



DEPARTMENT OF THE TREASURY  
WASHINGTON, D.C. 20220

October 19, 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"),<sup>1</sup> 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).

One of the employees covered by the top 25 letter was expected to depart the Company, and was therefore not included in Exhibit I in the top 25 letter. Since the issuance of the top 25 letter, however, this employee has decided to stay with the Company, and you have requested corresponding changes in this employee's compensation. In response to your proposal, and as previously communicated to you, the Office of the Special Master has approved the provision of a compensation structure for this employee, consistent with our applicable principles and guidelines, to ensure that the employee contributes to Ally's long-term success and, ultimately, Ally's ability to repay taxpayers. Accordingly, Exhibit I to the top 25 letter is hereby amended to include this employee's 2012 compensation as follows:

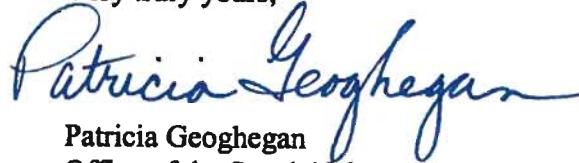
<u>Employee ID</u>	<u>Cash Salary</u>	<u>Stock Salary</u>	<u>Long-Term Restricted Stock</u>	<u>Total Direct Compensation</u>
921597	\$500,000	\$1,149,872	\$500,000	\$2,149,872

<sup>1</sup> The Interim Final Rule and all determination letters issued by the Office of the Special Master are available at [www.financialstability.gov](http://www.financialstability.gov) (click on "Executive Compensation").

Following announcements made by the Company in May 2012 concerning Ally's mortgage subsidiary Residential Capital, LLC and its international operations, and in response to a proposal by the Company's compensation committee, the Office of the Special Master issued certain modifications with regard to compensation structure for the top 25 employees for 2009-2012 in a supplemental determination letter dated June 8, 2012. Those modifications will also apply to this top 25 employee, consistent with the other top 25 employees.

The approvals in this letter apply only to the employee 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 employee with any other provision of the Rule. Moreover, my evaluation and conclusion with respect to this employee have relied upon, and are qualified in their entirety by, the accuracy 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,

A handwritten signature in blue ink that reads "Patricia Geoghegan". The signature is fluid and cursive, with a long, sweeping tail on the final letter.

Patricia Geoghegan  
Office of the Special Master  
for TARP Executive Compensation

cc: Richard Strahota  
Drema M. Kalajian, Esq.