



DEPARTMENT OF THE TREASURY  
WASHINGTON, D.C. 20220

December 20, 2010

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

***Re: Supplemental Determination Regarding  
Compensation Payments and Structures***

Dear Mr. Duffy:

Pursuant to the Department of the Treasury's Interim Final Rule on TARP Standards for Compensation and Corporate Governance (the "Rule"), on March 23, 2010, the Special Master issued a determination with respect to compensation payments and structures for the senior executive officers and next 20 most highly compensated employees ("Covered Employees 1 – 25") of Ally Financial Inc. ("Ally", formerly General Motors Acceptance Corporation Financial Services). 31 C.F.R. § 30.16(a)(3)(i). Also pursuant to the Rule, on April 16, 2010, the Special Master issued a determination with respect to compensation structures for certain other Ally executive officers and most highly compensated employees ("Covered Employees 26 – 100" and, collectively with Covered Employees 1 – 26, "Covered Employees"). 31 C.F.R. § 30.16(a)(3)(ii).

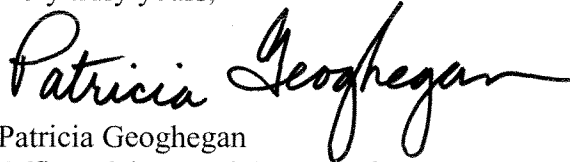
Ally has informed the Office of the Special Master that it is considering the relocation of certain executives. This step would involve the possible relocation of up to five of Covered Employees 1 – 25 and up to five of Covered Employees 26 – 100.

The determinations require that Covered Employees be paid no more than \$25,000 in perquisites and "other" compensation, absent exceptional circumstances for good cause shown. With respect to an individual employee in the Covered Employees group, a relocation undertaken at the request of the company constitutes exceptional circumstances, and such circumstances constitute good cause for the company to pay such employee's reasonable relocation expenses under a program the terms and conditions of which are satisfactory to the Office of the Special Master, provided that a tax gross-up is not a reasonable relocation expense and that the costs incurred by Ally do not exceed an average of \$225,000 per relocated employee.

The approvals in this letter apply only to the relocation of up to ten Covered Employees (up to five from the Covered Employees 1 – 25 group and up to five from the Covered Employees 26 – 100 group). Such conclusions are limited to the authority vested in 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 employees with any other provision of the Rule. Moreover, my evaluation and conclusion 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 black ink that reads "Patricia Geoghegan". The signature is written in a cursive style with a long, sweeping tail on the letter "n".

Patricia Geoghegan  
Office of the Special Master for  
TARP Executive Compensation

cc: Drema M. Kalajian, Esq.  
Richard Strahota