



DEPARTMENT OF THE TREASURY
WASHINGTON, D.C. 20220

November 30, 2012

Mr. James J. Duffy
Chief Human Resources Officer
Ally Financial Inc.
1177 Avenue of the Americas
New York, NY 10036

Re: *Compensation Payments and Structure for Ally Top 25 Employee*

Dear Mr. Duffy:

Pursuant to the Department of the Treasury's Interim Final Rule on TARP Standards for Compensation and Corporate Governance (the "Rule"),¹ the Office of the Special Master issued a determination letter regarding 2012 compensation payments and structures for the senior executive officers and next 20 most highly compensated employees (the "top 25 employees") of Ally Financial Inc. ("Ally" or the "Company") on April 6, 2012 (the "top 25 letter"). 31 C.F.R. § 30.16(a)(3)(i).

Subsequent to the issuance of the top 25 letter, Ally's compensation committee requested a change in the compensation structure that it had originally proposed for the Company's chief executive officer for 2012 services, particularly in light of the executive's seniority. In response to Ally's new proposal, and as previously communicated to you, the Office of the Special Master has approved replacing the amount of the executive's long-term restricted stock (as indicated for employee 280677 in Exhibit I to the top 25 letter) with an equal amount of additional stock salary awarded pro rata on each payroll date in 2012. The revised compensation structure does not include any increase in cash salary or any increase in total direct compensation.²

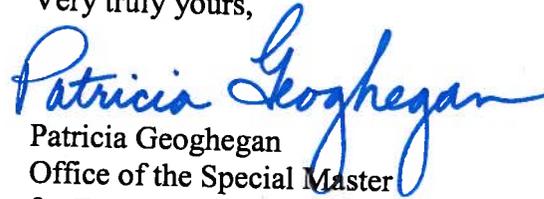
The approvals in this letter apply only to the executive referenced above and shall not be relied upon by anyone with respect to any other facts or circumstances. Such conclusion is limited to the authority vested in the Office of the Special Master by Section 30.16(a)(3) of the Rule, and shall not constitute, or be construed to constitute, the judgment of the Office of the Special Master or the Department of the Treasury with respect to the compliance of the proposed compensation payments or structure or any other compensation payments or structure for the subject executive with any other provision of the Rule. Moreover, my evaluation and conclusion with respect to this executive have relied upon, and are qualified in their entirety by, the accuracy

¹ The Interim Final Rule and all determination letters issued by the Office of the Special Master are available at www.financialstability.gov (click on "Executive Compensation").

² For the avoidance of doubt, we reconfirm the language in the June 8, 2012, supplemental determination letter to Ally stating that the modifications described therein do not apply to Ally's chief executive officer.

of the materials submitted by Ally to the Office of the Special Master, and the absence of any material misstatement or omission in such materials.

Very truly yours,



Patricia Geoghegan
Office of the Special Master
for TARP Executive Compensation

cc: Richard Strahota
Drema M. Kalajian, Esq.