

Ford Motor Credit Company
CORPORATE RESOLUTION FOR USE BY CORPORATIONS, TRUST, PARTNERSHIP OR OTHER INVESTORS ONLY

TO: FORD MOTOR CREDIT COMPANY ("FMCC")
 c/o THE NORTHERN TRUST COMPANY as Processing Agent
 P.O. Box 75936
 Chicago, Illinois 60675-5936

AND: The current and any successor Processing Agent

Ford Interest Advantage Number _____

NOTE: RETAIN A COPY OF THIS DOCUMENT FOR YOUR RECORDS, ANY MODIFICATION OF THE INFORMATION BELOW WILL REQUIRE AN AMENDMENT TO THIS FORM. THIS DOCUMENT IS IN FULL FORCE AND EFFECT UNTIL ANOTHER DULY EXECUTED FORM IS RECEIVED BY THE PROCESSING AGENT

Dated and effective as of _____ or Amendment to Form Dated _____

Name of Registered Owner _____

Registered Owner is a ___ Corporation ___ Trust ___ Partnership ___ Other: _____
(such as non-profit organization, sole proprietorship, investment club, etc.)

The undersigned does hereby certify that (s)he is authorized to furnish this Certificate on behalf of the above-named Registered Owner and that the following named persons are currently officers/trustees/general partners/other authorized signatories of the Registered Owner, and any _____* of them ("Authorized Person(s)") is/are currently authorized under the applicable governing documents and law to act for and on behalf of the Registered Owner with respect to Ford Interest Advantage, including without limitation the purchase, sale and redemption thereof and disposition of any proceeds thereof, and to execute and deliver any instrument deemed necessary or appropriate by FMCC or any Processing Agent for FMCC to effectuate the authority hereby conferred or confirmed:

Name	Title	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

(Please duplicate if additional authorized signers are required)

*** INSERT A NUMBER. UNLESS OTHERWISE INDICATED, THE BANK MAY HONOR INSTRUCTIONS OF ANY ONE OF THE PERSONS BELOW.**

For and on behalf of the Registered Owner the undersigned hereby (a) confirms that FMCC, the Processing Agent and their respective successors and assigns shall be entitled to rely without inquiry or investigation of any kind upon the instruction of any person(s) purporting to be (an) Authorized Person(s) as named in the Certificate form last received by the Processing Agent until the Processing Agent has received an amended Certificate form and has had a reasonable opportunity to act thereon; and (b) agrees to indemnify, hold harmless and reimburse FMCC, the Processing Agent and their respective successors and assigns for, from and against any and all losses, damages, claims, demands and attorneys' fees incurred or paid as a result of such reliance by any of them upon this Certificate.

Signed: _____

Type or Print Name: _____

Title: _____

(FOR CORPORATIONS ONLY) NOTE: EITHER SIGNATURE GUARANTEE OR SEAL IS REQUIRED.

I, _____ Secretary of the above-named Registered Owner, do hereby certify that at a meeting on _____ at which a quorum was present throughout, the Board of Directors of the Corporation duly adopted a resolution, which is in full force and effect and has not been modified and is in accordance with the Registered Owner's articles/certificate of incorporation and by-laws, which resolution did the following: (1) empowered the above-named Authorized Person(s) to effect transactions with respect to Ford Interest Advantage on the terms described above; (2) authorized the Secretary or any Assistant Secretary to certify from time to time the names and titles of the Authorized Person(s) and to notify FMCC and the Processing Agent when changes in office or authority occur; and (3) authorized the Secretary or any Assistance Secretary to certify that such a resolution has been duly adopted and will remain in full force and effect until the Processing Agent receives a duly executed amendment to the Certification Form and has had a reasonable opportunity to act thereon.

MEDALLION SIGNATURE
 GUARANTEED STAMP**
 (or Corporate Seal)

Witness my hand on behalf of the Corporation
 this _____ day of _____, 20____.

 Secretary**

The undersigned officer (other than the Secretary) hereby certifies that the foregoing instrument has been signed by the Secretary of the corporation

MEDALLION SIGNATURE
 GUARANTEED STAMP**
 (or Corporate Seal)

 Certifying Officer of the Corporation**

FOR ALL OTHER INVESTORS

The undersigned officer hereby certifies that the foregoing instrument has been signed by the indicated _____
(Title) of the institution

MEDALLION SIGNATURE
GUARANTEED STAMP**

Certifying
Trustee(s)/General Partner(s)/Other(s)**

****SIGNATURE(S) MUST BE MEDALLION SIGNATURE GUARANTEED BY A COMMERCIAL BANK OR TRUST COMPANY OR BY A MEMBER FIRM OF A NATIONAL SECURITIES EXCHANGE. NOTARIZATION IS NOT ACCEPTABLE.**

FORD INTEREST ADVANTAGE DOES NOT CONSTITUTE A DEPOSIT OF ANY TYPE WITH THE PROCESSING AGENT.

REFERENCE IS HEREBY MADE TO THE PROSPECTUS AND ANY SUPPLEMENTS OR REPLACEMENTS, AS WELL AS ANY OTHER DOCUMENTS REFERRED TO THEREIN, FOR A FULL STATEMENT OF FMCC'S AND THE PROCESSING AGENT'S DUTIES. SUCH DOCUMENTS SHALL PREVAIL OVER THIS FORM TO THE EXTENT OF ANY CONFLICT OR INCONSISTENCY.