



DEPARTMENT OF THE TREASURY  
WASHINGTON, D.C. 20220

May 18, 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” Employees***

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).

Ally requested a change in the compensation of an employee who has received a significant promotion that will substantially increase the employee’s responsibilities. The total direct compensation that Ally has proposed for this employee is reasonable relative to the total direct compensation paid to persons in similar positions or roles at similar entities. The change would increase the stock salary rate and target long-term restricted stock award, but the cash salary rate would remain unchanged. In light of the particular facts as communicated by Ally with respect to such employee’s promotion and role at Ally, and as previously discussed with you, the Office of the Special Master has approved this request. Accordingly, Exhibit I to the 2012 Determination Letter is hereby amended 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>
104428	\$500,000	\$1,342,500	\$907,500	\$2,750,000 <sup>2</sup>

Following the receipt of the top 25 letter, Ally notified the Office of the Special Master that it had detected an error in its original proposal, which resulted in an unintended decrease in

<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”).

<sup>2</sup> Stock salary and long-term restricted stock amounts are annualized rates. Increases in stock salary and long-term restricted stock are effective starting April 1, 2012.

compensation for one of the top 25 executives. Ally has requested a change in the approved amounts of stock salary and long-term restricted stock for that employee. The proposed change would somewhat increase the employee's total compensation, but would not increase it over the employee's compensation for the prior year. In light of the particular facts as communicated by Ally with respect to such employee's situation, performance, and compensation history, and as previously discussed with you, the Office of the Special Master has approved this request. Accordingly, Exhibit I to the 2012 Determination Letter is hereby amended 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>
272446	\$491,000	\$1,034,000	\$666,000	\$2,191,000

The approvals in this letter apply only to the employees 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,



Patricia Geoghegan  
Office of the Special Master  
for TARP Executive Compensation

cc: Richard Strahota  
Drema M. Kalajian, Esq.