788
ISIN:	US345397UA95	US345397TZ65
CUSIP:	345397UA9	345397TZ6

S-50

\$40,000,000,000

Ford Motor Credit Company

Senior Debt Securities, Subordinated Debt Securities and Warrants

FORD CREDIT CAPITAL TRUST I

FORD CREDIT CAPITAL TRUST II
FORD CREDIT CAPITAL TRUST III

Trust Preferred Securities

Guaranteed as set forth herein by

Ford Motor Credit Company

This prospectus is part of a registration statement that we and the Ford Credit Capital Trusts filed with the SEC utilizing a shelf registration process. Under this shelf process, we or, as applicable, the Ford Credit Capital Trusts may, from time to time, sell the following types of securities described in this prospectus in one or more offerings up to a total dollar amount of \$40,000,000,000:

- our debt securities, in one or more series, which may be senior debt securities or subordinated debt securities, in each case consisting of notes, debentures or other unsecured evidences of indebtedness;
- warrants to purchase debt securities;
- trust preferred securities issued by one of the Ford Credit Capital Trusts; or
- any combination of these securities.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus.

You should read both this prospectus and any prospectus supplement together with additional information described under the heading WHERE YOU CAN FIND MORE INFORMATION.

Our principal executive offices are located at:

Ford Motor Credit Company
One American Road
Dearborn, Michigan 48126
313-322-3000

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 17, 2002.

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You should rely only on the information contained or incorporated by reference in this prospectus and in any accompanying prospectus supplement. No one has been authorized to provide you with different information.

The securities are not being offered in any jurisdiction where the offer is not permitted.

You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of the documents.

WHERE YOU CAN FIND MORE INFORMATION

Ford Motor Credit Company (“Ford Credit”) files annual, quarterly and special reports and other information with the Securities and Exchange Commission (the “SEC”). You may read and copy any document Ford Credit files at the SEC’s public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Ford Credit’s SEC filings also are available to you at the SEC’s web site at <http://www.sec.gov>.

The SEC allows Ford Credit to “incorporate by reference” the information Ford Credit files with the SEC, which means that Ford Credit can disclose important information to you by referring you to those documents that are considered part of this prospectus. Information that Ford Credit files later with the SEC will automatically update and supersede the previously filed information. Ford Credit incorporates by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until the offering of all the securities hereunder has been completed.

- Annual Report on Form 10-K for the year ended December 31, 2001 (the “2001 10-K Report”).
- Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 (the “First Quarter 10-Q Report”).
- Current Reports on Form 8-K dated April 1, 2002, April 2, 2002, April 17, 2002, April 19, 2002 and May 1, 2002.

These reports include information about Ford Motor Company (“Ford”) as well as information about Ford Credit.

You may request copies of these filings at no cost, by writing or telephoning Ford Credit at the following address:

Ford Motor Credit Company

One American Road
Dearborn, MI 48126
Attn: Corporate Secretary
(313) 594-9876

Each of the Ford Credit Capital Trusts is a newly formed special purpose entity, has no operating history or independent operations and is not engaged in and does not propose to engage in any activity

other than its holding as trust assets our subordinated debt securities and the issuing of the trust preferred securities. Further, 100% of the outstanding voting securities of each of the trusts is or will be owned by us and the preferred securities guarantee that we will issue in connection with any issuance of trust preferred securities by the trusts, together with our obligations under the subordinated debt securities and related agreements and instruments, will constitute a full and unconditional guarantee on a subordinated basis by us of payments due on the trust preferred securities. Accordingly, pursuant to Rule 3-10(b) of Regulation S-X under the Securities Act of 1933 and the Securities Exchange Act of 1934, no separate financial statements for any of the trusts have been included or incorporated by reference in the registration statement and pursuant to Rule 12h-5 under the Securities Exchange Act of 1934 none of the trusts will be subject to the information reporting requirements of the Securities Exchange Act of 1934.

INFORMATION CONCERNING FORD CREDIT

Ford Credit was incorporated in Delaware in 1959 and is an indirect wholly-owned subsidiary of Ford. As used herein “Ford Credit” refers to Ford Motor Credit Company and its subsidiaries unless the context otherwise requires.

Ford Credit and its subsidiaries provide wholesale financing and capital loans to Ford Motor Company retail dealerships and associated non-Ford dealerships throughout the world, most of which are privately owned and financed, and purchase retail installment sale contracts and retail leases from them. Ford Credit also makes loans to vehicle leasing companies, the majority of which are affiliated with such dealerships. In addition, Ford Credit provides these financing services in the United States, Europe, Canada, Australia, Indonesia, the Philippines and India to non-Ford dealerships. A substantial majority of all new vehicles financed by Ford Credit are manufactured by Ford and its affiliates. Ford Credit also provides retail financing for used vehicles built by Ford and other manufacturers. In addition to vehicle financing, Ford Credit makes loans to affiliates of Ford and finances certain receivables of Ford and its subsidiaries.

Ford Credit also conducts insurance operations through The American Road Insurance Company (“American Road”) and its subsidiaries in the United States and Canada. American Road’s business primarily consists of extended service plan contracts for new and used vehicles manufactured by affiliated and nonaffiliated companies, primarily originating from Ford dealers, physical damage insurance covering vehicles and equipment financed at wholesale by Ford Credit, and the reinsurance of credit life and credit disability insurance for retail purchasers of vehicles and equipment.

INFORMATION CONCERNING FORD

Ford was incorporated in Delaware in 1919 and acquired the business of a Michigan company, also known as Ford Motor Company, incorporated in 1903 to produce and sell automobiles designed and engineered by Henry Ford. Ford is the world’s second largest producer of cars and trucks combined. Ford and its subsidiaries also engage in other businesses, including financing and renting vehicles and equipment.

Ford’s business is divided into two business sectors: the Automotive sector and the Financial Services sector. Ford manages these sectors as three primary operating segments as described below.

Business Sectors	Operating Segments	Description
<i>Automotive:</i>	Automotive	design, manufacture, sale and service of cars and trucks

<i>Financial Services:</i>	Ford Credit The Hertz Corporation	vehicle-related financing, leasing and insurance renting and leasing of cars, trucks and industrial and construction equipment, and other activities
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FORD CREDIT CAPITAL TRUSTS

The three trusts, Ford Credit Capital Trusts I, II, and III (collectively, the “Ford Credit Capital Trusts”), are Delaware business trusts formed to raise capital for us by issuing preferred securities under this prospectus and a prospectus supplement, and investing the proceeds in subordinated debt securities issued by us.

We will directly or indirectly own all of the common securities of each of the Ford Credit Capital Trusts. The common securities will rank equally with, and each trust will make payments on the common securities in proportion to, the trust preferred securities, except that if an event

of default occurs under the declaration of one of the trusts, our rights, as holder of the common securities, to payments will be subordinated to your rights as holder of the trust preferred securities. We will, directly or indirectly, acquire common securities in an aggregate liquidation amount equal to three percent of the total capital of each of the trusts.

As holder of the common securities of the trusts, we are entitled to appoint, remove or replace any of, or increase or decrease the number of, the trustees of each of our trusts, provided that the number of trustees shall be at least three. Each of the trusts' business and affairs will be conducted by the trustees we appoint. The trustees' duties and obligations are governed by the trusts' declarations. Prior to the issuance of any trust preferred securities, we will ensure that one trustee of each trust is a financial institution that will not be an affiliate of ours and that will act as property trustee and indenture trustee for purposes of the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"). In addition, unless the property trustee maintains a principal place of business in the State of Delaware and meets the other requirements of applicable law, one trustee of each of the trusts will have its principal place of business or reside in the State of Delaware.

We will pay all of the trusts' fees and expenses, including those relating to any offering of trust preferred securities. In addition, we will enter into a guarantee with respect to each series of trust preferred securities under which we will irrevocably and unconditionally agree to make certain payments to the holders of that series of trust preferred securities, subject to applicable subordination provisions, except that the guarantee will only apply when the trust has sufficient funds immediately available to make those payments but has not made them.

The principal office of each of the trusts is c/o Ford Motor Credit Company, One American Road, Dearborn, Michigan 48126 USA and the telephone number is 313-322-3000.

RATIO OF EARNINGS TO FIXED CHARGES

The ratio of “earnings” to “fixed charges” for Ford Credit and “fixed charges and preferred stock dividends” for Ford were as follows for each of the periods indicated:

	Years Ended December 31					
	Three Months Ended March 31, 2002	2001	2000	1999	1998	1997
Ford Motor Credit Company	1.21	1.17	1.28	1.29	1.26	1.29
Ford Motor Company**	1.0	*	1.7	2.0	3.6***	1.9

* Earnings for the year ended December 31, 2001 were inadequate to cover fixed charges. The coverage deficiency was \$6.8 billion.

** Excludes for years ended December 31, 2000, 1999 and 1998, earnings and fixed charges of Visteon Corporation, Ford’s former automotive components and systems subsidiary which was spun-off on June 28, 2000 and, for the second quarter of 2000, excludes the \$2.252 million one- time, non-cash charge resulting from the spin-off.

*** Earnings used in calculation of this ratio include the \$15,955 million gain on the spin-off of Ford’s interest in Associates First Capital Corporation. Excluding this gain, the ratio would have been 1.9.

For purposes of the Ford Credit ratio:

“earnings” mean the sum of:

- Ford Credit’s pre-tax income from continuing operations before adjustment for minority interests in consolidated subsidiaries, and
- Ford Credit’s fixed charges.

“fixed charges” mean the sum of:

- interest Ford Credit pays on borrowed funds,
- the amount Ford Credit amortizes for debt discount, premiums and issuance expenses, and

- one-third of all rental expenses of Ford Credit (the portion deemed representative of the interest factor).

For purposes of the Ford ratio:

“earnings” mean the sum of:

- Ford’s pre-tax income, from continuing operations,
- any income received from less-than-fifty-percent-owned companies, and
- Ford’s fixed charges, excluding capitalized interest and preferred stock dividend requirements of consolidated subsidiaries and trusts.

“fixed charges and preferred stock dividends” means the sum of:

- the interest paid on borrowed funds,
- the preferred stock dividend requirements of Ford’s consolidated subsidiaries and trusts,
- the amount amortized for debt discount, premium, and issuance expense,

- one-third of all Ford's rental expenses (the proportion deemed representative of the interest factor), and
- Ford's preferred stock dividend requirements, increased to an amount representing the pre-tax earnings required to cover such dividend requirements based on Ford's effective income tax rates.

USE OF PROCEEDS

Except as otherwise provided in a prospectus supplement, the net proceeds from the sale of the debt securities will be added to the general funds of Ford Credit and will be available for the purchase of receivables, for loans and for use in connection with the retirement of debt. Such proceeds initially may be used to reduce short-term borrowings (commercial paper, borrowings under bank lines of credit and borrowings under agreements with bank trust departments) or may be invested temporarily in short-term securities.

Ford Credit expects to issue additional long-term and short-term debt from time to time. The nature and amount of Ford Credit's long-term and short-term debt and the proportionate amount of each can be expected to vary from time to time, as a result of business requirements, market conditions and other factors.

Each of the Ford Credit Capital Trusts will invest all proceeds received from the sale of its trust preferred securities in a particular series of subordinated debt securities issued by us.

DESCRIPTION OF DEBT SECURITIES

We will issue debt securities in one or more series under an Indenture, dated as of February 1, 1985, as supplemented, between us and JPMorgan Chase Bank, as successor to Manufacturers Hanover Trust Company, as Trustee (the "Trustee"). The Indenture may be supplemented further from time to time.

The Indenture is a contract between us and JPMorgan Chase Bank acting as Trustee. The Trustee has two main roles. First, the Trustee can enforce your rights against us if an "Event of Default" described below occurs. Second, the Trustee performs certain administrative duties for us.

The Indenture is summarized below. Because this discussion is a summary, it does not contain all of the information that may be important to you. We filed the Indenture as an exhibit to the registration statement, and we suggest that you read those parts of the Indenture that are important to you. You especially need to read the Indenture to get a complete understanding of your rights and our obligations under the covenants described below under Limitation on Liens and Merger and Consolidation.

Throughout the summary we have included parenthetical references to the Indenture so that you can easily locate the provisions being discussed.

The specific terms of each series of debt securities will be described in the particular prospectus supplement relating to that series. The prospectus supplement may or may not modify the general terms found in this prospectus and will be filed with the SEC. For a complete description of the terms of a particular series of debt securities, you should read both this prospectus and the prospectus supplement relating to that particular series.

General

The debt securities offered by this prospectus will be limited to a total amount of \$40,000,000,000, or the equivalent amount in any currency. The Indenture, however, does not limit the amount of debt securities that may be issued under it. Therefore, additional debt securities may be issued under the Indenture.

The prospectus supplement, which will accompany this prospectus, will describe the particular series of debt securities being offered by including:

- the designation or title of the series of debt securities;
- the total principal amount of the series of debt securities;
- the percentage of the principal amount at which the series of debt securities will be offered;
- the date or dates on which principal will be payable;
- the rate or rates (which may be either fixed or variable) and/or the method of determining such rate or rates of interest, if any;
- the date or dates from which any interest will accrue, or the method of determining such date or dates, and the date or dates on which any interest will be payable;
- the terms for redemption, extension or early repayment, if any;
- the currencies in which the series of debt securities are issued and payable;
- the provision for any sinking fund;
- any additional restrictive covenants;
- any additional Events of Default;
- whether the series of debt securities are issuable in certificated form;
- any special tax implications, including provisions for original issue discount;
- any provisions for convertibility or exchangeability of the debt securities into or for any other securities;
- whether the debt securities are subject to subordination and the terms of such subordination; and
- any other terms.

The debt securities will be unsecured obligations of Ford Credit. Senior debt securities will rank equally with Ford Credit's other unsecured and unsubordinated indebtedness (parent company only).

Subordinated debt securities will be unsecured and subordinated in right of payment to the prior payment in full of all of our unsecured and unsubordinated indebtedness. See “— Subordination” below.

Unless the prospectus supplement states otherwise, principal (and premium, if any) and interest, if any, will be paid by us in immediately available funds.

The Indenture does not contain any provisions that give you protection in the event we issue a large amount of debt or we are acquired by another entity.

Limitation on Liens

If Ford Credit or any Restricted Subsidiary (as defined in the Indenture) shall pledge or otherwise subject to any lien (as defined in the Indenture as a “Mortgage”) any of its property or assets, Ford Credit will secure or cause such Restricted Subsidiary to secure the debt securities equally and ratably with (or prior to) the indebtedness secured by such Mortgage. This restriction does not apply to Mortgages securing such indebtedness which shall not exceed \$5 million in the aggregate at any one time outstanding and does not apply to:

- certain Mortgages created or incurred to secure financing of the export or marketing of goods outside the United States;

- Mortgages on accounts receivable payable in foreign currencies securing indebtedness incurred and payable outside the United States;
- Mortgages in favor of Ford Credit or any Restricted Subsidiary;
- Mortgages in favor of governmental bodies to secure progress, advance or other payments, or deposits with any governmental body required in connection with the business of Ford Credit or a Restricted Subsidiary;
- deposits made in connection with pending litigation;
- Mortgages existing at the time of acquisition of the assets secured thereby (including acquisition through merger or consolidation) and certain purchase money Mortgages; and
- any extension, renewal or replacement of any Mortgage or Mortgages referred to in the foregoing clauses, inclusive. (Section 10.04).

Merger and Consolidation

The Indenture provides that no consolidation or merger of Ford Credit with or into any other corporation shall be permitted, and no sale or conveyance of its property as an entirety, or substantially as an entirety, may be made to another corporation, if, as a result thereof, any asset of Ford Credit or a Restricted Subsidiary would become subject to a Mortgage, unless the debt securities shall be equally and ratably secured with (or prior to) the indebtedness secured by such Mortgage, or unless such Mortgage could be created pursuant to Section 10.04 (see “Limitation on Liens” above) without equally and ratably securing the debt securities. (Section 8.03).

Events of Default and Notice Thereof

The Indenture defines an “Event of Default” as being any one of the following events:

- failure to pay interest for 30 days after becoming due;
- failure to pay principal or any premium for five business days after becoming due;
- failure to make a sinking fund payment for five days after becoming due;
- failure to perform any other covenant applicable to the debt securities for 90 days after notice;

- certain events of bankruptcy, insolvency or reorganization; and
- any other Event of Default provided in the prospectus supplement.

An Event of Default for a particular series of debt securities will not necessarily constitute an Event of Default for any other series of debt securities issued under the Indenture. (Section 5.01.)

If an Event of Default occurs and continues, the Trustee or the holders of at least 25% of the total principal amount of the series may declare the entire principal amount (or, if they are Original Issue Discount Securities (as defined in the Indenture), the portion of the principal amount as specified in the terms of such series) of all of the debt securities of that series to be due and payable immediately. If this happens, subject to certain conditions, the holders of a majority of the total principal amount of the debt securities of that series can void the declaration. (Section 5.02.)

The Indenture provides that within 90 days after default under a series of debt securities, the Trustee will give the holders of that series notice of all uncured defaults known to it. (The term “default” includes the events specified above without regard to any period of grace or

requirement of notice.) The Trustee may withhold notice of any default (except a default in the payment of principal, interest or any premium) if it believes that it is in the interest of the holders. (Section 6.02.)

Annually, Ford Credit must send to the Trustee a certificate describing any existing defaults under the Indenture. (Section 10.05.)

Other than its duties in case of a default, the Trustee is not obligated to exercise any of its rights or powers under the Indenture at the request, order or direction of any holders, unless the holders offer the Trustee reasonable protection from expenses and liability. (Section 6.01.) If they provide this reasonable indemnification, the holders of a majority of the total principal amount of any series of debt securities may direct the Trustee how to act under the Indenture. (Section 5.12.)

Modification of the Indenture

With certain exceptions, Ford Credit's rights and obligations and your rights under a particular series of debt securities may be modified with the consent of the holders of not less than two-thirds of the total principal amount of those debt securities. No modification of the principal or interest payment terms, and no modification reducing the percentage required for modifications, will be effective against you without your consent. (Section 9.02.)

Subordination

The extent to which a particular series of subordinated debt securities may be subordinated to our unsecured and unsubordinated indebtedness will be set forth in the prospectus supplement for any such series and the Indenture may be modified by a supplemental indenture to reflect such subordination provisions.

Global Securities

Unless otherwise stated in a prospectus supplement, the debt securities of a series will be issued in the form of one or more global certificates that will be deposited with The Depository Trust Company, New York, New York ("DTC"), which will act as depository for the global certificates. Beneficial interests in global certificates will be shown on, and transfers of global certificates will be effected only through, records maintained by DTC and its participants. Therefore, if you wish to own debt securities that are represented by one or more global certificates, you can do so only indirectly or "beneficially" through an account with a broker, bank or other financial institution that has an account with DTC (that is, a DTC participant) or through an account directly with DTC if you are a DTC participant.

While the debt securities are represented by one or more global certificates:

- You will not be able to have the debt securities registered in your name.
- You will not be able to receive a physical certificate for the debt securities.
- Our obligations, as well as the obligations of the Trustee and any of our agents, under the debt securities will run only to DTC as the registered owner of the debt securities. For example, once we make payment to DTC, we will have no further responsibility for the payment even if DTC or your broker, bank or other financial institution fails to pass it on so that you receive it.
- Your rights under the debt securities relating to payments, transfers, exchanges and other matters will be governed by applicable law and by the contractual arrangements between you and your broker, bank or other financial institution, and/or the contractual arrangements you or your broker, bank or financial institution has with

DTC. Neither we nor the Trustee has any responsibility for the actions of DTC or your broker, bank or financial institution.

- You may not be able to sell your interests in the debt securities to some insurance companies and others who are required by law to own their debt securities in the form of physical certificates.
- Because the debt securities will trade in DTC's Same-Day Funds Settlement System, when you buy or sell interests in the debt securities, payment for them will have to be made in immediately available funds. This could affect the attractiveness of the debt securities to others.

A global certificate generally can be transferred only as a whole, unless it is being transferred to certain nominees of the depositary or it is exchanged in whole or in part for debt securities in physical form. If a global certificate is exchanged for debt securities in physical form, they will be in denominations of \$1,000 and integral multiples thereof, or another denomination stated in the prospectus supplement.

DESCRIPTION OF WARRANTS

The following is a general description of the terms of the warrants we may issue from time to time. Particular terms of any warrants we offer will be described in the prospectus supplement relating to such warrants.

General

We may issue warrants to purchase debt securities. Such warrants may be issued independently or together with any such securities and may be attached or separate from such securities. We will issue each series of warrants under a separate warrant agreement to be entered into between us and a warrant agent. The warrant agent will act solely as our agent and will not assume any obligation or relationship of agency for or with holders or beneficial owners of warrants.

A prospectus supplement will describe the particular terms of any series of warrants we may issue, including the following:

- the title of such warrants;
- the aggregate number of such warrants;
- the price or prices at which such warrants will be issued;

- the currency or currencies, including composite currencies, in which the price of such warrants may be payable;
- the designation and terms of the securities purchasable upon exercise of such warrants and the number of such securities issuable upon exercise of such warrants;
- the price at which and the currency or currencies, including composite currencies, in which the securities purchasable upon exercise of such warrants may be purchased;
- the date on which the right to exercise such warrants shall commence and the date on which such right will expire;
- whether such warrants will be issued in registered form or bearer form;
- if applicable, the minimum or maximum amount of such warrants which may be exercised at any one time;

- if applicable, the designation and terms of the securities with which such warrants are issued and the number of such warrants issued with each such security;
- if applicable, the date on and after which such warrants and the related securities will be separately transferable;
- information with respect to book-entry procedures, if any;
- if applicable, a discussion of certain U.S. federal income tax considerations; and
- any other terms of such warrants, including terms, procedures and limitations relating to the exchange and exercise of such warrants.

Amendments and Supplements to Warrant Agreement

We and the warrant agent may amend or supplement the warrant agreement for a series of warrants without the consent of the holders of the warrants issued thereunder to effect changes that are not inconsistent with the provisions of the warrants and that do not materially and adversely affect the interests of the holders of the warrants.

DESCRIPTION OF TRUST PREFERRED SECURITIES

The following is a general description of the terms of the trust preferred securities we may issue from time to time. Particular terms of any trust preferred securities we offer will be described in the prospectus supplement relating to such trust preferred securities.

Each of the Ford Credit Capital Trusts was formed pursuant to the execution of a declaration of trust and the filing of a certificate of trust of such trust with the Delaware Secretary of State. The declaration of trust of each Ford Credit Capital Trust will be amended and restated prior to the issuance by such trust of the trust preferred securities to include the terms referenced in this prospectus and in the applicable prospectus supplement. The original declaration of trust of each Ford Credit Capital Trust is, and the form of the amended and restated declaration of trust of such trust will be, filed as an exhibit to the registration statement of which this prospectus forms a part.

Each of the Ford Credit Capital Trusts may issue only one series of trust preferred securities. The declaration of trust for each trust will be qualified as an indenture under the Trust Indenture Act. The trust preferred securities will have the terms, including distributions, redemption, voting, liquidation and such other preferred, deferred or other special rights or such restrictions as shall be set forth in the declaration or made part of the declaration by the Trust Indenture Act, and which will mirror the terms

of the subordinated debt securities held by the trust and described in the applicable prospectus supplement. The following summary does not purport to be complete and is subject in all respects to the provisions of the applicable declaration and the Trust Indenture Act.

Reference is made to the prospectus supplement relating to the preferred securities of any trust for specific terms, including:

- the distinctive designation of the trust preferred securities;
- the number of trust preferred securities issued by the trust;
- the annual distribution rate, or method of determining the rate, for trust preferred securities issued by the trust and the date or dates upon which distributions are payable; provided, however, that distributions on the trust preferred securities are payable on a quarterly basis to holders of the trust preferred securities as of a record date in each quarter during which the trust preferred securities are outstanding;

- whether distributions on trust preferred securities issued by the trust are cumulative, and, in the case of trust preferred securities having cumulative distribution rights, the date or dates from which distributions will be cumulative;
- the amount which shall be paid out of the assets of the trust to the holders of trust preferred securities upon voluntary or involuntary dissolution, winding-up or termination of the trust;
- the obligation or the option, if any, of a trust to purchase or redeem trust preferred securities and the price or prices at which, the period or periods within which, and the terms upon which, trust preferred securities issued by the trust may be purchased or redeemed;
- the voting rights, if any, of trust preferred securities in addition to those required by law, including the number of votes per trust preferred security and any requirement for the approval by the holders of trust preferred securities, or of trust preferred securities issued by one or more trusts, or of both, as a condition to specified action or amendments to the declaration of the trust;
- the terms and conditions, if any, upon which the subordinated debt securities may be distributed to holders of trust preferred securities;
- whether the trust preferred securities will be convertible or exchangeable into other securities, and, if so, the terms and conditions upon which the conversion or exchange will be effected, including the initial conversion or exchange price or rate and any adjustments thereto, the conversion or exchange period and other conversion or exchange provisions;
- if applicable, any securities exchange upon which the trust preferred securities shall be listed; and
- any other relevant rights, preferences, privileges, limitations or restrictions of trust preferred securities issued by the trust not inconsistent with its declaration or with applicable law.

We will guarantee all trust preferred securities offered hereby to the extent set forth below under “Description of Preferred Securities Guarantees.” Certain United States federal income tax considerations applicable to any offering of trust preferred securities will be described in the applicable prospectus supplement.

In connection with the issuance of trust preferred securities, each trust will issue one series of common securities having the terms including distributions, redemption, voting and liquidation rights or such restrictions as shall be set forth in its declaration. The terms of the common securities will be substantially identical to the terms of the trust preferred securities issued by the trust and the common securities will rank equal with, and payments will be made thereon pro rata, with the trust preferred securities except that, upon an event of default under the declaration, the rights of the holders of the

common securities to payment in respect of distributions and payments upon liquidation, redemption and otherwise will be subordinated to the rights of the holders of the trust preferred securities. Except in certain limited circumstances, the common securities will carry the right to vote to appoint, remove or replace any of the trustees of a trust. Directly or indirectly, we will own all of the common securities of each trust.

Distributions

Distributions on the trust preferred securities will be made on the dates payable to the extent that the applicable trust has funds available for the payment of distributions in the trust's property account. The trust's funds available for distribution to the holders of the trust securities will be limited to payments received from us on the subordinated debt securities issued to the trust in connection with the issuance of the trust preferred securities. We will guarantee the

payment of distributions out of monies held by the trust to the extent set forth under “Description of Preferred Securities Guarantees” below.

Deferral of Distributions

With respect to any subordinated debt securities issued to a trust, we will have the right under the terms of the subordinated debt securities to defer payments of interest on the subordinated debt securities by extending the interest payment period from time to time on the subordinated debt securities. As a consequence of our extension of the interest payment period on subordinated debt securities held by a trust, distributions on the trust preferred securities would be deferred during any such extended interest payment period. The trust will give the holders of the trust preferred securities notice of an extension period upon their receipt of notice from us. If distributions are deferred, the deferred distributions and accrued interest will be paid to holders of record of the trust preferred securities as they appear on the books and records of the trust on the record date next following the termination of the deferral period. The terms of any subordinated debt securities issued to a trust, including the right to defer payments of interest, will be described in the applicable prospectus supplement.

Distribution of Subordinated Debt Securities

We will have the right at any time to dissolve a trust and, after satisfaction of the liabilities of creditors of the trust as provided by applicable law, to cause the distribution of subordinated debt securities issued to the trust to the holders of the trust securities in a total stated principal amount equal to the total stated liquidation amount of the trust securities then outstanding. The right to dissolve the trust and distribute the subordinated debt securities will be conditioned on our receipt of an opinion rendered by tax counsel that the distribution would not be taxable for United States federal income tax purposes to the holders.

Enforcement of Certain Rights by Holders of Preferred Securities

If an event of default under a declaration of trust occurs and is continuing, then the holders of trust preferred securities of such trust would rely on the enforcement by the property trustee of its rights as a holder of the applicable series of subordinated debt securities against us. In addition, the holders of a majority in liquidation amount of the trust preferred securities of such trust will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the property trustee or to direct the exercise of any trust or power conferred upon the property trustee to exercise the remedies available to it as a holder of the subordinated debt securities. If the property trustee fails to enforce its rights under the applicable series of subordinated debt securities, a holder of trust preferred securities of such trust may institute a legal proceeding directly against us to enforce the property trustee’s rights under the applicable series of subordinated debt securities without first instituting any

legal proceeding against the property trustee or any other person or entity.

Notwithstanding the preceding discussion, if an event of default under the applicable declaration has occurred and is continuing and such event is attributable to our failure to pay interest or principal on the applicable series of subordinated debt securities on the date such interest or principal is otherwise payable or in the case of redemption, on the redemption date, then a holder of trust preferred securities of such trust may directly institute a proceeding for enforcement of payment to such holder of the principal of or interest on the applicable series of subordinated debt securities having a principal amount equal to the aggregate liquidation amount of the trust preferred securities of such holder on or after the respective due date specified in the applicable series of subordinated debt securities. In connection with such direct action, we will be subrogated to the rights of such holder of trust preferred securities under the applicable declaration to the extent of any payment made by us to such holder of trust preferred securities in such direct action.

DESCRIPTION OF PREFERRED SECURITIES GUARANTEES

Set forth below is a summary of information concerning the preferred securities guarantees which we will execute and deliver for the benefit of the holders of trust preferred securities. Each preferred securities guarantee will be qualified as an indenture under the Trust Indenture Act. The preferred guarantee trustee will hold each guarantee for the benefit of the holders of the trust preferred securities to which it relates. The following summary does not purport to be complete and is subject in all respects to the provisions of, and is qualified in its entirety by reference to, the form of preferred securities guarantee which is filed as an exhibit to the registration statement of which this prospectus forms a part, and the Trust Indenture Act.

General

Pursuant to each preferred securities guarantee, we will agree to pay in full, to the holders of the trust preferred securities issued by a trust, the guarantee payments, except to the extent paid by the trust, as and when due, regardless of any defense, right of set-off or counterclaim which the trust may have or assert. The following payments with respect to trust preferred securities, to the extent not paid by the trust, will be subject to the preferred securities guarantee:

- any accrued and unpaid distributions which are required to be paid on the trust preferred securities, to the extent the trust shall have funds legally and immediately available for those distributions;
- the redemption price set forth in the applicable prospectus supplement to the extent the trust has funds legally and immediately available therefor with respect to any trust preferred securities called for redemption by the trust; and
- upon a voluntary or involuntary dissolution, winding-up or termination of the trust, other than in connection with the distribution of subordinated debt securities to the holders of trust preferred securities or the redemption of all of the trust preferred securities, the lesser of (1) the aggregate of the liquidation amount and all accrued and unpaid distributions on the trust preferred securities to the date of payment, to the extent the trust has funds legally and immediately available, and (2) the amount of assets of the trust remaining available for distribution to holders of the trust preferred securities in liquidation of the trust.

Our obligation to make a guarantee payment may be satisfied by direct payment of the required amounts by us to the holders of trust preferred securities or by causing the applicable trust to pay the amounts to the holders.

Each preferred securities guarantee will not apply to any payment of distributions on the trust

preferred securities except to the extent the trust shall have funds available therefor. If we do not make interest payments on the subordinated debt securities purchased by a trust, the trust will not pay distributions on the trust preferred securities issued by the trust and will not have funds available therefor. The preferred securities guarantee, when taken together with our obligations under the subordinated debt securities, the indenture and the declaration, including our obligations to pay costs, expenses, debts and liabilities of the trust other than with respect to the trust securities, will provide a full and unconditional guarantee on a subordinated basis by us of payments due on the trust preferred securities.

Certain Covenants of Ford Credit

In each preferred securities guarantee, we will covenant that, so long as any trust preferred securities issued by the applicable trust remain outstanding, if there shall have occurred any event that would constitute an event of default under the preferred securities guarantee or the

declaration of the trust, then, unless otherwise set forth in an applicable prospectus supplement we shall not:

- declare or pay any dividend on, make any distributions with respect to, or redeem, purchase, acquire or make a liquidation payment with respect to, any of our capital stock;
- make any guarantee payments with respect to any of our other capital stock; or
- make any payment of principal, interest, or premium, if any, on or repay, repurchase or redeem any debt securities (including guarantees) that rank equal with or junior to such subordinated debt securities.

However, in such circumstances we may:

- declare and pay stock dividends on our capital stock payable in the same stock on which the dividend is paid; and
- purchase fractional interests in shares of our capital stock pursuant to the conversion or exchange provisions of the capital stock or the security being converted or exchanged.

Modification of the Preferred Securities Guarantees; Assignment

Each preferred securities guarantee may be amended only with the prior approval of the holders of not less than a majority in liquidation amount of the outstanding trust preferred securities issued by the applicable trust except with respect to any changes which do not adversely affect the rights of holders of trust preferred securities, in which case no vote will be required. All guarantees and agreements contained in a preferred securities guarantee shall bind our successors, assigns, receivers, trustees and representatives and shall inure to the benefit of the holders of the trust preferred securities of the applicable trust then outstanding.

Termination

Each preferred securities guarantee will terminate as to the trust preferred securities issued by the applicable trust:

- upon full payment of the redemption price of all trust preferred securities of the trust;
- upon distribution of the subordinated debt securities held by the trust to the holders of the trust preferred securities and common securities of the trust; or

- upon full payment of the amounts payable in accordance with the declaration of the trust upon liquidation of the trust.

Each preferred securities guarantee will continue to be effective or will be reinstated, as the case may be, if at any time any holder of trust preferred securities issued by the applicable trust must restore payment of any sums paid under the trust preferred securities or the preferred securities guarantee.

Events of Default

An event of default under a preferred securities guarantee will occur upon our failure to perform any of our payment or other obligations under the preferred securities guarantee.

The holders of a majority in liquidation amount of the trust preferred securities relating to such preferred securities guarantee have the right to direct the time, method and place of conducting any proceeding for any remedy available to the preferred guarantee trustee in respect of the guarantee or to direct the exercise of any trust or power conferred upon the preferred guarantee trustee under such trust preferred securities. If the preferred guarantee trustee fails to enforce such preferred securities guarantee, any holder of trust preferred securities relating to such guarantee may institute a legal proceeding directly against us to enforce the preferred

guarantee trustee's rights under such guarantee, without first instituting a legal proceeding against the relevant Ford Credit trust, the guarantee trustee or any other person or entity. Notwithstanding the preceding discussion, if we fail to make a guarantee payment, a holder of trust preferred securities may directly institute a proceeding against us for enforcement of the preferred securities guarantee for such payment. We waive any right or remedy to require that any action be brought first against such trust or any other person or entity before proceeding directly against us.

Status of the Preferred Securities Guarantees

Unless otherwise indicated in an applicable prospectus supplement, the preferred securities guarantees will constitute unsecured obligations of Ford Credit and will rank:

- subordinate and junior in right of payment to all other liabilities of Ford Credit; and
- senior to our capital stock now or hereafter issued and any guarantee now or hereafter entered into by us in respect of any of our capital stock.

The terms of the trust preferred securities provide that each holder agrees to the subordination provisions and other terms of the preferred securities guarantee.

The preferred securities guarantees will constitute a guarantee of payment and not of collection; that is, the guaranteed party may institute a legal proceeding directly against the guarantor to enforce its rights under the guarantee without instituting a legal proceeding against any other person or entity.

Information Concerning the Preferred Guarantee Trustee

The preferred guarantee trustee, before the occurrence of a default with respect to a preferred securities guarantee, undertakes to perform only such duties as are specifically set forth in such preferred securities guarantee and, after default, shall exercise the same degree of care as a prudent individual would exercise in the conduct of his or her own affairs. The preferred guarantee trustee is under no obligation to exercise any of the powers vested in it by a preferred securities guarantee at the request of any holder of preferred securities, unless offered reasonable indemnity against the costs, expenses and liabilities which might be incurred.

Governing Law

The preferred securities guarantees will be governed by and construed in accordance with the internal laws of the State of New York.

PLAN OF DISTRIBUTION

We may sell the securities to or through agents or underwriters or directly to one or more purchasers.

By Agents

We may use agents to sell the securities. The agents will agree to use their reasonable best efforts to solicit purchases for the period of their appointment.

By Underwriters

We may sell the securities to underwriters. The underwriters may resell the securities in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase the securities will be subject to certain conditions. Each underwriter will be obligated to purchase all

the securities allocated to it under the underwriting agreement. The underwriters may change any initial public offering price and any discounts or concessions they give to dealers.

Direct Sales

We may sell securities directly to you. In this case, no underwriters or agents would be involved.

As one of the means of direct issuance of securities, we may utilize the services of any available electronic auction system to conduct an electronic “dutch auction” of the offered securities among potential purchasers who are eligible to participate in the auction of those offered securities, if so described in the prospectus supplement.

General Information

Any underwriters or agents will be identified and their compensation described in a prospectus supplement.

We may have agreements with the underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act of 1933, or to contribute to payments they may be required to make.

Underwriters, dealers and agents may engage in transactions with, or perform services for, us or our subsidiaries in the ordinary course of their businesses.

LEGAL OPINIONS

S. J. Thomas, Esq., who is Ford Credit’s Secretary and is also Counsel-Corporate of Ford, or another of our lawyers, will give us an opinion about the legality of the securities. Ms. Thomas owns, and such other lawyer likely would own, Ford common stock and options to purchase shares of Ford common stock.

EXPERTS

The financial statements included in the 2001 10-K Report have been audited by PricewaterhouseCoopers LLP (“PwC”), independent accountants. They are incorporated by reference in this prospectus and in the registration statement in reliance upon PwC’s report on those financial statements given on their authority as experts in accounting and auditing.

None of the interim financial information included in the First Quarter 10-Q Report has been audited by PwC. PwC has reported that they have applied limited procedures in accordance with professional standards for reviews of interim financial information. Accordingly, you should restrict your reliance on their report on such information. PwC is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their report on the interim financial information because such reports do not constitute “reports” or “parts” of the registration statements prepared or certified by PwC within the meaning of Sections 7 and 11 of the Securities Act of 1933.