



DEPARTMENT OF THE TREASURY  
WASHINGTON, D.C. 20220

June 10, 2013

Mr. Franklin (Fritz) W. Hobbs  
Chairman  
Ally Financial Inc.  
1177 Avenue of the Americas  
New York, NY 10036

**Re: Reconsideration Request Regarding Compensation Structures for Senior Executive Officers and Most Highly Compensated Employees (“Covered Employees 1-25”)**

Dear Mr. Hobbs:

Pursuant to the Department of the Treasury’s Interim Final Rule on TARP Standards for Compensation and Corporate Governance (the “Rule”), on April 26, 2013, the Office of the Special Master (“OSM”) issued a determination to Ally Financial Inc. (“Ally”) with respect to 2013 compensation structures for its senior executive officers and next 20 most highly compensated employees (“Covered Employees 1-25” or “Covered Employees”). Under the Rule, Ally is permitted, within 30 days of the issuance of the determination, to request that the Special Master reconsider that determination. 31 C.F.R. § 30.16(c)(1). The request must specify a factual error or relevant new information not previously considered, and must demonstrate that such error or lack of information “resulted in a material error in the initial determination.” *Id.*

On May 10, 2013, you submitted a request for reconsideration of OSM’s determination. Your letter requests that OSM revise the structure of 2013 compensation for Covered Employees 1-25 to eliminate TARP stock (and replace it with stock salary), and also to revise the schedule of transferability of stock awards granted to the CEO to conform to the schedule applicable to the other Covered Employees. Your letter describes Ally’s ongoing restructuring efforts and the retention challenges facing the company, and argues that the modifications that you suggest would better motivate Ally management than the structure set forth in OSM’s determination.

The Rule requires that OSM, upon receipt of a written request for reconsideration, provide a final determination within 30 days setting forth the facts and analysis that formed the basis for the determination. *Id.* at § 30.16(c)(2). OSM has reviewed your letter in light of the relevant standards set forth in the Rule. Your letter does not specify any factual error or any relevant new information not previously considered by OSM. Accordingly, we have determined that it does not satisfy the requirements for a reconsideration request as described in the Rule. Accordingly, OSM declines to modify the determination.

Very truly yours,



Patricia Geoghegan  
Office of the Special Master  
for TARP Executive Compensation

cc: Kim Fennebresque  
James Duffy  
Richard Strahota