

Ally Financial Inc.
Form S-1/A
March 03, 2014
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As filed with the Securities and Exchange Commission on March 3, 2014

Registration No. 333-173198

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 10

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ALLY FINANCIAL INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

6172

38-0572512
(I.R.S. Employer Identification Number)

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(State or Other Jurisdiction of
Incorporation or Organization)

(Primary Standard Industrial
Classification Code Number)
200 Renaissance Center

P.O. Box 200

Detroit, MI 48265-2000

(866) 710-4623

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

David J. DeBrunner

Vice President, Chief Accounting Officer, and Corporate Controller

Ally Financial Inc.

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer "
 Non-accelerated filer (Do not check if a smaller reporting company)
 Accelerated filer "
 Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount Of Registration Fee
Common Stock, par value \$0.01 per share	\$100,000,000	\$11,610(3)

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.

(2) Includes offering price of shares that the underwriters have the option to purchase pursuant to their over-allotment option.

(3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. The selling stockholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and the selling stockholder is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, Dated March 3, 2014

PRELIMINARY PROSPECTUS

Shares

ALLY FINANCIAL INC.

COMMON STOCK

The United States Department of the Treasury (the selling stockholder or Treasury) is offering _____ shares of common stock of Ally Financial Inc. (Ally). See Principal and Selling Stockholders. Ally Financial Inc. will not receive any of the proceeds from the sale of shares of common stock by the selling stockholder.

This is our initial public offering and no public market exists for our shares. We anticipate that the initial public offering price will be between \$ _____ and \$ _____ per share. We have applied to list the common stock on the New York Stock Exchange (the NYSE) under the symbol ALLY .

The selling stockholder has granted the underwriters the right to purchase up to _____ additional shares of common stock to cover over-allotments, if any, at the public offering price, less the underwriters' discount, within 30 days from the date of this prospectus.

Investing in our common stock involves risks. See Risk Factors beginning on page 16 of this prospectus.

	Per Share	Total
Public offering price and proceeds to the selling stockholder	\$	\$
Underwriting discounts and commissions(1)	\$	\$

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(1) Ally has agreed to pay all underwriting discounts and commissions, transfer taxes and transaction fees, if any, applicable to the sale of the common stock and the fees and disbursements of counsel for the selling stockholder incurred in connection with the sale.

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved these securities, or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to investors on or about _____, 2014.

Citigroup

Goldman, Sachs & Co.

Morgan Stanley

Barclays

Deutsche Bank Securities

The date of this prospectus is _____, 2014

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In this prospectus, unless the context indicates otherwise, Ally, the company, we, us and our refer to Ally Financial Inc. and its direct and indirect subsidiaries on a consolidated basis. None of us, the underwriters, or the selling stockholder have authorized anyone to provide any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters nor the selling stockholder take responsibility for, and can provide any assurance as to the reliability of, any other information that others may give you. The selling stockholder is offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock.

INDUSTRY AND MARKET DATA

We obtained the industry, market and competitive position data throughout this prospectus from our own internal estimates and research as well as from industry and general publications and research, surveys, and studies conducted by third parties. Industry publications, studies, and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary may not contain all of the information that you should consider before deciding to invest in our common stock. You should read this entire prospectus carefully, including the Risk Factors section and the consolidated financial statements and the notes to those statements, before making an investment decision.

Overview

Ally is one of the largest providers of automotive financing products, including wholesale loans and retail loans and leases, a leader in direct banking, and the 19th largest bank holding company in the United States based on total assets. We have over 90 years of experience supporting automotive dealers and their retail customers with a premium service model offering a broad array of financial products and services. Our bank subsidiary, Ally Bank, is a leading competitor with a comprehensive consumer value proposition and well-regarded brand in the rapidly growing direct banking market. We had \$151.2 billion of total assets and \$52.9 billion of bank deposits at December 31, 2013.

Our primary operations are conducted within Dealer Financial Services, which consist of our Automotive Finance operations and Insurance operations. In addition, Ally Bank has successfully built a leading brand offering its customers a full spectrum of innovative savings, checking, and other deposit products and provides us with stable and diversified funding.

Our strategy is to extend our leading position in automotive finance in the United States by continuing to provide automotive dealers and their retail customers with premium service, a comprehensive product suite, consistent funding and competitive pricing, reflecting our commitment to the automotive industry. We will also seek to broaden and deepen the Ally Bank franchise, prudently growing stable, quality deposits while extending our foundation of innovative products and outstanding customer service.

Dealer Financial Services

Our Dealer Financial Services business is centered around our strong and longstanding relationships with automotive dealers and supports our original equipment manufacturer (OEM) partners and their marketing programs. We serve the financial needs of approximately 16,000 dealers in the United States and approximately 4 million of their retail customers as of December 31, 2013. We have approximately 1,800 automotive finance and 600 insurance employees across the United States focused on serving the needs of our dealer customers with finance and insurance products, expanding the number of overall dealer and automotive manufacturer relationships, and supporting our dealer lending and underwriting functions. In addition, we have over 2,200 employees focused on supporting our automotive servicing operations.

Our Dealer-Centric Business Model

Ally's primary customers are automotive dealers, which are primarily independently owned businesses. As part of the process of selling a vehicle, automotive dealers typically originate loans and leases for their retail customers. Dealers then sell these loans and leases to Ally or another automotive finance provider.

Over our 90 year history, we have successfully differentiated ourselves from our competition by providing premium services for automotive dealers with comprehensive product offerings, and through our nationwide dealer support and sales forces and our unrelenting industry focus. We have multi-generational relationships with many of our dealers and have been a trusted partner through various economic cycles.

Our comprehensive suite of financial products includes new vehicle retail loans and leases, used vehicle loans, floorplan loans, dealer working capital and real estate loans, vehicle service contracts, gap insurance,

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floorplan insurance, and our SmartAuction service for remarketing vehicles. Through this suite of products, we have financing capabilities that follow vehicles from the manufacturer, to the dealer's showroom floor, to the individual retail customer.

We are fully committed to broadly serving the needs of our dealer customers. Our 2,400 dealer-facing employees provide a consistent high level of service at the dealership level. The field service team provides training to the dealers' employees related to our financing products and helps the rollout of specialized financing programs to support automobile manufacturer marketing initiatives. In addition, our continued investment in our retail loan application infrastructure has allowed us to access nearly 8 million applications in 2013 and almost 7 million applications in 2012, up from 2 million in 2009.

As part of our premium services to our dealer customers, and to strengthen our relationship with them, we offer market driven programs, such as Ally Dealer Rewards. These programs support increasing business volumes as well as the number of products used by each dealer. During 2013, 70% of our U.S. dealer customers received benefits under the Ally Dealer Rewards program, which was initiated in 2009. As of December 31, 2013, over 5,200 of our automotive dealer customers utilized four or more of our products.

Our dealer-centric business model has led to the development of products and services that profitably support our dealer customers. For example, our proprietary internet-based SmartAuction system supports the remarketing of off-lease and other used vehicles among the nearly 8,500 dealers that are on our system regardless of whether that vehicle was financed by Ally. SmartAuction enabled us to maximize proceeds on the approximately 261,000 vehicles sold through the system during 2013. In addition, our SmartAuction remarketing capabilities provide dealers with additional retail sale opportunities when existing customers decide to replace a vehicle. These retail sale opportunities include the sale of the used vehicle being replaced as well as a new vehicle being obtained, with a potential opportunity for Ally to finance each of these transactions.

Automotive Finance Operations

We have extensive experience providing and servicing automotive loan and lease products to consumers who purchase vehicles from our dealer customer network. According to Experian Automotive, we were one of the largest providers of automotive financing in the United States during 2013, funding one out of every 18 new vehicles that were financed or leased through franchised dealers in the United States. We were also the second largest provider of used vehicle financing for financed retail customers during 2013. We are focused on expanding profitable dealer relationships, prudently increasing earning assets, and delivering higher risk-adjusted returns. As a result of this strategic focus, we funded total retail loan and lease originations in the United States of \$37.3 billion during 2013. The bulk of our consumer financing is in the form of fully amortizing, intermediate term installment loans to fund the purchase of new and used vehicles.

According to Experian Automotive, Ally was the fourth largest vehicle lessor in the United States during 2013. Leasing is an important and growing part of our business. It is integral to the business of our automotive dealer customers, and facilitates dealer automotive sales to consumers who prefer recent vintage vehicles and are attracted to the lower monthly payments associated with a lease. Our lease programs are designed to support the return of the vehicle to the dealer at the end of the lease term in order to facilitate the sale or lease of a new vehicle by the dealer. We believe dealers and OEMs value our unique infrastructure and ability to structure innovative lease programs designed to provide a second transaction for the dealer from the sale or lease of the returned off-lease vehicle.

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The following table sets forth our volume of new and used retail automotive loans and leases in the United States:

(\$ in billions)	Year ended December 31,				
	2013	2012	2011	2010	2009
New GM/Chrysler Standard	9.8	10.7	13.1	11.8	5.0
Other New Retail	2.2	2.2	1.7	0.7	0.2
Lease	10.6	8.4	7.3	3.9	0.3
Used	9.9	9.6	9.0	4.7	2.3
New GM/Chrysler Subvented	4.8	7.8	9.1	10.5	10.6
Total	37.3	38.7	40.2	31.6	18.4

We provide floorplan inventory lending and other commercial loans to approximately 4,500 dealers in the United States. We were one of the largest providers of automotive floorplan inventory lending in the United States during 2013. As of December 31, 2013, we had \$33.8 billion of outstanding commercial loans to our dealer customers consisting primarily of floorplan inventory loans.

Ally is also one of the largest automotive loan servicers in the United States. We provide consumer asset servicing for our \$77.7 billion portfolio of retail automotive loans and leases as of December 31, 2013. The extensive infrastructure and experience of our servicing operation are important to our ability to minimize our loan losses and enable us to deliver a favorable customer experience to both our dealers and their retail customers. Our remarketing services, including SmartAuction, efficiently support dealer-to-dealer and other vehicle sale transactions.

In addition, we believe our longstanding relationship with General Motors (GM), as well as relationships with other OEMs, including Chrysler Group LLC (Chrysler), have resulted in particularly strong relationships between us and thousands of dealers, providing us with extensive operating experience relative to other automotive finance providers. We offer primarily standard rate retail loans and leases through our dealers, and we also work with manufacturers to offer new vehicle retail loans and leases at manufacturer-subvented rates. Our strong dealer relationships have allowed us to increase our standard rate retail loan and lease origination volumes. Subvented retail loan origination volumes have decreased to 12.8% of our U.S. originations during 2013, compared to 58.0% in 2009.

Insurance Operations

Our Insurance operations offer both consumer insurance products sold primarily through dealers and commercial insurance products sold to dealers. As part of our focus on offering dealers a broad range of products, we provide vehicle service contracts and maintenance coverages. We also underwrite selected commercial insurance coverages, which primarily insure dealers' wholesale vehicle inventory.

Our national insurance platform provides us with a competitive advantage relative to other automotive financing providers, allowing us to design products tailored to our dealer customers, control underwriting, and retain the profits generated by this business. For the year ended December 31, 2013, we had approximately \$1.0 billion in total insurance premiums written. We sell insurance products to approximately 4,000 dealers in the United States. Moreover, our Insurance operations maintain high wholesale insurance penetration levels, with approximately 82% of U.S. dealers with Ally floorplan financing also carrying our floorplan insurance. Dealers who receive wholesale financing from Ally are eligible for wholesale insurance incentives, such as automatic eligibility in our preferred insurance programs and increased financial benefits.

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Ally Bank

Ally Bank has achieved sustained franchise momentum in the retail deposits business based upon a highly regarded brand, customer-centric approach, innovative products, competitive pricing, and consumer friendly fee structure. Ally Bank has become a leader in the direct banking market, with consistent and steady expansion of customer relationships. Our direct bank business model caters to the expanding population of technologically comfortable consumers who are increasingly adopting digital technologies to meet their banking preferences. We have distinguished ourselves with consumers with our philosophy of Talk Straight, Do Right, Be Obviously Better, with approximately 784,000 customers and over 1.5 million accounts at December 31, 2013. Ally Bank is consistently recognized for the customer-friendly design and execution of our products, features, delivery channels and service, and has received numerous accolades, including:

Best Online Bank, Best Checking Account and tied for Best 12-Month CD in MONEY magazine's annual Best Banks feature;

Best bank for No-Fee Accounts by Kiplinger's Personal Finance;

Ranked second by its customers and among 30 large banks in the American Banker & Reputation Institute Annual Survey;

Outside In award in customer service design for Ally Mobile Banking by Forrester;

TNS Choice Award for Direct Banking for achieving superior performance in the online banking segment;

Stevie Awards for Best Use of Technology in Customer Service, Innovation in Customer Service, and Customer Service Training Team of the Year ;

Fewest Complaints/Highest Satisfaction by Bank Innovation; and

Earned the top rating for Checks and Balances: Measuring Checking Accounts Safety and Transparency by The Pew Charitable Trust.

Our retail banking products include savings and money market accounts, certificates of deposit (CD), interest-bearing checking accounts, trust accounts and individual retirement accounts. Ally Bank's competitive direct banking features include online and mobile banking, electronic bill pay, remote deposit, electronic funds transfer nationwide, ATM fee reimbursements and no minimum balance requirements.

We believe Ally Bank is well-positioned to continue to benefit from the consumer-driven shift from branch banking to direct banking. According to a 2013 American Bankers Association survey, the percentage of customers who prefer to do their banking via direct channels (internet, mail, phone, and mobile) increased from 34% to 61% between 2007 and 2013, while those who prefer branch banking declined from 39% to 18% over the same period.

At December 31, 2013, Ally Bank had \$52.9 billion of deposits, including \$43.2 billion of retail deposits, making Ally Bank the 26th largest FDIC-insured depository institution in the United States by total bank deposits. The growth of our retail deposit base from \$7.2 billion at the end of 2008, to \$43.2 billion at December 31, 2013, as well as a reduction in the average cost of deposits, has enabled us to reduce our cost of funds. Ally Bank has steadily expanded its loyal customer base through best-in-class customer service, innovative and competitive products, and growing brand awareness. We expect to continue to lower our cost of funds and diversify our overall funding as the deposit base grows.

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The following chart shows the amount and type of Ally Bank's customer deposits and the average retail deposit rate as of the dates indicated:

Our Strengths

Automotive financial services category leader with full product suite.

We are one of the largest providers of automotive financing products, including wholesale loans and retail loans and leases, in the United States and are an integral part of the automotive industry. We believe that our over 90-year history has provided us extensive knowledge of the automotive industry and the financial services needs of its dealers, automotive manufacturers, and retail consumers.

The combination of our full suite of finance and insurance products, premium service standards, market driven programs, dealer training and support, and infrastructure and scale, distinguish us as a preferred and trusted business partner to our dealer customers and puts us in a position to compete effectively with other financial institutions and new entrants to the market.

Market-driven and dealer-centric business model.

Implementation of our market-driven programs, such as Ally Dealer Rewards and SmartAuction, since 2008 have enabled us to grow our Dealer Financial Services business within our existing dealer relationships and expand into new relationships with dealers of various manufacturers. This business model has allowed us to offer more products, expand our dealer base, and strengthen our existing network of dealer relationships. These strong relationships have allowed us to diversify our asset base and decrease our subvented retail loan origination volumes to 12.8% of our U.S. originations during 2013, compared to 58.0% in 2009. In addition, as of December 31, 2013, over 5,200 of our automotive dealer customers utilized four or more of our products and during 2013, 70% of our U.S. dealer customers received benefits under the Ally Dealer Rewards program.

Our 2,400 automotive finance and insurance employees are dedicated to directly supporting the needs of our dealer customers in the United States. This infrastructure allows us to accommodate our growing volume of business and support our existing customers. Our national sales force meets the needs of our dealer customers, expands our market penetration in the dealer network, and supports our existing and new OEM partners. Our

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sales force consists of direct dealer account relationship professionals, supplemental product support coverage professionals, and primary manufacturer relationship account professionals.

Infrastructure scale and breadth.

We believe the scale and breadth of our platform provide us with a significant competitive advantage. We have invested significantly in our technology infrastructure and other initiatives to support our automotive platform to further enhance our dealer and retail customer relationships and increase business volumes. This focus has resulted in increased credit application flow and originations from dealers representing various manufacturers. We are able to access applications with respect to almost all brands sold by U.S. automotive dealerships. In 2013, we had access to nearly 8 million applications compared to almost 7 million applications in 2012 and 2 million applications in 2009. We believe that our scale, breadth of platform and strong market presence across all 50 states differentiate us from others in the auto finance industry. The combination of our extensive infrastructure, our relationships with finance and insurance departments of dealers, and our participation in the major credit application on-line networks, provides us with a strong platform to efficiently grow our consumer business volumes across a broad mix of automotive dealers.

Attractive market opportunities.

We are well-positioned to benefit from continued growth in the automotive finance market as both the U.S. economy and the U.S. Seasonally Adjusted Annualized Rate (SAAR) of vehicle sales continue to rebound from their 2008-2009 recessionary levels. While consumer and business automotive spending has recovered from recent lows, it still remains well below historical average levels. According to U.S. Department of Transportation, the average age of vehicles in the United States has continued to rise and was at an all-time high of 11.4 years in 2013. The chart below shows historical consumer, business and government spending on automobiles as a percentage of U.S. GDP.

Source: Bureau of Economic Analysis, U.S. Department of Commerce.

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The chart below shows historical and projected U.S. SAAR (in millions):

Source: Bureau of Economic Analysis as to 2006-2013 data and Blue Chip Economic Indicators, Vol. 39, No. 2, as to projected 2014-2015 data.

The used vehicle financing market is significant and highly fragmented. We continue to increase our focus on used vehicle financing, primarily through franchised dealers. According to Experian Automotive, over 11.9 million used vehicles were sold by franchised dealers in 2013. The fragmented used vehicle financing segment provides an attractive opportunity that we believe will further expand and support our dealer relationships and increase our volume of retail loan originations.

Leading scalable consumer-focused direct banking franchise.

Our consumer-focused strategy and scalable bank platform position Ally Bank well in the growing direct banking market. We provide a full array of retail banking products to the growing number of customers who choose Ally Bank. Ally Bank provides much of the same functionality as a traditional bank, while seeking to provide superior accessibility, lower fees and better customer service. We also benefit from avoiding the overhead expense of a traditional brick and mortar branch network. We continue to focus on Ally Bank's foundation of innovative, competitive products, and best-in-class service. Our platform is highly scalable. We have consistently benefited from increased operating efficiencies, which have more than supported our continued investment in technology and other competitive differentiators. The Ally Bank brand has attained strong recognition and positions us for further growth. In addition, Ally Bank provides us with a diversified source of stable, low-cost funding.

Strong and streamlined balance sheet and sophisticated risk management.

We believe one of our core strengths is the high quality, short duration, and streamlined nature of our asset base. Our assets are predominately consumer automotive loans and leases and commercial loans to automotive dealers. We have a long history of originating these assets and they have typically performed predictably based on the credit attributes of the loans and leases. These attributes include FICO scores, loan-to-value ratios, and payment-to-income ratios. Since 2008, we have made efforts to significantly streamline our balance sheet to focus on U.S. automotive related assets in order to provide a more predictable earnings stream. These streamlining efforts include selling our automotive finance businesses in Europe, Canada and Latin America and several international insurance businesses, as well as exiting the mortgage origination and servicing business.

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We are prudently expanding automotive originations across the credit spectrum in accordance with our underwriting standards. During 2013 and 2012, we originated \$26.7 billion and \$30.4 billion of retail automotive loans, respectively. During 2013 and 2012, the loss rate on our U.S. consumer automotive portfolio was 0.72% and 0.53%, respectively.

We believe our many years of experience in the automotive industry, and our rigorous underwriting standards result in the high quality of the leases on our balance sheet. We manage risk using our robust combination of credit metrics, including, among others, FICO scores and proprietary vehicle residual value models. Estimating future vehicle residual values is one of the most important steps of writing a new lease. We have extensive experience in underwriting new leases. This experience and the large volume of off-lease and other used vehicles sold through the SmartAuction system help us set appropriate residual value rates at the time a lease is written. During 2013 and 2012, we originated a total of 331,300 and 273,200 U.S. automotive leases totaling approximately \$10.6 billion and \$8.4 billion, respectively.

Our commercial automotive financing business consists primarily of wholesale financing in which credit is extended to individual dealers and is secured by vehicles in inventory and, in some circumstances, other assets owned by the dealer or by a personal guarantee. We manage risk in our commercial automotive financing business through our rigorous credit underwriting process which utilizes our proprietary dealer credit evaluation system, our ongoing risk monitoring program, and vehicle inventory audits to verify collateral and dealer compliance with lending agreements. At December 31, 2013, we maintained a portfolio of \$33.8 billion of commercial automotive loans. During 2013 and 2012, the loss rate on our U.S. commercial automotive loan portfolio was 0.008% and 0.003%, respectively.

Our balance sheet is well capitalized. At December 31, 2013, we had a Tier 1 capital ratio of 11.8%, and a Tier 1 common ratio of 8.8%. We currently estimate based on Final Basel III rules published in July 2013, that the impact of enhanced Basel III capital requirements on our Tier 1 common capital ratio would be a decline of 20 to 40 basis points on a fully phased-in basis. We believe this capitalization compares favorably to our peers and positions us for future growth.

Access to liquidity.

We have demonstrated strong access to diversified funding and liquidity sources, which are critical to our business. As of December 31, 2013, we had \$19.2 billion of current liquidity in the form of cash, highly liquid unencumbered securities, and committed credit facilities.

Ally Bank provides us stable, low-cost deposit funding utilizing an efficient direct-to-consumer delivery model. Deposits accounted for approximately 41% of our funding at the end of 2013, compared to 14% at the end of 2008. We expect the percentage of deposit funding to continue to grow, which will further reduce our cost of funds. We have a diversified source of funding, including unsecured debt markets, unsecured retail term notes, public and private securitizations, committed and uncommitted credit facilities, FHLB advances, CDs, and retail deposits.

Experienced management team.

Our senior management team is comprised of financial professionals with deep operating experience in automotive and consumer finance and banking, and extensive experience managing some of the largest and most successful financial institutions in the world. Our senior management team has successfully led us to consistent profitability in our core Automotive Finance operations and the development of our strong liquidity and capital position following the financial crisis. Furthermore, our senior management team has led our strategic transformation into a U.S.-focused, market-driven and dealer-centric business model, divesting our international businesses and substantially exiting the mortgage origination and servicing business.

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Our Business Strategy

Improve our shareholder return profile and ROE.

Our goal is to increase our run-rate Core ROTCE to _____ by _____. We plan to achieve our goal through (a) net interest margin expansion driven by lower funding costs, (b) lower non-interest expense to correspond with our streamlined business model, (c) Ally Bank regulatory normalization and (d) capital normalization at both Ally Financial and Ally Bank. We expect to continue to decrease our overall funding costs through proactive liability management, growing our retail deposit base, increasing the number of loans and leases we originate at Ally Bank and efficiently accessing secured and unsecured wholesale markets as certain higher-cost legacy funding matures. We expect to lower our non-interest expense base by rationalizing our operational footprint to reflect our transformation from a multinational and multi-business line franchise to a domestic auto finance business. Our scalable business platform provides us with operating leverage which will also assist returns as we seek to expand our Automotive Finance operations. We will continue to seek to prudently grow our balance sheet by originating high quality automotive assets across a diversified business mix, which we believe will allow us to generate stable, attractive risk-adjusted returns in a variety of interest rate and credit environments. For additional detail see [Business Core ROTCE Improvement](#).

Expand our dealer relationships through innovative products and premium services.

We believe that our dealer-centric business model, full range of product offerings, and sales organization position us to further broaden our relationships with existing and new dealers, and to originate attractive retail automotive loans, leases, and other products. Our strategies, including market driven programs such as Ally Dealer Rewards and SmartAuction, have been designed and implemented to drive higher business volumes with our dealers. We are also leveraging our existing dealer relationships, product suite, and extensive operating experience to expand our diversified dealer network and prudently expand our automotive originations across the credit spectrum in accordance with our underwriting standards. Furthermore, we have dedicated resources to the underwriting and financing of used vehicle sales that allow us to expand loan origination volume with our existing dealer base.

Continue to grow our leading direct bank franchise.

Ally Bank's strategy is to continue to invest in the development of our well regarded brand and strong consumer value proposition in order to expand the relationship with our growing deposit base. For the year ended December 31, 2013, most of our U.S. wholesale balances and approximately two-thirds of our U.S. consumer automotive originations were funded within the bank. We plan to continue to increase the amount of assets that are funded by the bank. This growth will allow us to more efficiently utilize the bank's capital and to take advantage of the lower cost and greater stability of Ally Bank's funding sources, including deposits. We expect to continue to prudently expand the products Ally Bank offers in order to improve our customers' banking experience, broaden our dealer relationships, and expand our funding alternatives.

Maintain a strong balance sheet through disciplined origination, servicing, and risk management.

We will continue to focus primarily on commercial and consumer automotive loans, leases, and related products. These assets performed well through the credit cycle, including the recent financial crisis.

We believe that we maintain strong levels of capital and liquidity relative to our loan and lease portfolio as well as to other bank holding companies. Our strategy is to expand profitable dealer relationships and grow our earning assets, which we believe will allow us to efficiently utilize our capital and enhance our profitability.

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Our History and Strategic Transformation

Ally was formed in 1919 as the captive finance subsidiary of GM. In 2006, a majority ownership interest in Ally was sold to third parties.

We became a bank holding company on December 24, 2008, under the Bank Holding Company Act (BHC Act) and are subject to supervision and examination by the Board of Governors of the Federal Reserve System (FRB). Additionally, our election to become a financial holding company under the BHC Act was approved by the FRB, and became effective on December 20, 2013. Our bank subsidiary, Ally Bank, is supervised by the Federal Deposit Insurance Corporation (FDIC) and the Utah Department of Financial Institutions (DFI). In conjunction with our conversion to a bank holding company, Treasury made its initial investment in Ally as part of the Troubled Asset Relief Program.

Ally has undergone a strategic transformation from a captive finance subsidiary into a focused category leader in U.S. automotive finance. We have substantially streamlined our operations, de-risked our balance sheet, and enhanced our focus on increased risk adjusted returns. As part of that strategy, we have divested our international businesses and have substantially exited the mortgage origination and servicing business.

We have had a long and extensive historical relationship as a financing provider for GM and subsequently with Chrysler, including contractual relationships for manufacturer-subsvented retail loan originations. Our over 90-year history has resulted in particularly strong relationships between us and thousands of dealers and provided us with extensive operating experience relative to other automotive finance companies. Our relationships with dealers and transformation to a market-driven business model has substantially diminished our reliance on agreements with GM and Chrysler, which have expired. We entered into a new auto financing agreement with GM that became effective on March 1, 2014 (the GM Agreement), which provides a general framework for dealer and consumer financing related to GM vehicles, as well as with respect to our ongoing participation in GM subvention programs. The GM Agreement does not provide Ally with any exclusivity or similar privileges related to the financing of GM vehicles, whether through subvention programs or otherwise. Our transformation has allowed us to successfully grow our automotive operations and supported the increase in our standard rate retail loan and lease origination volumes and decrease in subsvented volumes, which comprised only 12.8% of our U.S. originations during 2013, compared to 58.0% in 2009.

Our Challenges

Our business is subject to challenges described within the Risk Factors section and elsewhere in this Prospectus. Some of these challenges include the following:

The profitability and financial condition of our operations are heavily dependent upon the performance, operations, and prospects of the overall U.S. automotive market, and also upon GM and Chrysler;

Our agreements with GM and Chrysler that provided for certain exclusivity privileges have expired. The expiration of these agreements could have a material adverse effect on our operations;

Our business, financial condition, and results of operations could be adversely affected by regulations to which we are subject as a result of our bank holding company and financial holding company status;

Our inability to maintain relationships with dealers could have an adverse effect on our business, results of operations, and financial condition;

Our business requires substantial capital and liquidity, and disruption in our funding sources and access to the capital markets would have a material adverse effect on our liquidity, capital position, and financial condition;

Our indebtedness and other obligations are significant and could materially and adversely affect our business; and

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The financial services industry is highly competitive. If we are unable to compete successfully or if there is increased competition in the automotive finance and/or insurance markets or generally in the markets for securitizations or asset sales, our business could be negatively affected.

Corporate Information

Our principal executive offices are located at 200 Renaissance Center, P.O. Box 200, Detroit, Michigan 48265-2000 and our telephone number is (866) 710-4623. Our website is www.ally.com. Our website and the information included on, or linked to our website are not part of this prospectus.

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THE OFFERING

Common stock offered by the selling stockholder	shares.
Common stock to be outstanding after this offering	shares (assuming no exercise of the underwriters' over-allotment option).
Over-allotment option	shares from the selling stockholder to cover over-allotments.
Common stock listing	We have applied to list our common stock on the NYSE under the symbol ALLY .
Voting rights	One vote per share.
Use of proceeds	Ally will not receive any proceeds from sale of common stock in the offering.
Dividend policy	<p>We have no current plans to commence payment of a dividend on our common stock. Our payment of dividends on our common stock in the future will be determined by our Board of Directors in its sole discretion and will depend on business conditions, our financial condition, earnings and liquidity, and other factors. Our Fixed Rate Cumulative Perpetual Preferred Stock, Series G (the "Series G preferred stock") imposes restrictions on our ability to pay dividends. In addition, so long as any share of our Fixed Rate / Floating Rate Perpetual Preferred Stock, Series A (the "Series A preferred stock") remains outstanding, no dividend or distribution may be declared or paid on our common stock unless all accrued and unpaid dividends have been paid on the Series A preferred stock.</p> <p>In addition, any plans to commence payment of dividends on our common stock in the future would be subject to the FRB's review and absence of objection.</p>
Risk factors	See "Risk Factors" beginning on page 16 of this prospectus for a discussion of risks you should carefully consider before deciding whether to invest in our common stock.
<p>Unless we specifically state otherwise, the information in this prospectus does not take into account shares issuable under our equity compensation incentive plan. All applicable share, per share and related information in this prospectus for periods on or subsequent to has been adjusted retroactively for the -for-one stock split on shares of our common stock effected on , 2014.</p>	

Table of Contents**SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA**

The following summary consolidated financial data of Ally should be read in conjunction with, and are qualified by reference to, Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included elsewhere in this prospectus. The consolidated statement of income data for the years ended December 31, 2013, 2012, and 2011 and the consolidated balance sheet data at December 31, 2013 and 2012 are derived from, and qualified by reference to, our audited consolidated financial statements included elsewhere in this prospectus and should be read in conjunction with those consolidated financial statements and notes thereto. The consolidated statement of income data for the years ended December 31, 2010 and 2009 and the consolidated balance sheet data at December 31, 2011, 2010, and 2009 are derived from our audited consolidated financial statements not included in this prospectus.

	2013	At and for the year ended December 31,			2009
		2012	2011	2010	
		(\$ in millions)			
Financial statement data					
<i>Statement of income data:</i>					
Total financing revenue and other interest income	\$ 8,093	\$ 7,342	\$ 6,671	\$ 7,156	\$ 8,069
Interest expense	3,319	4,052	4,606	4,832	4,876
Depreciation expense on operating lease assets	1,995	1,399	941	1,251	2,256
Net financing revenue	2,779	1,891	1,124	1,073	937
Total other revenue	1,484	2,574	2,288	2,672	3,226
Total net revenue	4,263	4,465	3,412	3,745	4,163
Provision for loan losses	501	329	161	361	3,584
Total noninterest expense	3,405	3,622	3,428	3,621	3,937
Income (loss) from continuing operations before income tax (benefit) expense	357	514	(177)	(237)	(3,358)
Income tax (benefit) expense from continuing operations (a)	(59)	(856)	42	97	12
Net income (loss) from continuing operations	416	1,370	(219)	(334)	(3,370)
(Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Net income (loss)	\$ 361	\$ 1,196	\$ (157)	\$ 1,029	\$ (10,343)
(in millions, except per share data)					
<i>Net (loss) income attributable to common shareholders</i>					
Net income (loss) from continuing operations	\$ 416	\$ 1,370	\$ (219)	\$ (334)	\$ (3,370)
Less: Preferred stock dividends U.S. Department of Treasury	543	535	534	963	(855)
Less: Impact of repurchase of mandatorily convertible preferred stock held by U.S. Department of Treasury and elimination of share adjustment right	240				
Less: Preferred stock dividends	267	267	260	282	(370)
Less: Impact of preferred stock conversion or amendment			(32)	616	
Net (loss) income from continuing operations attributable to common shareholders (b)	(634)	568	(981)	(2,195)	(4,595)
(Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Net (loss) income attributable to common shareholders	\$ (689)	\$ 394	\$ (919)	\$ (832)	(11,568)
Basic and diluted weighted-average common shares outstanding (b)	1,355,375	1,330,970	1,330,970	800,597	529,392
(per share data in whole dollars)					
<i>Basic and diluted earnings per common share</i>					
Net (loss) income from continuing operations	\$ (468)	\$ 427	\$ (738)	\$ (2,742)	\$ (8,677)
(Loss) income from discontinued operations, net of tax	(41)	(131)	47	1,703	(13,173)

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Net (loss) income	\$	(509)	\$	296	\$	(691)	\$	(1,039)	\$	(21,850)
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	At and for the year ended December 31,				
	2013	2012	2011	2010	2009
	(\$ in millions)				
Pro forma data (c)					
Basic and diluted earnings per common share					
Net (loss) income from continuing operations					
(Loss) income from discontinued operations, net of tax					
Net income (loss)					
Basic and diluted weighted-average common shares outstanding					
Non-GAAP financial measures (d):					
Net income (loss)	\$ 361	\$ 1,196	\$ (157)	\$ 1,029	\$ (10,343)
Add: Original issue discount amortization expense (e)	249	336	962	1,300	1,143
Add: Income tax (benefit) expense from continuing operations	(59)	(856)	42	97	12
Less: (Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Core pretax income (loss) (d)	\$ 606	\$ 850	\$ 785	\$ 1,063	\$ (2,215)
Selected period-end balance sheet data:					
Total assets	\$ 151,167	\$ 182,347	\$ 184,059	\$ 172,008	\$ 172,306
Long-term debt	\$ 69,465	\$ 74,561	\$ 92,885	\$ 86,703	\$ 88,066
Preferred stock	\$ 1,255	\$ 6,940	\$ 6,940	\$ 6,972	\$ 12,180
Total equity	\$ 14,208	\$ 19,898	\$ 19,280	\$ 20,398	\$ 20,794
Financial ratios					
Return on assets (f)					
Net income (loss) from continuing operations	0.27%	0.75%	(0.12)%	(0.19)%	(1.89)%
Net income (loss)	0.23%	0.65%	(0.09)%	0.58%	(5.81)%
Core pretax income (loss)	0.39%	0.46%	0.43%	0.60%	(1.25)%
Return on equity (f)					
Net income (loss) from continuing operations	2.22%	7.24%	(1.09)%	(1.62)%	(13.90)%
Net income (loss)	1.92%	6.32%	(0.78)%	4.98%	(42.65)%
Core pretax income (loss)	3.23%	4.49%	3.91%	5.14%	(9.13)%
Equity to assets (f)	12.00%	10.30%	11.10%	11.69%	13.63%
Net interest spread (f)(g)	1.75%	1.18%	0.69%	0.81%	0.31%
Net interest spread excluding original issue discount (f)(g)	1.99%	1.49%	1.57%	2.16%	1.84%
Net yield on interest-earning assets (f)(h)	2.03%	1.40%	0.92%	1.02%	0.94%
Net yield on interest-earning assets excluding original issue discount (f)(h)	2.21%	1.66%	1.68%	2.18%	2.10%
Regulatory capital ratios					
Tier 1 capital (to risk-weighted assets) (i)	11.79%	13.13%	13.65%	14.93%	14.12%
Total risk-based capital (to risk-weighted assets) (j)	12.76%	14.07%	14.69%	16.30%	15.52%
Tier 1 leverage (to adjusted quarterly average assets) (k)	10.23%	11.16%	11.45%	12.99%	12.68%
Total equity	\$ 14,208	\$ 19,898	\$ 19,280	\$ 20,398	\$ 20,794
Goodwill and certain other intangibles	(27)	(494)	(493)	(532)	(534)
Unrealized gains and other adjustments	(1,560)	(1,715)	(262)	(309)	(447)
Trust preferred securities	2,544	2,543	2,542	2,541	2,540
Tier 1 capital (i)	15,165	20,232	21,067	22,098	22,353
Preferred stock	(1,255)	(6,940)	(6,940)	(6,972)	(12,180)
Trust preferred securities	(2,544)	(2,543)	(2,542)	(2,541)	(2,540)
Tier 1 common capital (non-GAAP) (l)	\$ 11,366	\$ 10,749	\$ 11,585	\$ 12,585	\$ 7,633
Risk-weighted assets (m)	\$ 128,575	\$ 154,038	\$ 154,319	\$ 147,979	\$ 158,326
Tier 1 common (to risk-weighted assets) (l)	8.84%	6.98%	7.51%	8.50%	4.82%

(a) Effective June 30, 2009, we converted from a limited liability company into a corporation and, as a result, became subject to corporate U.S. federal, state, and local taxes. Our conversion to a corporation resulted in a change in tax status and a net deferred tax liability of \$1.2

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billion was established through income tax expense.

- (b) Due to the antidilutive effect of converting the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares and the net loss from continuing operations attributable to common shareholders for 2013, and 2011, respectively, net (loss) income from continuing operations attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

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- (c) The pro forma financial information gives retroactive effect to the _____ -for-one stock split on shares of our common stock effected on _____, 2014.
- (d) Core pretax income (loss) is not a financial measure defined by accounting principles generally accepted in the United States of America (GAAP). We define core pretax income as earnings from continuing operations before income taxes and original issue discount amortization expense primarily associated with our 2008 bond exchange. We believe that the presentation of core pretax income (loss) is useful information for the users of our financial statements in understanding the earnings from our core businesses. In addition, core pretax income (loss) is an important measure that management uses to assess the performance of our operations. We believe that core pretax income (loss) is a useful alternative measure of our ongoing profitability and performance, when viewed in conjunction with GAAP measures. The presentation of this additional information is not a substitute for net income (loss) determined in accordance with GAAP.
- (e) Primarily represents original issue discount amortization expense associated with the 2008 bond exchange that was reported as a loss on extinguishment of debt in Consolidated Statement of Income, respectively.
- (f) The ratios were computed based on average assets and average equity using a combination of monthly and daily average methodologies.
- (g) Net interest spread represents the difference between the rate on total interest earning assets and the rate on total interest-bearing liabilities, excluding discontinued operations for the periods shown.
- (h) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.
- (i) Tier 1 capital generally consists of common equity, minority interests, qualifying noncumulative preferred stock, and the fixed rate cumulative preferred stock sold to Treasury under the Troubled Asset Relief Program (TARP), less goodwill and other adjustments.
- (j) Total risk-based capital is the sum of Tier 1 and Tier 2 capital. Tier 2 capital generally consists of preferred stock not qualifying as Tier 1 capital, limited amounts of subordinated debt and the allowance for loan losses, and other adjustments. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital.
- (k) Tier 1 leverage equals Tier 1 capital divided by adjusted quarterly average total assets (which reflects adjustments for disallowed goodwill and certain intangible assets). The minimum Tier 1 leverage ratio is 3% or 4% depending on factors specified in the regulations.
- (l) We define Tier 1 common as Tier 1 capital less noncommon elements, including qualifying perpetual preferred stock, minority interest in subsidiaries, trust preferred securities, and mandatorily convertible preferred securities. Ally considers various measures when evaluating capital utilization and adequacy, including the Tier 1 common equity ratio, in addition to capital ratios defined by banking regulators. This calculation is intended to complement the capital ratios defined by banking regulators for both absolute and comparative purposes. Because GAAP does not include capital ratio measures, Ally believes there are no comparable GAAP financial measures to these ratios. Tier 1 common equity is not formally defined by GAAP or codified in the federal banking regulations and, therefore, is considered to be a non-GAAP financial measure. Ally believes the Tier 1 common equity ratio is important because we believe analysts and banking regulators may assess our capital adequacy using this ratio. Additionally, presentation of this measure allows readers to compare certain aspects of our capital adequacy on the same basis to other companies in the industry.
- (m) Risk-weighted assets are defined by regulation and are determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories.

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RISK FACTORS

You should carefully consider the following risk factors that may affect our business, future operating results and financial condition, as well as the other information set forth in this prospectus before making a decision to invest in our common stock. Any of the following risks could materially and adversely affect our business, financial condition or results of operations. In such case, the trading price of our common stock would likely decline due to any of these risks, and you may lose all or part of your investment.

Risks Related to Regulation

Our business, financial condition, and results of operations could be adversely affected by regulations to which we are subject as a result of our bank holding company and financial holding company status.

We are a bank holding company and a financial holding company under the BHC Act. Many of the regulatory requirements to which we are subject as a bank holding company were not applicable to us prior to December 2008 and have and will continue to require significant expense and devotion of resources to fully implement necessary policies and procedures to ensure continued compliance. Compliance with such regulations involves substantial costs and may adversely affect our ability to operate profitably. The 2008 financial crisis has resulted in bank regulatory agencies placing increased focus and scrutiny on participants in the financial services industry, including us. For a description of our regulatory requirements, see [Business](#) [Certain Regulatory Matters](#).

Ally is subject to ongoing supervision, examination and regulation by the FRB, and Ally Bank by the FDIC and the Utah DFI, in each case, through regular examinations and other means that allow the regulators to gauge management's ability to identify, assess, and control risk in all areas of operations in a safe-and-sound manner and to ensure compliance with laws and regulations. In the course of their supervision and examinations, our regulators may require improvements in various areas. Such areas could include, among others: board and senior management oversight, risk management, regulatory reporting, internal audit planning, capital adequacy process, stress testing, Bank Secrecy Act / anti-money laundering compliance, compliance management and training, compliance monitoring, and consumer complaint resolution. Ally is currently required by its regulators to make improvements related to its fair lending monitoring practices. Any requirement imposed is generally judicially enforceable, and if we are unable to implement and maintain any required actions in a timely and effective manner, we could become subject to formal supervisory actions that could lead to significant restrictions on our existing business or on our ability to develop any new business. Such forms of supervisory action could include, without limitation, written agreements, cease and desist orders, and consent orders and may, among other things, result in restrictions on our ability to pay dividends, requirements to increase capital, restrictions on our activities, the imposition of civil monetary penalties, and enforcement of such action through injunctions or restraining orders. We could also be required to dispose of certain assets and liabilities within a prescribed period. The terms of any such supervisory action could have a material adverse effect on our business, operating flexibility, financial condition, and results of operations.

As a financial holding company, we are permitted to engage in a broader range of financial and related activities than those that are permissible for bank holding companies, in particular, securities, insurance, and merchant banking activities. Ally's status as a financial holding company allows us to continue all existing insurance activities, as well as our SmartAuction vehicle remarketing services for third parties. Notwithstanding our status as a financial holding company, certain activities may require prior approval of the relevant banking supervisors. There can be no assurance that such prior approval will be obtained. To maintain its status as a financial holding company, Ally and its bank subsidiary, Ally Bank, must remain well-capitalized and well-managed, as defined under applicable law. If we fail to maintain our status as a financial holding company, our ability to engage in the broader range of activities permitted to financial holding companies may be restricted and we may be required to discontinue these activities or divest our bank subsidiary, Ally Bank.

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Our ability to execute our business strategy may be affected by regulatory considerations.

Our business strategy for Ally Bank, which is primarily focused on automotive lending and growth of our direct-channel deposit business, is subject to regulatory oversight from a safety and soundness perspective. If our banking supervisors raise concerns regarding any aspect of our business strategy for Ally Bank, we may be obliged to alter our strategy, which could include moving certain activities, such as certain types of lending, outside of Ally Bank to one of our nonbanking affiliates. Alternative funding sources outside of Ally Bank, such as unsecured funding in the capital markets, could be more expensive than funding through Ally Bank and could adversely affect our business prospects, results of operations, and financial condition. Further, our regulators require Ally Bank to maintain capital levels in excess of what management believes is needed, which affects Ally Bank's ability to optimally deploy capital and execute certain business initiatives, and we will need to obtain regulatory approvals in order to maintain lower capital levels.

We are subject to capital planning and systemic risk regimes, which impose significant restrictions and requirements.

As a bank holding company with \$50 billion or more of consolidated assets, Ally is required to conduct periodic stress tests and submit a proposed capital action plan to the FRB every January, which the FRB must take action on by the following March. The proposed capital action plan must include a description of all planned capital actions over a nine-quarter planning horizon, including any issuance of a debt or equity capital instrument, any capital distribution, and any similar action that the FRB determines could have an impact on Ally's consolidated capital. The proposed capital action plan must also include a discussion of how Ally will maintain capital above the minimum regulatory capital ratios and above a Tier 1 common equity-to-total risk-weighted assets ratio of 5 percent, and serve as a source of strength to Ally Bank. The FRB's capital plan rule requires that Ally receive no objection from the FRB prior to making a capital distribution. The failure to receive no objection from the FRB would prohibit us from paying dividends and making other capital distributions. See Business - Certain Regulatory Matters for further details.

In addition, in February 2014, the FRB issued a final rule to implement certain of the enhanced prudential standards mandated by Section 165 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) for large bank holding companies such as Ally. The final rule will, among other things, require Ally to maintain a sufficient quantity of highly liquid assets to survive a projected 30-day liquidity stress event and implement various liquidity-related corporate governance measures; and impose certain requirements, duties and qualifications for Ally's risk committee and chief risk officer. The final rule will have a general compliance date of January 1, 2015. The enhanced prudential standards, when effective, could adversely affect our business prospects, results of operations and financial condition. Additionally, the FRB has stated that it will issue, at a later date, final rules to implement certain other enhanced prudential standards mandated by Section 165 of the Dodd-Frank Act, including single counterparty credit limits and an early remediation framework. Once implemented and adopted, these rules could adversely affect our business prospects, results of operations and financial condition.

Our ability to rely on deposits as a part of our funding strategy may be limited.

Ally Bank continues to be a key part of our funding strategy, and we have continued to place greater reliance on deposits as a source of funding through Ally Bank. Ally Bank does not have a retail branch network, and it obtains its deposits through direct banking and brokered deposits which, at December 31, 2013, included \$8.2 billion of brokered certificates of deposit that may be more price sensitive than other types of deposits and may become less available if alternative investments offer higher interest rates. At December 31, 2013, brokered deposits represented 18% of Ally Bank total deposits. Our ability to maintain our current level of deposits or grow our deposit base could be affected by regulatory restrictions including the possible imposition of prior approval requirements, restrictions on deposit growth, or restrictions on our rates offered. In addition, perceptions of our financial strength, rates offered by third parties, and other competitive factors beyond our control, including returns on alternative investments, will also impact the size of our deposit base. In addition, our regulators may impose restrictions on our ability to fund certain types of assets at Ally Bank, potentially raising the cost of funding those

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activities without the use of Ally Bank deposits. Qualitative and quantitative liquidity requirements that are being proposed and finalized by the U.S. banking regulators may also impact our funding strategy.

The regulatory environment in which we operate could have a material adverse effect on our business and earnings.

Our domestic operations are subject to various laws and judicial and administrative decisions imposing various requirements and restrictions relating to supervision and regulation by state and federal authorities. Such regulation and supervision are primarily for the benefit and protection of our customers, not for the benefit of investors in our securities, and could limit our discretion in operating our business. Noncompliance with applicable statutes, regulations, rules, or policies could result in the suspension or revocation of any license or registration at issue as well as the imposition of civil fines and criminal penalties.

Ally, Ally Bank, and many of our nonbank subsidiaries are heavily regulated by bank and other regulatory agencies at the federal and state levels. This regulatory oversight is established to protect depositors, the FDIC's Deposit Insurance Fund, and the banking system as a whole, not security holders. Changes to statutes, regulations, rules, or policies including the interpretation or implementation of statutes, regulations, rules, or policies could affect us in substantial and unpredictable ways including limiting the types of financial services and products we may offer, limiting our ability to pursue acquisitions and increasing the ability of third parties to offer competing financial services and products.

Our inability to remain in compliance with regulatory requirements in a particular jurisdiction could have a material adverse effect on our operations in that market with regard to the affected product and on our reputation generally. No assurance can be given that applicable laws or regulations will not be amended or construed differently, that new laws and regulations will not be adopted, or that we will not be prohibited by local laws or regulators from raising interest rates above certain desired levels, any of which could materially adversely affect our business, operating flexibility, financial condition, or results of operations.

Financial services legislative and regulatory reforms may have a significant impact on our business and results of operations.

The Dodd-Frank Act, which became law in July 2010, has and will continue to substantially change the legal and regulatory framework under which we operate. Certain portions of the Dodd-Frank Act were effective immediately, and others have become effective since enactment, while others are subject to further rulemaking and discretion of various regulatory bodies. The Dodd-Frank Act, when fully implemented, will have material implications for Ally and the entire financial services industry. Among other things, it would:

result in Ally being subject to enhanced oversight and scrutiny as a result of being a bank holding company with \$50 billion or more in total consolidated assets (large bank holding company);

increase the levels of capital and liquidity with which Ally must operate and affect how it plans capital and liquidity levels;

subject Ally to new and/or higher fees paid to various regulatory entities, including but not limited to deposit insurance fees and any other similar assessments paid by Ally Bank to the FDIC;

potentially impact a number of Ally's business and risk management strategies;

potentially restrict the revenue that Ally generates from certain businesses;

require Ally to provide to the FRB and FDIC an annual plan for its rapid and orderly resolution in the event of material financial distress;

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subject Ally to regulation by the Consumer Financial Protection Bureau (CFPB), which has very broad rule-making, examination, and enforcement authorities; and

subject derivatives that Ally enters into for hedging, risk management and other purposes to a comprehensive new regulatory regime which, over time, will require central clearing and execution on designated markets or execution facilities for certain standardized derivatives and impose margin, documentation, trade reporting and other new requirements.

While U.S. regulators have finalized many regulations to implement various provisions of the Dodd-Frank Act, they plan to propose or finalize additional regulations for implementation in the future. In light of the further rulemaking required to fully implement the Dodd-Frank Act, as well as the discretion afforded to federal regulators, the full impact of this legislation on Ally, its business strategies, and financial performance cannot be known at this time and may not be known for a number of years. In addition, regulations may impact us differently in comparison to other more established financial institutions. However, these impacts are expected to be substantial and some of them are likely to adversely affect Ally and its financial performance. The extent to which Ally can adjust its strategies to offset such adverse impacts also is not knowable at this time.

Our business may be adversely affected upon our implementation of the revised capital requirements under the U.S. Basel III final rules.

In December 2010, the Basel Committee on Banking Supervision (Basel Committee) reached an agreement on the Basel III capital framework, which was designed to increase the quality and quantity of regulatory capital by introducing new risk-based and leverage capital standards. The U.S. banking regulators have finalized rules implementing the Basel III capital framework and related Dodd-Frank Act provisions. The U.S. Basel III final rules represent substantial revisions to the existing regulatory capital standards for U.S. banking organizations. Ally will become subject to the U.S. Basel III final rules beginning on January 1, 2015. Certain aspects of the U.S. Basel III final rules, including the new capital buffers and regulatory capital deductions, will be phased in over several years. The U.S. Basel III final rules will subject Ally to higher minimum risk-based capital ratios and capital buffers above these minimum requirements. Failure to maintain such buffers will result in restrictions on Ally's ability to make capital distributions, including dividend payment, stock repurchases and redemptions, and pay discretionary bonuses to executive officers.

The U.S. Basel III final rules will, over time, require more stringent deductions for, among other assets, certain deferred tax assets (DTAs) from Ally's Common Equity Tier 1 capital and limit Ally's ability to meet its regulatory capital requirements through the use of trust preferred securities, or other hybrid securities (although certain debt or equity issued to the U.S. government under the Emergency Economic Stabilization Act are grandfathered as Tier 1 capital).

If we or Ally Bank fail to satisfy regulatory capital requirements, we or Ally Bank may be subject to serious regulatory sanctions ranging in severity from being precluded from making acquisitions or engaging in new activities to becoming subject to informal or formal supervisory actions by the FRB and/or FDIC and, potentially, FDIC receivership of Ally Bank. If any of these were to occur, such actions could prevent us from successfully executing our business plan and have a material adverse effect on our business, results of operations, and financial position. Effective January 1, 2015, the well-capitalized standard for Ally Bank will be revised to reflect the higher capital requirements in the U.S. Basel III final rules. To maintain its status as a financial holding company, Ally and its bank subsidiary, Ally Bank, must remain well-capitalized and well-managed, as defined under applicable law.

Commencing with the current capital planning and stress testing cycle that began in October 2013, the Dodd-Frank company-run stress tests and FRB supervisory stress tests to which Ally is subject, the annual capital plan that Ally must submit and the FRB's annual post-stress capital analysis under the Comprehensive Capital Analysis and Review (CCAR) must incorporate the more stringent capital requirements in the U.S. Basel III final

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rules as they are phased in over the nine-quarter forward-looking planning horizon. Under the FRB's capital plan rule, an objection to a large bank holding company's capital plan would prohibit it from paying dividends or making certain other capital distributions.

Our business, financial condition, and results of operations could be adversely affected by governmental fiscal and monetary policies.

Our business and earnings are significantly affected by the fiscal and monetary policies of the U.S. government and its agencies. We are particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. The FRB's policies influence the new and used vehicle financing market, which significantly affects the earnings of our businesses. The FRB's policies also influence the yield on our interest earning assets and the cost of our interest-bearing liabilities. Changes in those policies are beyond our control and difficult to predict and could adversely affect our revenues, profitability, and financial condition.

Future consumer legislation or actions could harm our competitive position.

In addition to the enactment of the Dodd-Frank Act, various legislative bodies have also recently been considering altering the existing framework governing creditors' rights, including legislation that would result in or allow loan modifications of various sorts. Such legislation may change banking statutes and the operating environment in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business; limit or expand permissible activities; or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether new legislation will be enacted, and if enacted, the effect that it or any regulations would have on our activities, financial condition, or results of operations.

Ally and its subsidiaries are involved in investigations, and proceedings by government and self-regulatory agencies, which may lead to material adverse consequences.

Ally and its subsidiaries, including Ally Bank, are or may become involved from time to time in reviews, investigations, and proceedings (both formal and informal), and information-gathering requests, by government and self-regulatory agencies, including the FRB, FDIC, Utah DFI, CFPB, Department of Justice (DOJ), Securities and Exchange Commission (SEC), and the Federal Trade Commission regarding their respective operations. Such requests include subpoenas from each of the SEC and the DOJ. The subpoenas and document requests from the SEC include information covering a wide range of mortgage-related matters, and the subpoenas received from the DOJ include a broad request for documentation and other information in connection with its investigations of potential fraud and other potential legal violations related to mortgage-backed securities, as well as the origination and/or underwriting of mortgage loans.

Further, in December 2013, Ally Financial Inc. and Ally Bank entered into Consent Orders issued by the CFPB and the DOJ pertaining to the allegation of disparate impact in the automotive finance business, which resulted in a \$98 million charge in the fourth quarter of 2013. The Consent Orders require Ally to create a compliance plan addressing, at a minimum, the communication of Ally's expectations of Equal Credit Opportunity Act compliance to dealers, maintenance of Ally's existing limits on dealer finance income for contracts acquired by Ally, and monitoring for potential discrimination both at the dealer level and across all dealers. Ally also must form a compliance committee consisting of Ally and Ally Bank directors to oversee Ally's execution of the Consent Orders' terms. Failure to achieve certain remediation targets could result in the payment of additional amounts in the future.

Investigations, proceedings or information-gathering requests that Ally is, or may become, involved in may result in material adverse consequences including without limitation, adverse judgments, settlements, fines, penalties, injunctions, or other actions.

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Our business, financial position, and results of operations could be adversely affected by the impact of affiliate transaction restrictions imposed in connection with certain financing transactions.

Certain transactions between Ally Bank and any of its nonbank affiliates, including but not limited to Ally Financial Inc. are subject to federal statutory and regulatory restrictions. Pursuant to these restrictions, unless otherwise exempted, covered transactions, including Ally Bank's extensions of credit to and asset purchases from its nonbank affiliates, generally (1) are limited to 10% of Ally Bank's capital stock and surplus with respect to transactions with any individual affiliate, with an aggregate limit of 20% of Ally Bank's capital stock and surplus for all affiliates and all such transactions; (2) in the case of certain credit transactions, are subject to stringent collateralization requirements; (3) in the case of asset purchases by Ally Bank, may not involve the purchase of any asset deemed to be a low quality asset under federal banking guidelines; and (4) must be conducted in accordance with safe-and-sound banking practices (collectively, the Affiliate Transaction Restrictions). Furthermore, there is an attribution rule that provides that a transaction between Ally Bank and a third party must be treated as a transaction between Ally Bank and a nonbank affiliate to the extent that the proceeds of the transaction are used for the benefit of, or transferred to, a nonbank affiliate of Ally Bank.

Under the Dodd-Frank Act, among other changes to Sections 23A and 23B of the Federal Reserve Act, credit exposures resulting from derivatives transactions, securities lending and borrowing transactions, and acceptance of affiliate-issued debt obligations (other than securities) as collateral for a loan or extension of credit will be treated as covered transactions. The Dodd-Frank Act also expands the scope of covered transactions required to be collateralized and places limits on acceptable collateral.

The ability to grow Ally Bank's business in the future could be affected by the Affiliate Transaction Restrictions.

Ally Financial Inc. may require distributions in the future from its subsidiaries.

We currently fund Ally Financial Inc.'s obligations, including dividend payments to our preferred shareholders, and payments of interest and principal on our indebtedness, from cash generated by Ally Financial Inc. In the future, Ally Financial Inc. may not generate sufficient funds at the parent company level to fund its obligations. As such, it may require dividends, distributions, or other payments from its subsidiaries to fund its obligations. However, regulatory and other legal restrictions may limit the ability of Ally Financial Inc.'s subsidiaries to transfer funds freely to Ally Financial Inc. In particular, many of Ally Financial Inc.'s subsidiaries are subject to laws, regulations, and rules that authorize regulatory bodies to block or reduce the flow of funds to it or that prohibit such transfers entirely in certain circumstances. These laws, regulations, and rules may hinder Ally Financial Inc.'s ability to access funds that it may need to make payments on its obligations in the future. Furthermore, as a bank holding company, Ally Financial Inc. may become subject to a prohibition or to limitations on its ability to pay dividends. The bank regulators have the authority and, under certain circumstances, the duty to prohibit or to limit payment of dividends by the banking organizations they supervise, including Ally Financial Inc. and its subsidiaries.

Risks Related to Our Business

The profitability and financial condition of our operations are heavily dependent upon the performance, operations, and prospects of the overall U.S. automotive market, and also upon GM and Chrysler.

GM and Chrysler dealers and their retail customers compose a significant portion of our customer base, and our Dealer Financial Services operations are highly dependent on GM and Chrysler production and sales volume. In 2013, 62% of our U.S. new vehicle dealer inventory financing and 69% of our U.S. new vehicle consumer automotive financing volume were for GM franchised dealers and customers, and 27% of our U.S. new vehicle dealer inventory financing and 22% of our U.S. new vehicle consumer automotive financing volume were for Chrysler dealers and customers.

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On October 1, 2010, GM acquired AmeriCredit Corp. (which GM subsequently renamed General Motors Financial Company, Inc. (GMF)), an independent automotive finance company. Further, during 2013 we completed the sale of our automotive finance operations in Europe and Latin America to GMF and expect to complete the sale of our interest in the joint venture in China to GMF in the next twelve months. As GMF continues to grow and offer new products, and as GM directs additional business to GMF, it could reduce GM's reliance on our services over time, which could have a material adverse effect on our profitability and financial condition. In addition, GMF has begun to offer certain insurance products that we also offer. In addition, GM or other automotive manufacturers could utilize other existing companies to support their financing needs including offering products or terms that we would not or could not offer, which could have a material adverse impact on our business and operations. Furthermore, other automotive manufacturers could expand or establish or acquire captive finance companies to support their financing needs thus reducing their need for our services.

A significant adverse change in GM's or Chrysler's business, including the production or sale of GM or Chrysler vehicles; the quality or resale value of GM or Chrysler vehicles; the use of GM or Chrysler marketing incentives; GM's or Chrysler's relationships with its key suppliers; or GM's or Chrysler's relationship with the United Auto Workers and other labor unions and other factors impacting GM or Chrysler or their respective employees, or significant adverse changes in their respective liquidity position and access to the capital markets; could have a material adverse effect on our profitability and financial condition.

There is no assurance that the automotive market or GM's and Chrysler's respective share of that market will not suffer downturns in the future, and any negative impact could in turn have a material adverse effect on our business, results of operations, and financial position.

Our agreements with GM and Chrysler that provided for certain exclusivity privileges have expired. The expiration of these agreements could have a material adverse effect on our business, results of operations, and financial condition.

We were previously party to agreements with each of GM and Chrysler that provided for certain exclusivity privileges related to subvention programs that they offered. On April 25, 2012, Chrysler provided us with notification of nonrenewal for our existing agreement with them, and as a result, our agreement with Chrysler expired in April 2013. Further, in May 2013 Chrysler announced that it has entered into a ten-year agreement with Santander Consumer USA Inc. (Santander), pursuant to which Santander will provide a full range of wholesale and retail financing services to Chrysler dealers and consumers. Since this time, our originations of Chrysler subvented retail financing and subvented leases have ceased and resulted in a reduction of originations from the Chrysler channel. In addition, our agreement with GM expired effective February 28, 2014. These agreements provided Ally with certain preferred provider benefits, including limiting the use of other financing providers by GM and Chrysler for their incentive programs. While we have entered into a new agreement with GM relating to certain matters, such agreement does not provide Ally with any exclusivity or similar privileges related to the financing of GM vehicles, whether through subvention programs or otherwise. As a result, our existing agreement with GM does not provide the economic benefits or impose the obligations that were included within our prior agreement with GM. We cannot predict the ultimate impact that the expiration of prior agreements or the terms of the new GM Agreement will have on our operations. However, the expiration of these agreements and the terms of the new GM agreement are likely to continue to increase competitive pressure on Ally. Our share of financing for GM consumer sales decreased from 38% in 2011 to 29% in 2013, and our share of financing for Chrysler consumer sales decreased from 32% in 2011 to 14% in 2013.

Our inability to maintain relationships with dealers could have an adverse effect on our business, results of operations, and financial condition.

Our business depends on the continuation of our relationships with our customers, particularly the automotive dealers with whom we do business. While the number of dealers that we have retail relationships with has held relatively flat during 2013, the number of dealers that we have wholesale relationships with has decreased approximately 10% as compared to December 31, 2012. Further, our share of GM commercial

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wholesale financing decreased from 78% in 2011 to 67% in 2013, and our share of Chrysler commercial wholesale financing decreased from 67% in 2011 to 50% in 2013. If we are not able to maintain existing relationships with key automotive dealers or if we are not able to develop new relationships for any reason, including if we are not able to provide services on a timely basis or offer products that meet the needs of the dealers, this trend related to wholesale funding may continue, and the number dealers with which we have retail funding relationships could also decline in the future. As a result, our business, results of operations, and financial condition could be adversely affected in the future.

Our business requires substantial capital and liquidity, and disruption in our funding sources and access to the capital markets would have a material adverse effect on our liquidity, capital positions, and financial condition.

Our liquidity and the long-term viability of Ally depend on many factors, including our ability to successfully raise capital and secure appropriate bank financing. We are currently required to maintain a Tier 1 leverage ratio of 15% at Ally Bank, which will require that Ally maintain substantial capital levels in Ally Bank.

We have significant maturities of unsecured debt each year. While we have reduced our reliance on unsecured funding, it continues to remain a critical component of our capital structure and financing plans. At December 31, 2013, approximately \$5.5 billion in principal amount of total outstanding consolidated unsecured debt is scheduled to mature in 2014, and approximately \$5.2 billion and \$1.9 billion in principal amount of consolidated unsecured debt is scheduled to mature in 2015 and 2016, respectively. We also obtain short-term funding from the sale of floating rate demand notes, all of which the holders may elect to have redeemed at any time without restriction. At December 31, 2013, a total of \$3.2 billion in principal amount of Demand Notes were outstanding. We also rely substantially on secured funding. At December 31, 2013, approximately \$11.9 billion of outstanding consolidated secured debt is scheduled to mature in 2014, approximately \$13.8 billion is scheduled to mature in 2015, and approximately \$7.9 billion is scheduled to mature in 2016. Furthermore, at December 31, 2013, approximately \$15.5 billion in certificates of deposit at Ally Bank are scheduled to mature in 2014, which is not included in the 2014 unsecured maturities provided above. Additional financing will be required to fund a material portion of the debt maturities over these periods. The capital markets can be volatile, and Ally's access to the debt markets may be significantly reduced during periods of market stress.

As a result of volatility in the markets and our current unsecured debt ratings, we have increased our reliance on various secured debt markets. Although market conditions have improved, there can be no assurances that this will continue. In addition, we continue to rely on our ability to borrow from other financial institutions, and many of our primary bank facilities are up for renewal on a yearly basis. Any weakness in market conditions and a tightening of credit availability could have a negative effect on our ability to refinance these facilities and increase the costs of bank funding. Ally and Ally Bank also continue to access the securitization markets. While markets have continued to stabilize following the 2008 liquidity crisis, there can be no assurances these sources of liquidity will remain available to us.

Our indebtedness and other obligations are significant and could materially and adversely affect our business.

We have a significant amount of indebtedness. At December 31, 2013, we had approximately \$79.2 billion in principal amount of indebtedness outstanding (including \$47.6 billion in secured indebtedness). Interest expense on our indebtedness constituted approximately 33% of our total financing revenue and other interest income for the year ended December 31, 2013. In addition, during the twelve months ending December 31, 2013, we declared and paid preferred stock dividends of \$810 million in the aggregate.

We have the ability to create additional unsecured indebtedness. If our debt service obligations increase, whether due to the increased cost of existing indebtedness or the incurrence of additional indebtedness, we may be required to dedicate a significant portion of our cash flow from operations to the payment of principal of, and

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interest on, our indebtedness, which would reduce the funds available for other purposes. Our indebtedness also could limit our ability to withstand competitive pressures and reduce our flexibility in responding to changing business and economic conditions.

The financial services industry is highly competitive. If we are unable to compete successfully or if there is increased competition in the automotive financing and/or insurance markets or generally in the markets for securitizations or asset sales, our business could be negatively affected.

The markets for automotive financing, banking, and insurance are highly competitive. The market for automotive financing has grown substantially more competitive as more consumers are financing their vehicle purchases and as more competitors continue to enter this market as a result of how well automotive finance assets generally performed relative to other asset classes during the 2008 economic downturn. Competition for automotive financing has further intensified as a growing number of banks have become increasingly interested in automotive-finance assets, which has resulted in pressure on our net interest margins. For example, on April 1, 2011, TD Bank Group announced the closing of its acquisition of Chrysler Financial, which could enhance Chrysler Financial's ability to expand its product offerings and may result in increased competition. Ally Bank faces significant competition from commercial banks, savings institutions, mortgage companies, and other financial institutions. Our insurance business faces significant competition from insurance carriers, reinsurers, third-party administrators, brokers, and other insurance-related companies. Many of our competitors have substantial positions nationally or in the markets in which they operate. Some of our competitors have lower cost structures, substantially lower costs of capital, and are much less reliant on securitization activities, unsecured debt, and other public markets. Our competitors may be subject to different, and in some cases, less stringent, legislative and regulatory regimes than we are, thus putting us at a competitive disadvantage to these competitors. We face significant competition in most areas including product offerings, rates, pricing and fees, and customer service. If we are unable to compete effectively in the markets in which we operate, our profitability and financial condition would be negatively affected.

The markets for asset securitizations and whole-loan sales are competitive, and other issuers and originators could increase the amount of their issuances and sales. In addition, lenders and other investors within those markets often establish limits on their credit exposure to particular issuers, originators, and asset classes, or they may require higher returns to increase the amount of their exposure. Increased issuance by other participants in the market or decisions by investors to limit their credit exposure to (or to require a higher yield for) us or to automotive securitizations or whole-loans could negatively affect our ability and that of our subsidiaries to price our securitizations and whole-loan sales at attractive rates. The result would be lower proceeds from these activities and lower profits for our subsidiaries and us.

Our allowance for loan losses may not be adequate to cover actual losses, and we may be required to materially increase our allowance, which may adversely affect our capital, financial condition, and results of operations.

We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expenses, which represents management's best estimate of probable credit losses that have been incurred within the existing portfolio of loans, all as described in Note 1 to the Consolidated Financial Statements. The allowance, in the judgment of management, is established to reserve for estimated loan losses and risks inherent in the loan portfolio. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks using existing qualitative and quantitative information, all of which may undergo material changes. Changes in economic conditions affecting borrowers, accounting rules and related guidance, new information regarding existing loans, identification of additional problem loans, and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. In addition, our continued expansion of our originations across a broader credit spectrum is expected to increase our allowance for loan losses in the future.

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Bank regulatory agencies periodically review our allowance for loan losses, as well as our methodology for calculating our allowance for loan losses and may require an increase in the provision for loan losses or the recognition of additional loan charge-offs, based on judgments different than those of management. An increase in the allowance for loan losses results in a decrease in net income and capital and may have a material adverse effect on our capital, financial condition, and results of operations.

We are exposed to consumer credit risk, which could adversely affect our profitability and financial condition.

We are subject to credit risk resulting from defaults in payment or performance by customers for our contracts and loans, as well as contracts and loans that are securitized and in which we retain a residual interest. Furthermore, a weak economic environment and high unemployment rates could exert pressure on our consumer automotive finance customers resulting in higher delinquencies, repossessions, and losses. There can be no assurances that our monitoring of our credit risk as it affects the value of these assets and our efforts to mitigate credit risk through our risk-based pricing, appropriate underwriting policies, and loss-mitigation strategies are, or will be, sufficient to prevent a further adverse effect on our profitability and financial condition. We have continued to expand our nonprime automobile financing. We define nonprime consumer automobile loans primarily as those loans with a FICO score (or an equivalent score) at origination of less than 620. In addition, we have increased our used vehicle financing. Customers that finance used vehicles tend to have lower FICO scores as compared to new vehicle customers, and defaults resulting from vehicle breakdowns are more likely to occur with used vehicles as compared to new vehicles that are financed. At December 31, 2013, the carrying value of our Automotive Finance operations nonprime consumer automobile loans before allowance for loan losses was \$6.0 billion, or approximately 10.7% of our total consumer automobile loans. Of these loans, \$91 million were considered nonperforming as they had been placed on nonaccrual status in accordance with internal loan policies. Refer to the Nonaccrual Loans section of Note 1 to the Consolidated Financial Statements for additional information. As we continue to grow our nonprime automobile financing loans over time, our credit risk may increase. As part of the underwriting process, we rely heavily upon information supplied by third parties. If any of this information is intentionally or negligently misrepresented and the misrepresentation is not detected before completing the transaction, the credit risk associated with the transaction may be increased.

Our profitability and financial condition could be materially and adversely affected if the residual value of off-lease vehicles decrease in the future.

Lease originations are increasingly a substantial portion of our consumer financing originations. In particular, our GM lease originations grew to 23% in 2013 of our consumer financing originations from 13% in 2011. Our expectation of the residual value of a vehicle subject to an automotive lease contract is a critical element used to determine the amount of the lease payments under the contract at the time the customer enters into it. As a result, to the extent the actual residual value of the vehicle, as reflected in the sales proceeds received upon remarketing at lease termination, is less than the expected residual value for the vehicle at lease inception, we incur additional depreciation expense and/or a loss on the lease transaction. General economic conditions, the supply of off-lease and other vehicles to be sold, new vehicle market prices, perceived vehicle quality, overall price and volatility of gasoline or diesel fuel, among other factors, heavily influence used vehicle prices and thus the actual residual value of off-lease vehicles. Consumer confidence levels and the strength of automotive manufacturers and dealers can also influence the used vehicle market. For example, during 2008, sharp declines in demand and used vehicle sale prices adversely affected our remarketing proceeds and financial results.

Vehicle brand images, consumer preference, and vehicle manufacturer marketing programs that influence new and used vehicle markets also influence lease residual values. In addition, our ability to efficiently process and effectively market off-lease vehicles affects the disposal costs and proceeds realized from the vehicle sales. While manufacturers, at times, may provide support for lease residual values including through residual support programs, this support does not in all cases entitle us to full reimbursement for the difference between the remarketing sales proceeds for off-lease vehicles and the residual value specified in the lease contract.

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Differences between the actual residual values realized on leased vehicles and our expectations of such values at contract inception could have a material negative impact on our profitability and financial condition.

General business and economic conditions may significantly and adversely affect our revenues, profitability, and financial condition.

Our business and earnings are sensitive to general business and economic conditions in the United States. A downturn in economic conditions resulting in increased short- and long-term interest rates, inflation, fluctuations in the debt capital markets, unemployment rates, housing prices, consumer and commercial bankruptcy filings, or a decline in the strength of national and local economies and other factors that negatively affect household incomes could decrease demand for our financing products and increase financing delinquency and losses on our customer and dealer financing operations. Further, a significant and sustained increase in fuel prices could lead to diminished new and used vehicle purchases and negatively affect our automotive finance business. Finally, concerns about the pace of economic growth in the U.S. and elsewhere and uncertainty regarding U.S. fiscal and monetary policies and the federal deficit, have resulted in significant volatility in the financial markets, and could impact our ability to obtain, and the pricing with respect to, funding that is collateralized by affected instruments and obtained through the secured and unsecured markets. As these conditions persist, our business, results of operation, and financial position could be materially adversely affected.

If the rate of inflation were to increase, or if the debt capital markets or the economy of the United States were to weaken, or if home prices or new and used vehicle purchases experience declines, we could be significantly and adversely affected, and it could become more expensive for us to conduct our business. For example, business and economic conditions that negatively affect household incomes, housing prices, and consumer behavior related to our businesses could decrease (1) the demand for our new and used vehicle financing and (2) the value of the collateral underlying our portfolio of held-for-investment assets and new and used vehicle loans and interests that continue to be held by us, thus further increasing the number of consumers who become delinquent or default on their loans. In addition, the rate of delinquencies, foreclosures, and losses on our loans could be higher during more severe economic slowdowns.

Any sustained period of increased delinquencies, foreclosures, or losses could further harm our ability to sell our new and used vehicle loans, the prices we receive for our new and used vehicle loans, or the value of our portfolio of mortgage and new and used vehicle loans held-for-investment or interests from our securitizations, which could harm our revenues, profitability, and financial condition. Continued adverse business and economic conditions could affect demand for new and used vehicles, housing, the cost of construction, and other related factors that could harm the revenues and profitability of our business.

Acts or threats of terrorism and political or military actions taken by the United States or other governments could adversely affect general economic or industry conditions.

Geopolitical conditions may affect our earnings. Acts or threats of terrorism and political or military actions taken by the United States or other governments in response to terrorism, or similar activity, could adversely affect general economic or industry conditions.

Treasury will continue to own an interest in us following this offering, and its interests may differ from those of our other stockholders.

Immediately following this offering, Treasury will own approximately % of our outstanding shares of common stock (% if the underwriters in the offering exercise their over-allotment option in full).

Pursuant to the Stockholders Agreement dated August 19, 2013, as of the date hereof, Treasury had appointed four of the eleven members to our board of directors. As a result of this stock ownership interest and Treasury's right to appoint four directors to our board of directors, Treasury has the ability to exert control,

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through its power to vote for the election of our directors, over various matters. To the extent Treasury elects to exert such control over us, its interests (as a government entity) may differ from those of our other stockholders and it may influence, through its ability to vote for the election of our directors, matters including:

the selection, tenure and compensation of our management;

our business strategy and product offerings;

our relationship with our employees and other constituencies; and

our financing activities, including the issuance of debt and equity securities.

In the future we may also become subject to new and additional laws and government regulations regarding various aspects of our business as a result of participation in the TARP program and the U.S. government's ownership in our business. These regulations could make it more difficult for us to compete with other companies that are not subject to similar regulations.

The limitations on compensation imposed on us due to our participation in TARP, including the restrictions placed on our compensation by the Special Master for TARP Executive Compensation, may adversely affect our ability to retain and motivate our executives and employees.

Our performance is largely dependent on the talent and efforts of our management team and employees. As a result of our participation in TARP, the compensation of certain members of our management team and employees is subject to extensive restrictions under the Emergency Economic Stabilization Act of 2008, as amended by the American Recovery and Reinvestment Act of 2009 (the ARRA), which was signed into law on February 17, 2009, as implemented by the Interim Final Rule issued by Treasury on June 15, 2009 (the IFR). In addition, due to our participation in TARP, pursuant to ARRA and the IFR, the Office of the Special Master for TARP Executive Compensation has the authority to further regulate our compensation arrangements with certain of our executives and employees. In addition, we may become subject to further restrictions under any other future legislation or regulation limiting executive compensation. Many of the restrictions are not limited to our senior executives and affect other employees whose contributions to revenue and performance may be significant. These limitations may leave us unable to create a compensation structure that permits us to retain and motivate certain of our executives and employees or to attract new executives or employees, especially if we are competing against institutions that are not subject to the same restrictions. Any such inability could have a material and adverse effect on our business, financial condition, and results of operations.

Our borrowing costs and access to the unsecured debt capital markets depend significantly on our credit ratings.

The cost and availability of unsecured financing are materially affected by our short- and long-term credit ratings. Each of Standard & Poor's Rating Services; Moody's Investors Service, Inc.; Fitch, Inc.; and Dominion Bond Rating Service rates our debt. Our current ratings as assigned by each of the respective rating agencies are below investment grade, which negatively impacts our access to liquidity and increases our borrowing costs in the unsecured market. Ratings reflect the rating agencies' opinions of our financial strength, operating performance, strategic position, and ability to meet our obligations. Future downgrades of our credit ratings would increase borrowing costs and further constrain our access to the unsecured debt markets and, as a result, would negatively affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements as well as impact elements of certain existing secured borrowing arrangements.

Agency ratings are not a recommendation to buy, sell, or hold any security and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

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Significant indemnification payments or contract, lease, or loan repurchase activity of retail contracts or leases could harm our profitability and financial condition.

We have repurchase obligations in our capacity as servicer in securitizations and whole-loan sales. If a servicer breaches a representation, warranty, or servicing covenant with respect to an automotive receivable, the servicer may be required by the servicing provisions to repurchase that asset from the purchaser or otherwise compensate one or more classes of investors for losses caused by the breach. If the frequency at which repurchases of assets or other payments occurs increases substantially from its present rate, the result could be a material adverse effect on our financial condition, liquidity, and results of operations.

Our earnings may decrease because of decreases or increases in interest rates.

We are subject to risks from decreasing interest rates. A low interest rate environment or a flat or inverted yield curve may adversely affect certain of our businesses by compressing net interest margins or reducing the amounts we earn on our investment securities portfolio, thereby reducing our net interest income and other revenues.

Rising interest rates could also have an adverse impact on our business as well. For example, rising interest rates:

will increase our cost of funds;

may reduce our consumer automotive financing volume by influencing customers to pay cash for, as opposed to financing, vehicle purchases or not to buy new vehicles;

may negatively impact our ability to remarket off-lease vehicles; and

will generally reduce the value of automotive financing loans and contracts and retained interests and fixed income securities held in our investment portfolio.

Our hedging strategies may not be successful in mitigating our risks associated with changes in interest rates and could affect our profitability and financial condition as could our failure to comply with hedge accounting principles and interpretations.

We employ various economic hedging strategies to mitigate the interest rate and prepayment risk inherent in many of our assets and liabilities. Our hedging strategies rely on assumptions and projections regarding our assets, liabilities, and general market factors. If these assumptions and projections prove to be incorrect or our hedges do not adequately mitigate the impact of changes in interest rates, we may experience volatility in our earnings that could adversely affect our profitability and financial condition. In addition, we may not be able to find market participants that are willing to act as our hedging counterparties, which could have an adverse effect on the success of our hedging strategies.

In addition, hedge accounting in accordance with accounting principles generally accepted in the United States of America (GAAP) requires the application of significant subjective judgments to a body of accounting concepts that is complex.

A failure of or interruption in, as well as, security risks of the communications and information systems on which we rely to conduct our business could adversely affect our revenues and profitability.

We rely heavily upon communications and information systems to conduct our business. Any failure or interruption of our information systems or the third-party information systems on which we rely as a result of inadequate or failed processes or systems, human errors, employee misconduct, catastrophic events, external or

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internal security breaches, acts of vandalism, computer viruses, malware, misplaced or lost data, or other external events could cause underwriting or other delays and could result in fewer applications being received, slower processing of applications, and reduced efficiency in servicing.

In addition, our communication and information systems may present security risks, and could be susceptible to hacking or identity theft. The access by unauthorized persons to personal, confidential or proprietary information in our possession or our proprietary information, software, methodologies and business secrets could result in a significant legal and financial exposure, supervisory liability, damage to our reputation or a loss of confidence in the security of our systems, products, and services. For example, similar to other large financial institutions, in the past we have been subject to cyber attacks that briefly resulted in slow performance and unavailability of our website for some customers. Information security risks for large financial institutions like us have increased recently in part because of new technologies, the use of the internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists, and others. We may not be able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. The occurrence of any of these events could have a material adverse effect on our business.

We use estimates and assumptions in determining the fair value of certain of our assets. If our estimates or assumptions prove to be incorrect, our cash flow, profitability, financial condition, and business prospects could be materially and adversely affected.

We use estimates and various assumptions in determining the fair value of many of our assets, including certain held-for-sale loans for which we elected fair value accounting, retained interests from securitizations of loans and contracts, and other investments, which do not have an established market value or are not publicly traded. We also use estimates and assumptions in determining the residual values of leased vehicles. In addition, we use estimates and assumptions in determining our reserves for legal matters, insurance losses and loss adjustment expenses which represent the accumulation of estimates for both reported losses and those incurred, but not reported, including claims adjustment expenses relating to direct insurance and assumed reinsurance agreements. For further discussion related to estimates and assumptions, see

Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Estimates. Our assumptions and estimates may be inaccurate for many reasons, including that they often involve matters that are inherently difficult to predict and that are beyond our control (for example, macro-economic conditions and their impact on our dealers), and that they often involve complex interactions between a number of dependent and independent variables, factors, and other assumptions. As a result, our actual experience may differ materially from these estimates and assumptions. A material difference between our estimates and assumptions and our actual experience may adversely affect our cash flow, profitability, financial condition, and business prospects.

Fluctuations in valuation of investment securities or significant fluctuations in investment market prices could negatively affect revenues.

Investment market prices in general are subject to fluctuation. Consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value and could negatively affect our revenues. Additionally, negative fluctuations in the value of available-for-sale investment securities could result in unrealized losses recorded in equity. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments, national and international events, and general market conditions.

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Changes in accounting standards issued by the Financial Accounting Standards Board (FASB) could adversely affect our reported revenues, profitability, and financial condition.

Our financial statements are subject to the application of GAAP, which are periodically revised and/or expanded. The application of accounting principles is also subject to varying interpretations over time. Accordingly, we are required to adopt new or revised accounting standards or comply with revised interpretations that are issued from time to time by various parties, including accounting standard setters and those who interpret the standards, such as the FASB and the SEC, banking regulators, and our independent registered public accounting firm. Those changes could adversely affect our reported revenues, profitability, or financial condition.

Recently, the FASB has proposed new financial accounting standards, and has many active projects underway, that could materially affect our reported revenues, profitability, or financial condition. These proposed standards or projects include the potential for significant changes in the accounting for financial instruments (including loans, deposits, allowance for loan losses, and debt) and the accounting for leases, among others. It is possible that any changes, if enacted, could adversely affect our reported revenues, profitability, or financial condition.

The soundness of other financial institutions could adversely affect us.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to different counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty.

Adverse economic conditions or changes in laws in states in which we have customer concentrations may negatively affect our operating results and financial condition.

We are exposed to consumer loan portfolio concentration in certain states, including California, Texas, and Florida. Factors adversely affecting the economies and applicable laws in these and other states could have an adverse effect on our business, results of operations and financial position.

Risks Related to this Offering and Ownership of Our Common Stock

The sale or availability for sale of substantial amounts of our common stock could cause our common stock price to decline or impair our ability to raise capital.

Sales of a substantial number of shares of our common stock in the public market following this offering, or the perception that large sales could occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of equity and equity-related securities. Upon completion of this offering, there will be _____ shares of common stock issued and outstanding.

Of the _____ outstanding shares of common stock, the _____ shares of common stock to be sold in this offering (_____ shares if the underwriters in this offering exercise their over-allotment option in full) will be freely tradable without restriction or further registration under the Securities Act, unless those shares are held by any of our _____ affiliates, as that term is defined under Rule 144 of the Securities Act. Following the expiration of any applicable lock-up periods referred to in the section of this prospectus entitled _____ Shares Eligible for Future Sale, the _____ remaining outstanding shares of common stock may be eligible for resale under Rule 144 under the Securities Act subject to applicable restrictions under Rule 144. In addition, pursuant to Exhibit F of the current Bylaws of Ally Financial Inc. (the _____ Registration Rights Agreement _____), we have granted certain existing common stockholders the right to require us in certain circumstances to file registration statements under the Securities Act covering additional resales of our common stock held by them and the right to participate in other registered offerings in certain circumstances. As of the date hereof, certain provisions restricting such common stockholders' ability to sell their stock have expired, and, as a result, the Registration Rights Agreement no longer contains any restrictions on

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these holders' ability to sell their stock. As restrictions on resale end or if these stockholders exercise their registration rights or otherwise sell their shares, the market price of our common stock could decline.

In particular, following this offering, Treasury might sell a large number of the shares of our common stock that they continue to hold. Such sales of a substantial number of shares of our common stock could adversely affect the market price of our common stock.

We have no current plans to pay dividends on our common stock, and our ability to pay dividends on our common stock may be limited.

We have no current plans to commence payment of a dividend on our common stock. Our payment of dividends on our common stock in the future will be determined by our Board of Directors in its sole discretion and will depend on business conditions, our financial condition, earnings and liquidity, and other factors. Our Series G preferred stock allows dividend payments only if 1) our senior guaranteed notes issued on December 31, 2008 are rated investment grade and 2) the payment, together with other dividend payments we made since December 31, 2008, is less than 25% of our cumulative consolidated net income from January 1, 2014 to the most recently ended fiscal quarter for which financial statements are available at the time of such dividend payment. In addition, so long as any share of our Series A preferred stock remains outstanding, no dividend or distribution may be declared or paid on our common stock unless all accrued and unpaid dividends have been paid on the Series A preferred stock.

Any indentures and other financing agreements that we enter into in the future may limit our ability to pay cash dividends on our capital stock, including our common stock. In the event that any of our indentures or other financing agreements in the future restrict our ability to pay dividends in cash on our common stock, we may be unable to pay dividends in cash on our common stock unless we can refinance the amounts outstanding under those agreements.

In addition, under Delaware law, our Board of Directors may declare dividends on our capital stock only to the extent of our statutory surplus (which is defined as the amount equal to total assets minus total liabilities, in each case at fair market value, minus statutory capital), or if there is no such surplus, out of our net profits for the then current and/or immediately preceding fiscal year. Further, even if we are permitted under our contractual obligations and Delaware law to pay cash dividends on our common stock, we may not have sufficient cash to pay dividends in cash on our common stock.

Any plans to commence payment of dividends on our common stock in the future would be subject to the FRB's review and absence of objection. *See* Business - Certain Regulatory Matters - Bank Holding Company and Financial Holding Company Status. There is no assurance that, upon the FRB's review of our future capital plans, we would be permitted to make any planned payments of dividends on our common stock.

Anti-takeover provisions contained in our organizational documents and Delaware law could delay or prevent a takeover attempt or change in control of our company, which could adversely affect the price of our common stock.

Our amended and restated certificate of incorporation, our amended and restated bylaws, and Delaware law contain provisions that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our Board of Directors. Our organizational documents include provisions:

Limiting the liability of our directors, and providing indemnification to our directors and officers; and

Limiting the ability of our stockholders to call and bring business before special meetings.

These provisions, alone or together, could delay hostile takeovers and changes in control of the company or changes in management.

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In addition, after the completion of this offering, we will be subject to Section 203 of the General Corporation Law of the State of Delaware (the DGCL), which generally prohibits a corporation from engaging in various business combination transactions with any interested stockholder (generally defined as a stockholder who owns 15% or more of a corporation's voting stock) for a period of three years following the time that such stockholder became an interested stockholder, except under certain circumstances including receipt of prior board approval.

Any provision of our Certificate of Incorporation or our Bylaws or Delaware law that has the effect of delaying or deterring a hostile takeover or change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock.

See Description of Capital Stock for a further discussion of these provisions.

An ownership change could limit our ability to utilize tax losses and credits carryforwards to offset future taxable income.

As of December 31, 2013, we had a U.S. federal net operating loss carryforward of approximately \$1.2 billion, \$483 million in capital loss carryforwards and \$1.8 billion in foreign tax credits (tax assets). Our ability to use such tax assets to offset future taxable income and reduce future tax liabilities may be significantly limited if we experience an ownership change as defined in Section 382 of the Internal Revenue Code of 1986, as amended (the Code). In general, an ownership change will occur when the percentage of Ally's ownership (by value) of one or more 5-percent shareholders (as defined in the Code) has increased by more than 50 percent over the lowest percentage owned by such shareholders at any time during the prior three years (calculated on a rolling basis). A corporation that experiences an ownership change generally will be subject to an annual limitation on the utilization of its pre-ownership change tax assets equal to the equity value of the corporation immediately before the ownership change, multiplied by the long-term, tax-exempt rate posted monthly by the IRS (subject to certain adjustments). The annual limitation would be increased each year to the extent that there is an unused limitation in a prior year. The limitation on our ability to utilize tax assets arising from an ownership change under Section 382 would depend on the value of our equity at the time of any ownership change.

If we were to experience an ownership change, it is possible that our ability to fully utilize our tax assets may be delayed or deferred, and that a significant portion of our tax assets could expire before we would be able to use them to offset future taxable income or reduce future tax liabilities.

On January 9, 2014, our Board adopted our Tax Asset Protection Plan (the Plan) to help protect these tax assets. The Plan is designed to reduce the likelihood of an ownership change by (i) discouraging any person or group from becoming a 4.99 percent shareholder and (ii) discouraging any existing 4.99 percent shareholder from acquiring additional shares of Ally common stock, subject to certain exceptions. Unless extended, the Plan expires on January 9, 2017.

In addition, on January 9, 2014, our Board approved a protective amendment to our Amended and Restated Certificate of Incorporation (the Protective Amendment), which is designed to prevent certain transfers of Ally common stock that could result in an ownership change. The Protective Amendment generally restricts any transfer of Ally common stock that would (i) increase the ownership by any person to 4.99 percent or more of Ally stock then outstanding or (ii) increase the percentage of Ally stock owned by a Five Percent Stockholder (as defined in the Plan). Unless extended, the Protective Amendment expires on January 9, 2017.

Despite the intentions of the Plan and the Protective Amendment to deter and prevent an ownership change, such an event may still occur. In addition, the Plan and the Protective Amendment may make it more difficult and more expensive to acquire us, and may discourage open market purchases of Ally common stock or a non-negotiated tender or exchange offer for Ally common stock. Accordingly, the Plan and the Protective Amendment may limit a shareholder's ability to realize a premium over the market price of Ally common stock in connection with any stock transaction.

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Because there has not been any public market for our common stock, the market price and trading volume of our common stock may be volatile.

You should consider an investment in our common stock to be risky and you should invest in our common stock only if you can withstand a significant loss and wide fluctuations in the market value of your investment. The price of our common stock after the closing of this offering may fluctuate widely, depending upon many factors, including, but not limited to:

the perceived prospects for the auto finance and mortgage industries in general or for our company;

differences between our actual financial and operating results and those expected by investors;

changes in the share price of public companies with which we compete;

news about our new products or services, enhancements, significant contracts, acquisitions or strategic investments;

changes in our capital structure, such as future issuances of securities, repurchases of our common stock or our incurrence of debt;

changes in general economic or market conditions;

broad market fluctuations;

regulatory actions or changes in applicable laws, rules or regulations;

unfavorable or lack of published research by securities or industry analysts; and

departure of key personnel.

Our common stock may trade at prices significantly below the initial public offering price. In addition, when the market price of a company's common equity drops significantly, stockholders often institute securities class action lawsuits against the company. A lawsuit against us could cause us to incur substantial costs and could divert the time and attention of our management and other resources.

Treasury, which is the selling stockholder, is a federal agency and your ability to bring a claim against Treasury under the federal securities laws may be limited.

The doctrine of sovereign immunity, as limited by the Federal Tort Claims Act (the "FTCA"), provides that claims may not be brought against the United States of America or any agency or instrumentality thereof unless specifically permitted by act of Congress. The FTCA bars claims for fraud or misrepresentation. At least one federal court, in a case involving a federal agency, has held that the United States may assert its sovereign immunity to claims brought under the federal securities laws. In addition, Treasury and its officers, agents, and employees are exempt from liability for any violation or alleged violation of the anti-fraud provisions of Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") by virtue of Section 3(c) thereof. The underwriters are not claiming to be agents of Treasury in this offering. Accordingly, any attempt to assert such a claim against the officers, agents or employees of Treasury for a violation of the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act resulting from an alleged material misstatement in or material omission from this prospectus or the registration statement of which this prospectus is a part or resulting from any other act or omission in connection with the offering of the

common stock by Treasury would likely be barred.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

We have made statements under the captions Prospectus Summary, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and in other sections of this prospectus that may contain certain statements that constitute forward-looking statements within the meaning of the federal securities laws. The words expect, anticipate, estimate, forecast, initiative, objective, plan, project, outlook, priorities, target, intend, evaluate, pursue, seek, may, would, could, should, believe, potential, of these words or similar expressions are intended to identify forward-looking statements. All statements herein, other than statements of historical fact, including without limitation statements about future events and financial performance, are forward-looking statements that involve certain risks and uncertainties. You should not place undue reliance on any forward-looking statement and should consider all uncertainties and risks discussed in this prospectus, including those under the caption Risk Factors. Forward-looking statements apply only as of the date they are made, and Ally undertakes no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date the forward looking statement is made. Factors that could cause our actual results to be materially different from our expectations include, among others, the risk factors set forth herein under the caption Risk Factors, and the following:

Maintaining the mutually beneficial relationship between the company and GM, and the company and Chrysler;

Our ability to realize the anticipated benefits associated with being a financial holding company, and the increased regulation and restrictions that we are now subject to;

The potential for deterioration in the residual value of off-lease vehicles;

Disruptions in the market in which we fund our operations, with resulting negative impact on our liquidity;

Changes in our accounting assumptions that may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings;

Changes in the credit ratings of Ally, Chrysler, or GM;

Changes in economic conditions, currency exchange rates or political stability in the markets in which we operate; and

Changes in the existing or the adoption of new laws, regulations, policies or other activities of governments, agencies and similar organizations (including as a result of the Dodd-Frank Act and Basel III).

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USE OF PROCEEDS

The selling stockholder is selling all of the shares of common stock in this offering and Ally will not receive any proceeds from the sale of the shares.

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DIVIDEND POLICY

We have no current plans to commence payment of a dividend on our common stock. Our payment of dividends on our common stock in the future will be determined by our Board of Directors in its sole discretion and will depend on business conditions, our financial condition, earnings and liquidity, and other factors. Our Series G preferred stock allows dividend payments only if (1) our senior guaranteed notes issued on December 31, 2008 are rated investment grade and (2) the payment, together with other dividend payments we made since December 31, 2008, is less than 25% of our cumulative consolidated net income from January 1, 2014 to the most recently ended fiscal quarter for which financial statements are available at the time of such dividend payment. In addition, so long as any share of our Series A preferred stock remains outstanding, no dividend or distribution may be declared or paid on our common stock unless all accrued and unpaid dividends have been paid on the Series A preferred stock. Any plans to commence payment of dividends on our common stock in the future would be subject to the FRB's review and absence of objection. *See* Business Certain Regulatory Matters Bank Holding Company and Financial Holding Company Status .

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of December 31, 2013, (i) actual and (ii) pro forma to reflect the -for-one stock split on shares of our common stock effected on , 2014.

This table should be read in conjunction with Selected Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto appearing elsewhere in this prospectus.

	As of December 31, 2013	
	Actual	Pro forma
	(\$ in millions)	
Cash and cash equivalents	\$ 1,315	\$
Short-term borrowings	8,545	
Long-term debt	69,465	
Series A preferred stock, 1,021,764 shares issued and outstanding, actual, pro forma and pro forma as adjusted	1,021	
Series G preferred stock, 2,576,601 shares issued and outstanding, actual and pro forma	234	
Common stock, \$0.01 par value per share, 1,547,637 shares issued and outstanding, actual, shares issued and outstanding pro forma and additional paid-in capital	20,939	
Accumulated deficit	(7,710)	
Accumulated other comprehensive (loss) income	(276)	
Total equity	14,208	
Total capitalization	\$ 93,533	\$

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following selected consolidated financial data of Ally should be read in conjunction with, and are qualified by reference to, Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto included elsewhere in this prospectus. The consolidated statement of income data for the years ended December 31, 2013, 2012, and 2011 and the consolidated balance sheet data at December 31, 2013 and 2012 are derived from, and qualified by reference to, our audited consolidated financial statements included elsewhere in this prospectus and should be read in conjunction with those consolidated financial statements and notes thereto. The consolidated statement of income data for the years ended December 31, 2010 and 2009 and the consolidated balance sheet data at December 31, 2011, 2010, and 2009 are derived from our audited consolidated financial statements not included in this prospectus.

	2013	At and for the year ended December 31,			2009
		2012	2011	2010	
		(\$ in millions)			
Financial statement data					
<i>Statement of income data:</i>					
Total financing revenue and other interest income	\$ 8,093	\$ 7,342	\$ 6,671	\$ 7,156	\$ 8,069
Interest expense	3,319	4,052	4,606	4,832	4,876
Depreciation expense on operating lease assets	1,995	1,399	941	1,251	2,256
Net financing revenue	2,779	1,891	1,124	1,073	937
Total other revenue	1,484	2,574	2,288	2,672	3,226
Total net revenue	4,263	4,465	3,412	3,745	4,163
Provision for loan losses	501	329	161	361	3,584
Total noninterest expense	3,405	3,622	3,428	3,621	3,937
Income (loss) from continuing operations before income tax (benefit) expense	357	514	(177)	(237)	(3,358)
Income tax (benefit) expense from continuing operations (a)	(59)	(856)	42	97	12
Net income (loss) from continuing operations	416	1,370	(219)	(334)	(3,370)
(Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Net income (loss)	\$ 361	\$ 1,196	\$ (157)	\$ 1,029	\$ (10,343)
(in millions, except per share data)					
<i>Net (loss) income attributable to common shareholders</i>					
Net income (loss) from continuing operations	\$ 416	\$ 1,370	\$ (219)	\$ (334)	\$ (3,370)
Less: Preferred stock dividends U.S. Department of Treasury	543	535	534	963	(855)
Less: Impact of repurchase of mandatorily convertible preferred stock held by U.S. Department of Treasury and elimination of share adjustment right	240				
Less: Preferred stock dividends	267	267	260	282	(370)
Less: Impact of preferred stock conversion or amendment			(32)	616	
Net (loss) income from continuing operations attributable to common shareholders (b)	(634)	568	(981)	(2,195)	(4,595)
(Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Net (loss) income attributable to common shareholders	\$ (689)	\$ 394	\$ (919)	\$ (832)	(11,568)
Basic and diluted weighted-average common shares outstanding (b)	1,355,375	1,330,970	1,330,970	800,597	529,392
(per share data in whole dollars)					
<i>Basic and diluted earnings per common share</i>					
Net (loss) income from continuing operations	\$ (468)	\$ 427	\$ (738)	\$ (2,742)	\$ (8,677)
(Loss) income from discontinued operations, net of tax	(41)	(131)	47	1,703	(13,173)

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Net (loss) income	\$	(509)	\$	296	\$	(691)	\$	(1,039)	\$	(21,850)
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	At and for the year ended December 31,				
	2013	2012	2011	2010	2009
	(\$ in millions)				
Pro forma data (c)					
Basic and diluted earnings per common share					
Net (loss) income from continuing operations					
(Loss) income from discontinued operations, net of tax					
Net income (loss)					
Basic and diluted weighted-average common shares outstanding					
Non-GAAP financial measures (d):					
Net income (loss)	\$ 361	\$ 1,196	\$ (157)	\$ 1,029	\$ (10,343)
Add: Original issue discount amortization expense (e)	249	336	962	1,300	1,143
Add: Income tax (benefit) expense from continuing operations	(59)	(856)	42	97	12
Less: (Loss) income from discontinued operations, net of tax	(55)	(174)	62	1,363	(6,973)
Core pretax income (loss) (d)	\$ 606	\$ 850	\$ 785	\$ 1,063	\$ (2,215)
Selected period-end balance sheet data:					
Total assets	\$ 151,167	\$ 182,347	\$ 184,059	\$ 172,008	\$ 172,306
Long-term debt	\$ 69,465	\$ 74,561	\$ 92,885	\$ 86,703	\$ 88,066
Preferred stock	\$ 1,255	\$ 6,940	\$ 6,940	\$ 6,972	\$ 12,180
Total equity	\$ 14,208	\$ 19,898	\$ 19,280	\$ 20,398	\$ 20,794
Financial ratios					
Return on assets (f)					
Net income (loss) from continuing operations	0.27%	0.75%	(0.12)%	(0.19)%	(1.89)%
Net income (loss)	0.23%	0.65%	(0.09)%	0.58%	(5.81)%
Core pretax income (loss)	0.39%	0.46%	0.43%	0.60%	(1.25)%
Return on equity (f)					
Net income (loss) from continuing operations	2.22%	7.24%	(1.09)%	(1.62)%	(13.90)%
Net income (loss)	1.92%	6.32%	(0.78)%	4.98%	(42.65)%
Core pretax income (loss)	3.23%	4.49%	3.91%	5.14%	(9.13)%
Equity to assets (f)	12.00%	10.30%	11.10%	11.69%	13.63%
Net interest spread (f)(g)	1.75%	1.18%	0.69%	0.81%	0.31%
Net interest spread excluding original issue discount (f)(g)	1.99%	1.49%	1.57%	2.16%	1.84%
Net yield on interest-earning assets (f)(h)	2.03%	1.40%	0.92%	1.02%	0.94%
Net yield on interest-earning assets excluding original issue discount (f)(h)	2.21%	1.66%	1.68%	2.18%	2.10%
Regulatory capital ratios					
Tier 1 capital (to risk-weighted assets) (i)	11.79%	13.13%	13.65%	14.93%	14.12%
Total risk-based capital (to risk-weighted assets) (j)	12.76%	14.07%	14.69%	16.30%	15.52%
Tier 1 leverage (to adjusted quarterly average assets) (k)	10.23%	11.16%	11.45%	12.99%	12.68%
Total equity	\$ 14,208	\$ 19,898	\$ 19,280	\$ 20,398	\$ 20,794
Goodwill and certain other intangibles	(27)	(494)	(493)	(532)	(534)
Unrealized gains and other adjustments	(1,560)	(1,715)	(262)	(309)	(447)
Trust preferred securities	2,544	2,543	2,542	2,541	2,540
Tier 1 capital (i)	15,165	20,232	21,067	22,098	22,353
Preferred stock	(1,255)	(6,940)	(6,940)	(6,972)	(12,180)
Trust preferred securities	(2,544)	(2,543)	(2,542)	(2,541)	(2,540)
Tier 1 common capital (non-GAAP) (l)	\$ 11,366	\$ 10,749	\$ 11,585	\$ 12,585	\$ 7,633
Risk-weighted assets (m)	\$ 128,575	\$ 154,038	\$ 154,319	\$ 147,979	\$ 158,326
Tier 1 common (to risk-weighted assets) (l)	8.84%	6.98%	7.51%	8.50%	4.82%

(a) Effective June 30, 2009, we converted from a limited liability company into a corporation and, as a result, became subject to corporate U.S. federal, state, and local taxes. Our conversion to a corporation resulted in a change in tax status and a net deferred tax liability of \$1.2

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billion was established through income tax expense.

- (b) Due to the antidilutive effect of converting the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares and the net loss from continuing operations attributable to common shareholders for 2013, and 2011, respectively, net (loss) income from continuing operations attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

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- (c) The pro forma financial information gives retroactive effect to the -for-one stock split on shares of our common stock effected on , 2014.
- (d) Core pretax income (loss) is not a financial measure defined by accounting principles generally accepted in the United States of America (GAAP). We define core pretax income as earnings from continuing operations before income taxes and original issue discount amortization expense primarily associated with our 2008 bond exchange. We believe that the presentation of core pretax income (loss) is useful information for the users of our financial statements in understanding the earnings from our core businesses. In addition, core pretax income (loss) is an important measure that management uses to assess the performance of our operations. We believe that core pretax income (loss) is a useful alternative measure of our ongoing profitability and performance, when viewed in conjunction with GAAP measures. The presentation of this additional information is not a substitute for net income (loss) determined in accordance with GAAP.
- (e) Primarily represents original issue discount amortization expense associated with the 2008 bond exchange that was reported as a loss on extinguishment of debt in Consolidated Statement of Income, respectively.
- (f) The ratios were computed based on average assets and average equity using a combination of monthly and daily average methodologies.
- (g) Net interest spread represents the difference between the rate on total interest earning assets and the rate on total interest-bearing liabilities, excluding discontinued operations for the periods shown.
- (h) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.
- (i) Tier 1 capital generally consists of common equity, minority interests, qualifying noncumulative preferred stock, and the fixed rate cumulative preferred stock sold to Treasury under TARP, less goodwill and other adjustments.
- (j) Total risk-based capital is the sum of Tier 1 and Tier 2 capital. Tier 2 capital generally consists of preferred stock not qualifying as Tier 1 capital, limited amounts of subordinated debt and the allowance for loan losses, and other adjustments. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital.
- (k) Tier 1 leverage equals Tier 1 capital divided by adjusted quarterly average total assets (which reflects adjustments for disallowed goodwill and certain intangible assets). The minimum Tier 1 leverage ratio is 3% or 4% depending on factors specified in the regulations.
- (l) We define Tier 1 common as Tier 1 capital less noncommon elements, including qualifying perpetual preferred stock, minority interest in subsidiaries, trust preferred securities, and mandatorily convertible preferred securities. Ally considers various measures when evaluating capital utilization and adequacy, including the Tier 1 common equity ratio, in addition to capital ratios defined by banking regulators. This calculation is intended to complement the capital ratios defined by banking regulators for both absolute and comparative purposes. Because GAAP does not include capital ratio measures, Ally believes there are no comparable GAAP financial measures to these ratios. Tier 1 common equity is not formally defined by GAAP or codified in the federal banking regulations and, therefore, is considered to be a non-GAAP financial measure. Ally believes the Tier 1 common equity ratio is important because we believe analysts and banking regulators may assess our capital adequacy using this ratio. Additionally, presentation of this measure allows readers to compare certain aspects of our capital adequacy on the same basis to other companies in the industry.
- (m) Risk-weighted assets are defined by regulation and are determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Overview

Ally Financial Inc. (formerly GMAC Inc.) is a leading, independent, financial services firm. Founded in 1919, we are a leading automotive financial services company with over 90 years of experience providing a broad array of financial products and services to automotive dealers and their customers. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended (the BHC Act). Additionally, our election to become a financial holding company (FHC) under the BHC Act was approved by the Board of Governors of the Federal Reserve System (FRB), and became effective on December 20, 2013. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (internet, telephone, mobile, and mail) banking market.

Our Business

Dealer Financial Services

Our Dealer Financial Services operations offer a wide range of financial services and insurance products to approximately 16,000 automotive dealerships and approximately 4 million of their retail customers. We have deep dealer relationships that have been built over our greater-than 90-year history and our dealer-focused business model makes us a preferred automotive finance company for many automotive dealers. Our broad set of product offerings and customer-focused marketing programs differentiate Ally in the marketplace and help drive higher product penetration in our dealer relationships. Our ability to generate attractive automotive assets is driven by our platform and scale, strong relationships with automotive dealers, a full suite of dealer financial products, automotive loan-servicing capabilities, dealer-based incentive programs, and superior customer service.

Our automotive financial services include providing retail installment sales financing, loans, and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services. We also offer vehicle service contracts and commercial insurance, primarily covering dealers' wholesale vehicle inventories. We are a leading provider of vehicle service contracts.

We have a longstanding relationship with General Motors Company (GM), as well as past relationships with other manufacturers, including Chrysler Group LLC (Chrysler), and have developed strong relationships directly with GM- and Chrysler-franchised dealers resulting from preferred financing provider arrangements to GM and Chrysler for incentivized retail loans. Our agreement with Chrysler expired on April 30, 2013. In addition, our agreement with GM expired effective February 28, 2014. While we have entered into a new agreement with GM relating to certain matters, such agreement does not provide Ally with any exclusivity or similar privileges related to the financing of GM vehicles, whether through subvention programs or otherwise. As a result, our existing agreement with GM does not provide the economic benefits or impose the obligations that were included within our prior agreement with GM. Ally currently competes in the marketplace for all of the business with GM and Chrysler dealers including wholesale financing, consumer retail financing, and leasing, except we do not compete on subvented consumer financing for Chrysler dealers. Ally expects to continue to play a significant role with GM and Chrysler dealers in the future as the dealer is Ally's direct customer for substantially all business that is conducted.

We have diversified our business mix by expanding our product offering for GM and Chrysler dealers as well as establishing new relationships with non-GM and non-Chrysler dealers. During 2010 our primary emphasis was on originating loans of higher credit tier borrowers. For this reason, our current operating results continue to reflect higher credit quality, lower yielding loans with lower credit loss experience. Ally however seeks to be a meaningful lender to a wide spectrum of borrowers. In 2010 we enhanced our risk management practices and efforts on risk-based pricing. We have been gradually increasing volumes in lower credit tiers. We

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plan to continue to increase the proportion of our non-GM and non-Chrysler business, as we focus on the used vehicle market, as well as maintaining and growing our dealer-customer base through our full suite of products, our dealer relationships, the scale of our platform, and our dealer-based incentive programs.

Our Insurance operations offer both consumer financial and insurance products sold primarily through the automotive dealer channel, and commercial insurance products sold to dealers. As part of our focus on offering dealers a broad range of consumer financial and insurance products, we provide vehicle service contracts, maintenance coverage, and guaranteed automobile protection (GAP) products. We also underwrite selected commercial insurance coverage, which primarily insures dealers' wholesale vehicle inventory in the United States.

Mortgage

Our Mortgage operations were historically a significant portion of our operations and were conducted primarily through the Residential Capital, LLC (ResCap) subsidiary. On May 14, 2012, ResCap and certain of its wholly-owned direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (Bankruptcy Court). The Bankruptcy Court entered an order confirming a bankruptcy plan on December 11, 2013, which became effective on December 17, 2013. For further details with respect to this matter, refer to Note 1 to the Consolidated Financial Statements.

With the completion of the ResCap settlement, we have exited the mortgage origination and servicing business. Our ongoing Mortgage operations are limited to the management of our held-for-investment mortgage portfolio. During 2013, we sold our business lending operations to Walter Investment Management Corp., completed the sales of agency mortgage servicing rights (MSRs) to Ocwen Financial Corp. (Ocwen) and Quicken Loans, Inc. (Quicken), and exited the correspondent lending channel.

Corporate and Other

Corporate and Other primarily consists of our Commercial Finance Group, our centralized corporate treasury activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with debt issuances and bond exchanges, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes certain equity investments, reclassifications and eliminations between the reportable operating segments, and overhead that was previously allocated to operations that have since been sold or classified as discontinued operations. Our Commercial Finance Group provides senior secured commercial-lending products to primarily U.S.-based middle market companies.

The net financing revenue of our Automotive Finance and Mortgage operations includes the results of an FTP process that insulates these operations from interest rate volatility by matching assets and liabilities with similar interest rate sensitivity and maturity characteristics. The FTP process assigns charge rates to the assets and credit rates to the liabilities within our Automotive Finance and Mortgage operations, respectively, based on anticipated maturity and a benchmark index plus an assumed credit spread. The assumed credit spread represents the cost of funds for each asset class based on a blend of funding channels available to the enterprise, including unsecured and secured capital markets, private funding facilities, and deposits. In addition, a risk-based methodology, which incorporates each operations credit, market, and operational risk components is used to allocate equity to these operations.

Ally Bank

Ally Bank, our direct banking platform, provides us with a stable and diversified low-cost funding source. Our focus is on building a stable deposit base driven by our compelling brand and strong value proposition. Ally

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Bank raises deposits directly from customers through direct banking via the internet, telephone, mobile, and mail channels. Ally Bank has established a strong and growing retail banking franchise which is based on a promise of being straightforward, easy to use, and offering high-quality customer service. Ally Bank's products and services are designed to develop long-term customer relationships and capitalize on the shift in consumer preference for direct banking.

Ally Bank offers a full spectrum of deposit product offerings, such as checking, savings, and certificates of deposit (CDs), as well as 48-month raise your rate CDs, IRA deposit products, Popmoney person-to-person transfer service, eCheck remote deposit capture, Ally Perks debit rewards program, and Mobile Banking. In addition, brokered deposits are obtained through third-party intermediaries. At December 31, 2013, Ally Bank had \$52.9 billion of deposits, including \$43.2 billion of retail deposits. The growth of our retail base from \$7.2 billion at the end of 2008 to \$43.2 billion at December 31, 2013, has enabled us to reduce our cost of funds during that period. The growth in deposits is primarily attributable to our retail deposits while our brokered deposits have remained at historical levels. Strong retention rates, reflecting the strength of the franchise, have materially contributed to our growth in retail deposits.

Funding and Liquidity

Our funding strategy largely focuses on the diversification of funding programs that include a mix of retail and brokered deposits, public and private asset-backed securitizations, committed credit facilities, and public unsecured debt. These funding programs are managed across products, markets, and investors. The diversity of our funding sources enhances funding flexibility, limits dependence on any one source and results in a more cost-effective funding strategy over the long term.

As part of our overall transformation from an independent financial services company to a bank holding company in 2008, we took actions to further diversify and develop more stable funding sources and, in particular, embarked upon initiatives to grow our consumer deposit-taking capabilities within Ally Bank. In addition, we began distinguishing our liquidity management strategies between bank funding and nonbank funding.

Maximizing bank funding continues to be the cornerstone of our long-term liquidity strategy. We have made significant progress in migrating asset originations to Ally Bank and growing our retail deposit base since becoming a bank holding company. Retail deposits provide a low-cost source of funds that are less sensitive to interest rate changes, market volatility or changes in our credit ratings than other funding sources. At December 31, 2013, deposit liabilities totaled \$53.4 billion, which constituted 41% of our total funding. This compares to just 23% at December 31, 2009.

In addition to building a larger deposit base, we continue to remain active in the securitization markets to finance Ally Bank's automotive loan portfolios. During 2013, we issued \$4.5 billion in secured funding backed by retail automotive loans and leases as well as dealer floorplan automotive loans of Ally Bank. Continued structural efficiencies in securitizations combined with favorable capital market conditions have resulted in a reduction in the cost of funds achieved through secured funding transactions, making them a very attractive source of funding. Additionally, for retail loans and leases, the term structure of the transaction locks in funding for a specified pool of loans and leases for the life of the underlying asset. Once a pool of retail automobile loans are selected and placed into a securitization, the underlying assets and corresponding debt amortize simultaneously resulting in committed and matched funding for the life of the asset. We manage the execution risk arising from secured funding by maintaining a diverse investor base and maintaining committed secured facilities.

As we have shifted our focus to migrating assets to Ally Bank and growing our bank funding capabilities, our reliance on parent company liquidity has consequently been reduced. Funding sources at the parent company generally consist of longer-term unsecured debt, asset-backed securitizations, and private committed credit facilities. In 2013, we issued over \$3.1 billion of unsecured debt through several issuances and raised \$4.1 billion

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through four public securitization transactions comprised of non-prime retail automotive loan collateral. At December 31, 2013, we had \$5.5 billion and \$5.2 billion of outstanding unsecured long-term debt with maturities in 2014 and 2015, respectively. To fund these maturities, we expect to use a combination of existing liquidity and opportunistic new issuances.

The strategies outlined above have allowed us to build and maintain a conservative liquidity position. Total available liquidity at the parent company was \$13.3 billion and Ally Bank had \$5.9 billion of available liquidity at December 31, 2013. Parent company liquidity is defined as our consolidated operations less Ally Bank and the regulated subsidiaries of Ally Insurance's holding company. Absolute levels of liquidity decreased as a result of liability and equity management transactions. At the same time, these strategies have also resulted in a cost of funds improvement of approximately 94 basis points since the first quarter of 2012. Looking forward, given our liquidity and capital position and generally improved credit ratings, we expect that our cost of funds will continue to improve over time.

Credit Strategy

Within our Automotive Finance operations, we are a full spectrum automotive finance lender with most of our loan originations underwritten within the prime-lending markets. During 2013, we continued the execution of our underwriting strategy to prudently expand our originations across a broader credit spectrum to include used, nonprime, extended term, non-GM, non-Chrysler, and non-subvented. Within our Mortgage operations, we sold our business lending operations to Walter Investment Management Corp., completed the sales of agency MSR to Ocwen and Quicken, and exited the correspondent and direct lending channels. Our ongoing Mortgage operations are limited to the management of our held-for-investment mortgage portfolio. In the future, we may purchase mortgage loans as part of our held-for-investment mortgage portfolio.

During the year ended December 31, 2013, the credit performance of our portfolios remained strong overall as our asset quality trends within our automotive and mortgage portfolios were stable. Nonperforming loans continued to decline, benefiting from the exit of our nonstrategic operations in 2012 and 2013. Charge-offs remained stable primarily due to runoff of our mortgage assets and improvement in home prices slightly offset by the reduction of recoveries in the commercial portfolio. Our provision for loan losses increased to \$501 million in 2013 from \$329 million in 2012 due to the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, which was significantly narrowed during the most recent economic recession, and the growth of our U.S. consumer automotive portfolio.

We continue to see signs of economic stabilization as the labor market recovered further during the year, with nonfarm payrolls increasing and the annual unemployment rate falling. Our credit portfolio will continue to be impacted by the overall economy, used vehicle and housing price levels, unemployment levels, and their impact to our borrowers.

U.S. Department of Treasury Investments

During 2008, and continuing into 2009, the credit, capital, and mortgage markets became increasingly disrupted. This disruption led to severe reductions in liquidity and adversely affected our capital position. As a result, Ally sought approval to become a bank holding company to obtain access to capital at a lower cost to remain competitive in our markets. The U.S. Department of Treasury (Treasury) made an initial preferred stock investment in Ally on December 29, 2008, pursuant to the Troubled Asset Relief Program (TARP), and made additional investments pursuant to TARP thereafter, including investments in additional preferred stock, common stock, and trust preferred securities. On November 20, 2013 Ally completed the repurchase of all remaining outstanding shares of its Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series F-2, which was all of the remaining preferred stock held by Treasury, and elimination of the share adjustment right. As of February 28, 2014, Treasury holds approximately 37.0% of Ally common stock, which is its sole remaining investment in Ally.

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During 2013 and 2012, certain disposal groups met the criteria to be presented as discontinued operations. For all periods presented, the operating results for these operations have been removed from continuing operations. Refer to Note 2 to the Consolidated Financial Statements for more details. MD&A has been adjusted to exclude discontinued operations unless otherwise noted.

Primary Lines of Business

Dealer Financial Services, which includes our Automotive Finance and Insurance operations, and Mortgage are our primary lines of business. The following table summarizes the operating results excluding discontinued operations of each line of business. Operating results for each of the lines of business are more fully described in the MD&A sections that follow.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Total net revenue (loss)					
Dealer Financial Services					
Automotive Finance operations	\$ 3,427	\$ 3,149	\$ 2,952	9	7
Insurance operations	1,253	1,214	1,398	3	(13)
Mortgage operations	76	1,308	559	(94)	134
Corporate and Other	(493)	(1,206)	(1,497)	59	19
Total	\$ 4,263	\$ 4,465	\$ 3,412	(5)	31
Income (loss) from continuing operations before income tax (benefit) expense					
Dealer Financial Services					
Automotive Finance operations	\$ 1,271	\$ 1,389	\$ 1,333	(8)	4
Insurance operations	254	160	316	59	(49)
Mortgage operations	(258)	595	92	(143)	n/m
Corporate and Other	(910)	(1,630)	(1,918)	44	15
Total	\$ 357	\$ 514	\$ (177)	(31)	n/m

n/m = not meaningful

Table of Contents**Consolidated Results of Operations**

The following table summarizes our consolidated operating results excluding discontinued operations for the periods shown. Refer to the operating segment sections of the MD&A that follows for a more complete discussion of operating results by line of business.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Net financing revenue					
Total financing revenue and other interest income	\$ 8,093	\$ 7,342	\$ 6,671	10	10
Interest expense	3,319	4,052	4,606	18	12
Depreciation expense on operating lease assets	1,995	1,399	941	(43)	(49)
Net financing revenue	2,779	1,891	1,124	47	68
Other revenue					
Net servicing (loss) income	(87)	405	91	(121)	n/m
Insurance premiums and service revenue earned	1,012	1,055	1,153	(4)	(8)
Gain on mortgage and automotive loans, net	55	379	229	(85)	66
Loss on extinguishment of debt	(59)	(148)	(64)	60	(131)
Other gain on investments, net	180	146	258	23	(43)
Other income, net of losses	383	737	621	(48)	19
Total other revenue	1,484	2,574	2,288	(42)	13
Total net revenue	4,263	4,465	3,412	(5)	31
Provision for loan losses	501	329	161	(52)	(104)
Noninterest expense					
Compensation and benefits expense	1,019	1,106	993	8	(11)
Insurance losses and loss adjustment expenses	405	454	452	11	
Other operating expenses	1,981	2,062	1,983	4	(4)
Total noninterest expense	3,405	3,622	3,428	6	(6)
Income (loss) from continuing operations before income tax (benefit) expense	357	514	(177)	(31)	n/m
Income tax (benefit) expense from continuing operations	(59)	(856)	42	(93)	n/m
Net income (loss) from continuing operations	\$ 416	\$ 1,370	\$ (219)	(70)	n/m

n/m = not meaningful

2013 Compared to 2012

We earned net income from continuing operations of \$416 million for the year ended December 31, 2013, compared to \$1.4 billion for the year ended December 31, 2012. Net income from continuing operations for the year ended December 31, 2013, declined \$853 million in our Mortgage operations, primarily due to the exit of all non-strategic mortgage-related activities, including consumer mortgage-lending production associated with government-sponsored refinancing programs, our warehouse lending operations, and our agency MSR portfolio. Results for the year ended December 31, 2013 were also impacted unfavorably by a decrease in income tax benefit. The decreases were partially offset by lower original issue discount (OID) amortization expense related to bond maturities and normal monthly amortization, and lower funding costs.

Total financing revenue and other interest income increased \$751 million for the year ended December 31, 2013, compared to 2012. The increase resulted primarily from an increase in operating lease revenue and consumer financing revenue for our Automotive Finance operations

driven primarily by an increase in consumer

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asset levels as a result of strong lease originations. Additionally, we continued to prudently expand our nonprime origination volume across a broader credit spectrum, effecting margin expansion. This increase was partially offset by lower mortgage loan production as a result of the wind-down of our consumer held-for-sale portfolio, run-off of our held-for-investment portfolio, and the shutdown of our warehouse lending operations.

Interest expense decreased 18% for the year ended December 31, 2013, compared to 2012, primarily due to lower funding costs as a result of continued deposit growth and the refinancing of higher-cost legacy debt, and a decrease in OID amortization expense. Including a decrease in OID amortization expense of \$87 million, total interest expense on long-term debt decreased \$734 million for the year ended December 31, 2013, compared to 2012.

Depreciation expense on operating lease assets increased 43% for the year ended December 31, 2013, compared to 2012, primarily due to higher lease asset balances as a result of strong lease origination volume, partially offset by higher lease remarketing gains.

We incurred a net servicing loss of \$87 million for the year ended December 31, 2013, compared to net servicing income of \$405 million in 2012. The decrease was primarily due to the completed sales of our agency MSR portfolio to Ocwen and Quicken in the second quarter of 2013, including the valuation of the portfolio in conjunction with the sale and the unwinding of all related derivative activity.

Gain on mortgage and automotive loans decreased 85% for the year ended December 31, 2013, compared to 2012. The decrease was primarily related to lower consumer mortgage-lending production through our direct lending channel and margins associated with government-sponsored refinancing programs as a result of our decision to substantially exit mortgage-related activities. Furthermore, while we continue to evaluate opportunistic use of whole-loan sales as a source of funding in our Automotive Finance operations, we did not execute any whole-loan sales during 2013 and have primarily focused on securitization and deposit-based funding sources.

Loss on extinguishment of debt decreased \$89 million for the year ended December 31, 2013, compared to 2012, primarily due to the nonrecurrence of fees related to the early termination of FHLB debt as a result of replacing our higher-cost long-term debt structure in favor of a lower-cost short-term FHLB debt structure in 2012. The decrease was partially offset by the accelerated recognition of issuance expenses related to calls of redeemable debt in 2013.

Other gain on investments, net, was \$180 million for the year ended December 31, 2013, compared to \$146 million in 2012. The increase was primarily due to favorable market conditions, resulting in lower recognition of other-than-temporary impairment, and increased gain on sales of investments.

Other income, net of losses, decreased 48% for the year ended December 31, 2013, compared to 2012. The decrease was primarily due to lower fee income and net origination revenue related to decreased consumer mortgage-lending production associated with government-sponsored refinancing programs.

The provision for loan losses was \$501 million for the year ended December 31, 2013, compared to \$329 million in 2012. The increase was primarily due to the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, which was significantly narrowed during the most recent economic recession, and the growth in our U.S. consumer automotive portfolio.

Total noninterest expense decreased 6% for the year ended December 31, 2013, compared to 2012, primarily due to lower consumer mortgage-lending production through our direct lending channel and the broker fee associated with those government-sponsored refinancing programs, and lower representation and warranty expense. Lower representation and warranty expense was primarily due to the establishment of our representation

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and warranty liability during the second quarter of 2012 resulting from the deconsolidation of ResCap. The decrease was partially offset by the recognition of a \$98 million charge in the fourth quarter of 2013 relating to the execution of Consent Orders issued by the Consumer Financial Protection Bureau (CFPB) and the U.S. Department of Justice (DOJ) pertaining to the allegation of disparate impact in the automotive finance business. Refer to Note 29 to the Consolidated Financial Statements for additional details.

We recognized consolidated income tax benefit from continuing operations of \$59 million for the year ended December 31, 2013, compared to \$856 million in 2012. For the year ended December 31, 2012, our results from operations benefited from the release of U.S. federal and state valuation allowances and related effects on the basis of management's reassessment of the amount of its deferred tax assets that are more likely than not to be realized. A commensurate benefit was not recognized for the year ended December 31, 2013.

2012 Compared to 2011

We earned net income from continuing operations of \$1.4 billion for the year ended December 31, 2012, compared to a net loss from continuing operations of \$219 million for the year ended December 31, 2011. Net income from continuing operations for the year ended December 31, 2012, was favorably impacted by our Automotive Finance operations, primarily due to an increase in consumer automotive financing revenue related to growth in the retail loan and operating lease portfolios. Additional favorability for the year ended December 31, 2012 was primarily the result of a more favorable servicing asset valuation, net of hedge, compared to the same period in 2011, higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs, higher net gains on the sale of mortgage loans, and lower original issue discount (OID) amortization expense related to bond maturities and normal monthly amortization. The increase was partially offset by higher provision for loan losses and lower investment income due to impairment related to certain investment securities that we do not plan on holding to recovery.

Total financing revenue and other interest income increased \$671 million for the year ended December 31, 2012, compared to 2011. The increase resulted primarily from an increase in operating lease revenue and consumer financing revenue at our Automotive Finance operations driven primarily by an increase in consumer asset levels as a result of increased used vehicle automotive financing and higher automotive industry sales, as well as limited use of whole-loan sales as a funding source in recent periods. Additionally, we continue to prudently expand our nonprime origination volume. The increase was partially offset by a lower average yield mix as higher-rate Ally Bank mortgage loans run off.

Interest expense decreased 12% for the year ended December 31, 2012, compared to 2011. OID amortization expense decreased \$576 million for the year ended December 31, 2012, compared to 2011, due to bond maturities and normal monthly amortization, as well as lower funding costs at our Mortgage operations.

Depreciation expense on operating lease assets increased 49% for the year ended December 31, 2012, compared to 2011, primarily due to higher lease asset balances as a result of strong lease origination volume and lower lease remarketing gains primarily due to lower lease remarketing volume. During the latter half of 2009, we re-entered the U.S. leasing market with targeted lease product offerings and have continued to expand lease volume since that time.

Net servicing income was \$405 million for the year ended December 31, 2012, compared to \$91 million in 2011. The increase was primarily due to the performance of the derivative servicing hedge as compared to a less favorable hedge performance in 2011, partially offset by lower servicing fees resulting from a lower unpaid principal balance of our MSR portfolio.

Insurance premiums and service revenue earned decreased 8% for the year ended December 31, 2012, compared to 2011, primarily due to declining U.S. vehicle service contracts written between 2007 and 2009 as a result of lower domestic vehicle sales volume.

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Gain on mortgage and automotive loans increased 66% for the year ended December 31, 2012, compared to 2011. The increase was primarily due to higher consumer mortgage-lending production through our direct lending channel and margins associated with government-sponsored refinancing programs, higher margins on warehouse and correspondent lending due to decreased competition and more selective originations from these channels, and improved market gains on specified pooled loans.

Loss on extinguishment of debt increased \$84 million for the year ended December 31, 2012, compared to the same period in 2011, primarily due to fees incurred related to the early termination of FHLB debt as a result of replacing our higher-cost long-term debt structure in favor of a lower-cost short-term FHLB debt structure.

Other gain on investments, net, was \$146 million for the year ended December 31, 2012, compared to \$258 million in 2011. The decrease was primarily due to the recognition of \$61 million other-than-temporary impairment on certain equity securities in 2012 and lower realized investment gains.

Other income, net of losses, increased 19% for the year ended December 31, 2012, compared to 2011. The increase was primarily due to higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs, partially offset by lower remarketing fee income from our Automotive Finance operations driven by lower remarketing volumes through our proprietary SmartAuction platform.

The provision for loan losses was \$329 million for the year ended December 31, 2012, compared to \$161 million in 2011. The increase was driven primarily by higher asset levels in the consumer automotive portfolio and our prudent expansion of underwriting strategy to originate volumes across a broader credit spectrum, which was significantly narrowed during the recession.

Total noninterest expense increased 6% for the year ended December 31, 2012, compared to 2011. The increase was primarily driven by higher representation and warranty expense resulting from the transfer of liability relating to Ally Bank's sold and serviced loans that had previously been recorded at ResCap, and higher compensation and benefits expense due to an increase in functional services provided by ResCap through the shared services agreement.

We recognized consolidated income tax benefit from continuing operations of \$856 million for the year ended December 31, 2012, compared to income tax expense of \$42 million in 2011. In 2011, we had a full valuation allowance against our domestic net deferred tax assets and certain international net deferred tax assets. For the year ended December 31, 2012, our results from operations benefited from the release of U.S. federal and state valuation allowances and related effects on the basis of management's reassessment of the amount of its deferred tax assets that are more likely than not to be realized.

Dealer Financial Services

Results for Dealer Financial Services are presented by reportable segment, which includes our Automotive Finance and Insurance operations.

Table of Contents**Automotive Finance Operations****Results of Operations**

The following table summarizes the operating results of our Automotive Finance operations excluding discontinued operations for the periods shown. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Net financing revenue					
Consumer	\$ 3,004	\$ 2,827	\$ 2,411	6	17
Commercial	1,061	1,152	1,134	(8)	2
Loans held-for-sale		15	5	(100)	n/m
Operating leases	3,209	2,379	1,929	35	23
Other interest income	22	52	92	(58)	(43)
Total financing revenue and other interest income	7,296	6,425	5,571	14	15
Interest expense	2,142	2,199	2,100	3	(5)
Depreciation expense on operating lease assets	1,995	1,399	941	(43)	(49)
Net financing revenue	3,159	2,827	2,530	12	12
Other revenue					
Servicing fees	58	109	161	(47)	(32)
Gain on automotive loans, net		41	48	(100)	(15)
Other income	210	172	213	22	(19)
Total other revenue	268	322	422	(17)	(24)
Total net revenue	3,427	3,149	2,952	9	7
Provision for loan losses	494	253	89	(95)	(184)
Noninterest expense					
Compensation and benefits expense	450	416	395	(8)	(5)
Other operating expenses	1,212	1,091	1,135	(11)	4
Total noninterest expense	1,662	1,507	1,530	(10)	2
Income from continuing operations before income tax (benefit) expense	\$ 1,271	\$ 1,389	\$ 1,333	(8)	4
Total assets (a)	\$ 109,312	\$ 128,411	\$ 112,591	(15)	14

n/m = not meaningful

(a) The decline in total assets from 2012 to 2013 was primarily due to the sale of substantially all of our international finance businesses. Refer to Note 2 to the Consolidated Financial Statements for further details.

2013 compared to 2012

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Our Automotive Finance operations earned income from continuing operations before income tax expense of \$1.3 billion for the year ended December 31, 2013, compared to \$1.4 billion for the year ended December 31, 2012. Results for the year ended December 31, 2013 were unfavorably impacted by lower commercial and other revenue, higher depreciation expense on operating lease assets related to growth in the lease portfolio,

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recognition of a charge related to a settlement with the CFPB and DOJ, and higher provision for loan losses primarily driven by the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, offset mostly by higher consumer and operating lease revenues driven by growth in the consumer loan and operating lease portfolios.

Consumer financing revenue increased 6% for the year ended December 31, 2013, compared to 2012, due to an increase in consumer asset levels primarily related to continued strong loan origination volumes relative to the pay-down of the existing portfolio despite lower penetration levels for new GM and Chrysler retail automotive loans. Additionally, our originations of Chrysler subvented retail financing and leases have ceased, but we continue to participate in standard rate consumer loan and lease products in the Chrysler channel. The increase in consumer revenue from higher consumer asset levels was partially offset by slightly lower margins as a result of the competitive market environment for automotive financing.

Commercial financing revenue decreased \$91 million for the year ended December 31, 2013, compared to 2012. The decrease was primarily due to lower yields as a result of competitive markets for automotive commercial financing.

Operating lease revenue increased 35% for the year ended December 31, 2013, compared to 2012, primarily due to higher lease asset balances as a result of strong origination volume primarily driven by an increase in GM marketing incentives.

Depreciation expense on operating lease assets increased 43% for the year ended December 31, 2013, compared to 2012, primarily due to higher lease asset balances as a result of strong lease origination volume, partially offset by higher lease remarketing gains.

Servicing fee income decreased 47% for the year ended December 31, 2013, compared to 2012, due to lower levels of off-balance sheet retail serviced assets.

We experienced no gains on the sale of automotive loans for the year ended December 31, 2013, compared to \$41 million for 2012. While we continue to evaluate opportunistic use of whole-loan sales as a source of funding, we have primarily focused on securitization and deposit-based funding sources in 2013.

Other income increased 22% for the year ended December 31, 2013, compared to 2012. The increase for the year ended December 31, 2013, was primarily due to higher remarketing fee income coupled with a one-time fee earned from a vendor that did not occur during 2012.

The provision for loan losses was \$494 million for the year ended December 31, 2013, compared to \$253 million in 2012. The increase was primarily due to the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, which was significantly narrowed during the most recent economic recession, and the growth in our U.S. consumer automotive portfolio.

Total noninterest expense increased 10% for the year ended December 31, 2013, compared to 2012. The increase was primarily due to an increase in other operating expenses resulting from the recognition of a \$98 million charge in the fourth quarter of 2013 relating to the execution of Consent Orders issued by the CFPB and the DOJ pertaining to the allegation of disparate impact in the automotive finance business. Refer to Note 29 to the Consolidated Financial Statements for additional details.

2012 Compared to 2011

Our Automotive Finance operations earned income from continuing operations before income tax expense of \$1.4 billion for the year ended December 31, 2012, compared to \$1.3 billion for the year ended December 31, 2011. Results for the year ended December 31, 2012 were favorably impacted by higher consumer and operating

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lease revenues driven by growth in the retail loan and operating lease portfolios. These items were partially offset by higher provision for loan losses, lower operating lease remarketing gains due primarily to lower remarketing volume, lower servicing fees, and lower income generated from lease remarketing.

Consumer financing revenue increased 17% for the year ended December 31, 2012, compared to 2011, due to an increase in consumer asset levels driven by limited use of whole-loan sales as a funding source in recent periods, increased volumes of used vehicle automotive financing, and higher automotive industry sales; however, our GM and Chrysler penetration levels for new retail automotive loans were lower than those in 2011. Additionally, we continue to prudently expand our nonprime origination volume. The increase in consumer revenue from volume was partially offset by lower yields as a result of the competitive market environment for automotive financing.

Commercial financing revenue increased \$18 million for the year ended December 31, 2012, compared to 2011. The increase was primarily driven by higher commercial loan balances due to growth in our wholesale dealer floorplan lending and dealer loan portfolio, partially offset by lower yields as a result of competitive markets for automotive commercial financing.

Operating lease revenue increased 23% for the year ended December 31, 2012, compared to 2011, primarily due to higher lease asset balances as a result of strong origination volume.

Interest expense increased \$99 million for the year ended December 31, 2012, compared to 2011. The increase was primarily due to higher levels of earning assets, primarily as a result of growth in the retail loan and lease portfolios.

Depreciation expense on operating lease assets increased 49% for the year ended December 31, 2012, compared to 2011, primarily due to higher lease asset balances as a result of strong lease origination volume and lower lease remarketing gains primarily due to lower lease remarketing volume.

Servicing fee income decreased 32% for the year ended December 31, 2012, compared to 2011, due to lower levels of off-balance sheet retail serviced assets.

Gains on the sale of automotive loans were \$41 million for the year ended December 31, 2012, compared to \$48 million for 2011. We sold approximately \$2.5 billion of retail automotive loans during 2012 compared to approximately \$2.8 billion during 2011. While we continue to opportunistically utilize whole-loan sales as a source of funding, we have primarily focused on securitization and deposit-based funding sources.

Other income decreased 19% for the year ended December 31, 2012, compared to 2011, primarily due to lower remarketing fee income driven by lower remarketing volumes through our proprietary SmartAuction platform.

The provision for loan losses was \$253 million for the year ended December 31, 2012, compared to \$89 million in 2011. The increase was primarily due to continued growth in the consumer portfolio and our prudent expansion of underwriting strategy to originate volumes across a broader credit spectrum, which was significantly narrowed during the recession.

Automotive Finance Operations

Our Automotive Finance operations provide automotive financing services to consumers and automotive dealers. For consumers, we provide retail financing and leasing for new and used vehicles, and through our commercial automotive financing operations, we fund dealer purchases of new and used vehicles through wholesale or floorplan financing.

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Consumer Automotive Financing

Historically, we have provided two basic types of financing for new and used vehicles: retail installment sale contracts (retail contracts) and lease contracts. In most cases, we purchase retail contracts and leases for new and used vehicles from dealers when the vehicles are purchased or leased by consumers. Our consumer automotive financing operations generate revenue through finance charges or lease payments and fees paid by customers on the retail contracts and leases. In connection with lease contracts, we also recognize a gain or loss on the remarketing of the vehicle at the end of the lease.

The amount we pay a dealer for a retail contract is based on the negotiated purchase price of the vehicle and any other products, such as service contracts, less any vehicle trade-in value and any down payment from the consumer. Under the retail contract, the consumer is obligated to make payments in an amount equal to the purchase price of the vehicle (less any trade-in or down payment) plus finance charges at a rate negotiated between the consumer and the dealer. In addition, the consumer is also responsible for charges related to past-due payments. When we purchase the contract, it is normal business practice for the dealer to retain some portion of the finance charge as income for the dealership. Our agreements with dealers place a limit on the amount of the finance charges they are entitled to retain. Although we do not own the vehicles we finance through retail contracts, we hold a perfected security interest in those vehicles.

With respect to consumer leasing, we purchase leases (and the associated vehicles) from dealerships. The purchase price of consumer leases is based on the negotiated price for the vehicle less any vehicle trade-in and any down payment from the consumer. Under the lease, the consumer is obligated to make payments in amounts equal to the amount by which the negotiated purchase price of the vehicle (less any trade-in value or down payment) exceeds the contract residual value (including residual support) of the vehicle at lease termination, plus lease charges. The consumer is also generally responsible for charges related to past due payments, excess mileage, excessive wear and tear, and certain disposal fees where applicable. At contract inception, we determine the projected residual value based on an internal evaluation of the expected future value. This evaluation is based on a proprietary model, which includes variables such as age, mileage, seasonality, segment factors, vehicle type, economic indicators and production cycle. This internally generated data is compared against third party, independent data for reasonableness.

Periodically, we revise the projected value of the lease vehicle at termination based on current market conditions and adjust depreciation expense appropriately over the remaining life of the contract. At termination, our actual sales proceeds from remarketing the vehicle may be higher or lower than the estimated residual value resulting in a gain or loss on remarketing recorded through depreciation expense.

Our standard U.S. leasing plan, SmartLease, requires a monthly payment by the consumer. We also offer an alternative leasing plan, SmartLease Plus, that requires one up-front payment of all lease amounts at the time the consumer takes possession of the vehicle.

Consumer leases are operating leases; therefore, credit losses on the operating lease portfolio are not as significant as losses on retail contracts because lease credit losses are primarily limited to payments and assessed fees. Since some of these fees are not assessed until the vehicle is returned, these losses on the lease portfolio are correlated with lease termination volume. U.S. operating lease accounts past due over 30 days represented 0.74% and 0.73% of the total portfolio at December 31, 2013 and 2012, respectively.

With respect to all financed vehicles, whether subject to a retail contract or a lease contract, we require that property damage insurance be obtained by the consumer. In addition, for lease contracts, we require that bodily injury, collision, and comprehensive insurance be obtained by the consumer.

Total consumer financing revenue of our Automotive Finance operations was \$3.0 billion, \$2.8 billion, and \$2.4 billion during the years ended December 31, 2013, 2012, and 2011, respectively.

Table of Contents**Consumer Automotive Financing Volume**

The following table summarizes our new and used vehicle consumer financing volume, including lease, and our share of consumer sales in the United States.

Year ended December 31, (units in thousands)	Consumer automotive financing volume			% Share of manufacturer consumer sales		
	2013	2012	2011	2013	2012	2011
GM new vehicles	611	579	707	29	30	38
Chrysler new vehicles	199	315	304	14	26	32
Other non-GM and non-Chrysler new vehicles	79	81	68			
Used vehicles	498	485	466			
Total consumer automotive financing volume	1,387	1,460	1,545			

The decline in consumer automotive financing volume in 2013, compared to 2012, was primarily driven by a decrease in Chrysler new subvented vehicle originations as a result of the expiration of our operating agreement on April 30, 2013, and lower penetration. The decrease was partially offset by an increase in used volume and GM new vehicle originations resulting from stronger lease volume.

Manufacturer Marketing Incentives

Automotive manufacturers may elect to sponsor incentive programs (on both retail contracts and leases) by supporting finance rates below the standard market rates at which we purchase retail contracts. These marketing incentives are also referred to as rate support or subvention. When automotive manufacturers utilize these marketing incentives, we are compensated at contract inception for the present value of the difference between the customer rate and our standard rates. For retail loans, we defer and recognize this amount as a yield adjustment over the life of the contract. For lease contracts, this payment reduces our cost basis in the underlying lease asset.

Under what we refer to as pull-ahead programs, consumers may be encouraged by the manufacturer to terminate leases early in conjunction with the acquisition of a new vehicle. As part of these programs, we waive all or a portion of the customer's remaining payment obligation. Under most programs, the automotive manufacturer compensates us for a portion of the foregone revenue from the waived payments that are offset partially to the extent that our remarketing sales proceeds are higher than otherwise would be realized if the vehicle had been remarketed at lease contract maturity.

We were previously party to agreements with each of GM and Chrysler that provided for certain exclusivity privileges related to subvention programs that they offered. Our agreement with Chrysler expired in April 2013. In addition, our agreement with GM expired effective February 28, 2014. These agreements provided Ally with certain preferred provider benefits, including limiting the use of other financing providers by GM and Chrysler for their incentive programs. We entered into a new auto financing agreement with GM that became effective on March 1, 2014 (the GM Agreement), which provides a general framework for dealer and consumer financing related to GM vehicles, as well as with respect to our ongoing participation in GM subvention programs. The GM Agreement does not provide Ally with any exclusivity or similar privileges related to the financing of GM vehicles, whether through subvention programs or otherwise. As a result, the GM Agreement does not provide the economic benefits or impose the obligations that were included within our prior agreement with GM. The GM Agreement is cancellable upon notice by either party after one year.

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The following table presents the total U.S. consumer origination dollars and percentage mix by product type.

Year ended December 31, (\$ in millions)	Consumer automotive financing originations			% Share of Ally originations		
	2013	2012	2011	2013	2012	2011
GM new vehicles						
New retail standard	\$ 6,322	\$ 6,230	\$ 9,009	17	16	23
New retail subvented	4,416	5,960	6,734	12	15	17
Lease	8,484	5,919	5,075	23	15	13
Total GM new vehicle originations	19,222	18,109	20,818			
Chrysler new vehicles						
New retail standard	3,468	4,431	4,062	9	12	10
New retail subvented	390	1,971	2,454	1	5	6
Lease	1,936	2,380	2,165	5	6	5
Total Chrysler new vehicle originations	5,794	8,782	8,681			
Other new retail vehicles						
Other lease	171	93	76	1	6	4
Used vehicles	9,874	9,581	8,990	26	25	22
Total consumer automotive financing originations	\$ 37,330	\$ 38,743	\$ 40,249			

During the year ended December 31, 2013, total GM new vehicle originations increased compared to 2012, primarily due to stronger lease volume. This increase was partially offset by lower new retail subvented volume. Chrysler new retail contracts decreased primarily as a result of lower retail penetration at Chrysler as a result of the expiration of our operating agreement on April 30, 2013. Other used and lease originations were higher due to our continued strategic focus within the non-GM and non-Chrysler market.

Servicing

We have historically serviced all retail contracts and leases we retained on-balance sheet. On occasion, we have also sold a portion of the retail contracts we originated and retained the right to service and earn a servicing fee for our servicing functions. Ally Servicing LLC, a wholly owned subsidiary, performs most servicing activities for U.S. retail contracts and consumer automobile leases.

Servicing activities consist largely of collecting and processing customer payments, responding to customer inquiries such as requests for payoff quotes, processing customer requests for account revisions (such as payment extensions and rewrites), maintaining a perfected security interest in the financed vehicle, monitoring certain vehicle insurance coverages, and disposing of off-lease vehicles. Servicing activities are generally consistent for our Automotive Finance operations; however, certain practices may be influenced by local laws and regulations.

Our U.S. customers have the option to receive monthly billing statements to remit payment by mail or through electronic fund transfers, or to establish online web-based account administration through the Ally Account Center. Customer payments are processed by regional third-party processing centers that electronically transfer payment data to customers' accounts.

Servicing activities also include initiating contact with customers who fail to comply with the terms of the retail contract or lease, reminder notices are sent, and telephone contact is typically initiated when an account becomes 3 to 15 days past due. The type of collection treatment and level of intensity increases as the account becomes more delinquent. The nature and timing of these activities depend on the repayment risk of the account.

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During the collection process, we may offer a payment extension to a customer experiencing temporary financial difficulty. A payment extension enables the customer to delay monthly payments for 30, 60, or 90 days, thereby deferring the maturity date of the contract by the period of delay. Extensions granted to a customer typically do not exceed 90 days in the aggregate during any 12-month period or 180 days in aggregate over the life of the contract. During the deferral period, we continue to accrue and collect finance charges on the contract as part of the deferral agreement. If the customer's financial difficulty is not temporary and management believes the customer could continue to make payments at a lower payment amount, we may offer to rewrite the remaining obligation, extending the term and lowering the monthly payment obligation. In those cases, the principal balance generally remains unchanged while the interest rate charged to the customer generally increases. Extension and rewrite collection techniques help mitigate financial loss in those cases where management believes the customer will recover from financial difficulty and resume regularly scheduled payments or can fulfill the obligation with lower payments over a longer period. Before offering an extension or rewrite, collection personnel evaluate and take into account the capacity of the customer to meet the revised payment terms. Generally, we do not consider extensions that fall within our policy guidelines to represent more than an insignificant delay in payment and, therefore, they are not considered Troubled Debt Restructurings (TDRs). Although the granting of an extension could delay the eventual charge-off of an account, typically we are able to repossess and sell the related collateral, thereby mitigating the loss. Of the total amount outstanding in the U.S. traditional retail portfolio at December 31, 2009, only 8.7% of the extended or rewritten balances were subsequently charged off through December 31, 2013. A four-year period was utilized for this analysis as this approximates the weighted average remaining term of the portfolio. At December 31, 2013, 7.8% of the total amount outstanding in the servicing portfolio had been granted an extension or was rewritten.

Subject to legal considerations, in the United States we normally begin repossession activity once an account becomes greater than 70-days past due. Repossession may occur earlier if management determines the customer is unwilling to pay, the vehicle is in danger of being damaged or hidden, or the customer voluntarily surrenders the vehicle. Approved third-party repossession firms handle repossessions. Normally the customer is given a period of time to redeem or reinstate the vehicle by paying off the account or bringing the account current. If the vehicle is not redeemed or reinstated, it is sold at auction. If the proceeds do not cover the unpaid balance, including unpaid earned finance charges and allowable expenses, the resulting deficiency is charged off. Asset recovery centers pursue collections on accounts that have been charged off, including those accounts where the vehicle was repossessed, and skip accounts where the vehicle cannot be located.

At December 31, 2013 and 2012, our total consumer automotive serviced portfolio was \$77.7 billion and \$75.3 billion, respectively, compared to our consumer automotive on-balance sheet portfolio of \$74.1 billion and \$67.3 billion at December 31, 2013 and 2012, respectively. Refer to Note 10 to the Consolidated Financial Statements for further information regarding servicing activities.

Remarketing and Sales of Leased Vehicles

When we acquire a consumer lease, we assume ownership of the vehicle from the dealer. Neither the consumer nor the dealer is responsible for the value of the vehicle at the time of lease termination. When vehicles are not purchased by customers or the receiving dealer at scheduled lease termination, the vehicle is returned to us for remarketing. We generally bear the risk of loss to the extent the value of a leased vehicle upon remarketing is below the expected residual value determined at the time the lease contract is signed. Automotive manufacturers may share this risk with us for certain leased vehicles, as described previously under *Manufacturer Marketing Incentives*. Our methods of vehicle sales in the United States at lease termination primarily include the following:

Sale to dealer After the lessee declines an option to purchase the off-lease vehicle, the dealer who accepts the returned off-lease vehicle has the opportunity to purchase the vehicle directly from us at a price we define.

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Internet auctions Once the lessee and dealer decline their options to purchase, we offer off-lease vehicles to dealers and certain other third parties in the United States through our proprietary internet site (SmartAuction). This internet sales program maximizes the net sales proceeds from off-lease vehicles by reducing the time between vehicle return and ultimate disposition, reducing holding costs, and broadening the number of prospective buyers. We maintain the internet auction site, set the pricing floors on vehicles, and administer the auction process. We earn a service fee for every vehicle sold through SmartAuction, which, in 2013, was approximately 261,000 vehicles.

Physical auctions We dispose of our off-lease vehicles not purchased at termination by the lease consumer or dealer or sold on an internet auction through traditional official manufacturer-sponsored auctions. We are responsible for handling decisions at the auction including arranging for inspections, authorizing repairs and reconditioning, and determining whether bids received at auction should be accepted.

Commercial Automotive Financing

Automotive Wholesale Dealer Financing

One of the most important aspects of our dealer relationships is supporting the sale of vehicles through wholesale or floorplan financing. We primarily support automotive finance purchases by dealers of new and used vehicles manufactured or distributed before sale or lease to the retail customer. Wholesale automotive financing represents the largest portion of our commercial financing business and is the primary source of funding for dealers' purchases of new and used vehicles. During 2013, we financed an average commercial wholesale floorplan receivables balance of \$15.7 billion of new GM vehicles, representing a 67% share of GM's U.S. dealer inventory. We also financed an average of \$6.9 billion of new Chrysler vehicles representing a 50% share of Chrysler's U.S. dealer inventory. In addition, we financed an average of \$2.6 billion of combined new non-GM and non-Chrysler vehicles and \$3.0 billion of used vehicles.

Wholesale credit is arranged through lines of credit extended to individual dealers. Wholesale floorplan loans are secured by the vehicles financed (and all other vehicle inventory), which provide strong collateral protection in the event of dealership default. Additional collateral (e.g., blanket lien over all dealership assets) and/or other credit enhancements (e.g., personal guarantees from dealership owners) are oftentimes obtained to further manage credit risk. Furthermore, Ally benefits from automotive manufacturer repurchase arrangements, which serve as an additional layer of protection in the event of repossession of dealership inventory and/or dealership franchise termination. The amount we advance to dealers is equal to 100% of the wholesale invoice price of new vehicles, which includes destination and other miscellaneous charges, and a price rebate, known as a holdback, from the manufacturer to the dealer in varying amounts stated as a percentage of the invoice price. Interest on wholesale automotive financing is generally payable monthly. Most wholesale automotive financing is structured to yield interest at a floating rate indexed to the Prime Rate. The rate for a particular dealer is based on, among other things, competitive factors, the size of the account, and the dealer's creditworthiness.

Under the terms of the credit agreement with the dealer, we may demand payment of interest and principal on wholesale credit lines at any time; however, unless we terminate the credit line or the dealer defaults or the risk and exposure warrant, we generally require payment of the principal amount financed for a vehicle upon its sale or lease by the dealer to the customer.

Total commercial wholesale revenue of our Automotive Finance operations was \$908 million, \$999 million, and \$976 million during the years ended December 31, 2013, 2012, and 2011, respectively.

Table of Contents**Commercial Wholesale Financing Volume**

The following table summarizes the average balances of our commercial wholesale floorplan finance receivables of new and used vehicles and share of dealer inventory in the United States.

Year ended December 31, (\$ in millions)	Average balance			% Share of manufacturer franchise dealer inventory		
	2013	2012	2011	2013	2012	2011
GM new vehicles (a)	\$ 15,650	\$ 15,331	\$ 13,407	67	71	78
Chrysler new vehicles (a)	6,885	6,693	6,228	50	58	67
Other non-GM and Chrysler new vehicles	2,637	2,230	1,844			
Used vehicles	3,044	2,985	2,920			
Total commercial wholesale finance receivables	\$ 28,216	\$ 27,239	\$ 24,399			

(a) Share of manufacturer franchise dealer inventory based on a 13 month average of dealer inventory (excludes in-transit units). Commercial wholesale financing average volume increased during 2013, compared to 2012. Wholesale penetration with GM and Chrysler decreased during 2013 compared to 2012, as a result of increased competition in the wholesale marketplace. The decrease in wholesale penetration during 2013 was more than offset by an increase in commercial wholesale financing average volume, primarily due to growing dealer inventories required to support increasing automotive industry sales.

Other Commercial Automotive Financing

We also provide other forms of commercial financing for the automotive industry including automotive dealer term loans and automotive fleet financing. Automotive dealer term loans are loans that we make to dealers to finance other aspects of the dealership business. These loans are typically secured by real estate and/or other dealership assets, and are typically personally guaranteed by the individual owners of the dealership. Automotive fleet financing credit lines may be obtained by dealers, their affiliates, and other independent companies that are used to purchase vehicles, which they lease or rent to others.

Servicing and Monitoring

We service all of the wholesale credit lines in our portfolio and the wholesale automotive finance receivables that we have securitized. A statement setting forth billing and account information is distributed on a monthly basis to each dealer. Interest and other non-principal charges are billed in arrears and are required to be paid immediately upon receipt of the monthly billing statement. Generally, dealers remit payments to us through wire transfer transactions initiated by the dealer through a secure web application.

Dealers are assigned a risk rating based on various factors, including capital sufficiency, operating performance, and credit and payment history. The risk rating affects the amount of the line of credit and the ongoing risk management of the account. We monitor the level of borrowing under each dealer's credit line daily. When a dealer's balance exceeds the credit line, we may increase the dealer's credit line, temporarily suspend the granting of additional credit, or take other actions following evaluation and analysis of the dealer's financial condition.

We periodically inspect and verify the existence of dealer vehicle inventories. The timing of these collateral audits varies, and no advance notice is given to the dealer. Among other things, audits are intended to assess dealer compliance with the financing agreement and confirm the status of our collateral.

Table of Contents**Insurance Operations****Results of Operations**

The following table summarizes the operating results of our Insurance operations excluding discontinued operations for the periods shown. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Insurance premiums and other income					
Insurance premiums and service revenue earned	\$ 1,012	\$ 1,055	\$ 1,153	(4)	(8)
Investment income	227	124	220	83	(44)
Other income	14	35	25	(60)	40
Total insurance premiums and other income	1,253	1,214	1,398	3	(13)
Expense					
Insurance losses and loss adjustment expenses	405	454	452	11	
Acquisition and underwriting expense					
Compensation and benefits expense	62	61	61	(2)	
Insurance commissions expense	370	382	431	3	11
Other expenses	162	157	138	(3)	(14)
Total acquisition and underwriting expense	594	600	630	1	5
Total expense	999	1,054	1,082	5	3
Income from continuing operations before income tax (benefit) expense	\$ 254	\$ 160	\$ 316	59	(49)
Total assets	\$ 7,124	\$ 8,439	\$ 8,036	(16)	5
Insurance premiums and service revenue written	\$ 997	\$ 1,061	\$ 1,039	(6)	2
Combined ratio (a)	98.0%	98.3%	93.1%		

(a) Management uses a combined ratio as a primary measure of underwriting profitability. Underwriting profitability is indicated by a combined ratio under 100% and is calculated as the sum of all incurred losses and expenses (excluding interest and income tax expense) divided by the total of premiums and service revenues earned and other fee income.

2013 Compared to 2012

Our Insurance operations earned income from continuing operations before income tax expense of \$254 million for the year ended December 31, 2013, compared to \$160 million for the year ended December 31, 2012. The increase was primarily attributable to higher realized investment gains partially offset by a reduction in insurance premiums and service revenue earned.

Insurance premiums and service revenue earned was \$1.0 billion for the year ended December 31, 2013, compared to \$1.1 billion in 2012. The decrease was primarily due to declining U.S. vehicle service contracts written in prior years when the automotive market was depressed.

Investment income totaled \$227 million for the year ended December 31, 2013, compared to \$124 million in 2012. The increase was primarily due to higher realized investment gains and lower recognition of other-than-temporary impairment on certain equity securities of \$20 million in 2013 as compared to \$61 million in 2012.

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Other income totaled \$14 million for the year ended December 31, 2013, compared to \$35 million in 2012. The decrease was primarily due to a 2012 gain of \$8 million on the sale of our Canadian personal lines business.

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Insurance losses and loss adjustment expenses totaled \$405 million for the year ended December 31, 2013, compared to \$454 million for the year ended December 31, 2012. The decrease was due to the wind-down of the Canadian personal lines portfolio and lower losses in line with earned premium.

2012 Compared to 2011

Our Insurance operations earned income from continuing operations before income tax expense of \$160 million for the year ended December 31, 2012, compared to \$316 million for the year ended December 31, 2011. The decrease was primarily attributable to lower investment income, lower insurance premiums and service revenue earned from our U.S. vehicle service contracts, and higher weather-related losses, including the effects of Super Storm Sandy.

Insurance premiums and service revenue earned was \$1.1 billion for the year ended December 31, 2012, compared to \$1.2 billion in 2011. The decrease was primarily due to declining U.S. vehicle service contracts written between 2007 and 2009 as a result of lower domestic vehicle sales volume.

Investment income totaled \$124 million for the year ended December 31, 2012, compared to \$220 million in 2011. The decrease was primarily due to the recognition of other-than-temporary impairment on certain equity securities of \$61 million and lower realized investment gains.

Other income totaled \$35 million for the year ended December 31, 2012, compared to \$25 million in 2011. The increase was primarily due to a gain of \$8 million on the sale of our Canadian personal lines business during the second quarter of 2012.

Insurance losses and loss adjustment expenses totaled \$454 million for the year ended December 31, 2012, compared to \$452 million for the year ended December 31, 2011. The slight increase was driven primarily by higher weather-related losses in the United States on our dealer inventory insurance products, including the effects of Super Storm Sandy, mostly offset by lower frequency experienced in our vehicle service contract business and lower losses matching our decrease in earned premium. Despite the decrease in insurance premiums and service revenue earned, insurance losses and loss adjustment expenses increased primarily due to the impacts of Super Storm Sandy, which further impacted the increase in the combined ratio.

Acquisition and underwriting expense decreased 5% for the year ended December 31, 2012, compared to 2011. The decrease was primarily a result of lower commission expense in our U.S. dealership-related products matching our decrease in earned premiums, partially offset by increased technology expense.

Premium and Service Revenue Written

The following table shows premium and service revenue written by insurance product.

Year ended December 31, (\$ in millions)	2013	2012	2011
Vehicle service contracts			
New retail	\$ 421	\$ 406	\$ 376
Used retail	509	509	514
Reinsurance	(143)	(119)	(103)
Total vehicle service contracts	787	796	787
Wholesale	157	132	115
Other finance and insurance (a)	53	133	137
Total	\$ 997	\$ 1,061	\$ 1,039

- (a) Other finance and insurance includes GAP coverage, excess wear and tear, wind-down of Canadian personal lines, and other ancillary products. The wind-down of Canadian personal lines was zero for the year ended December 31, 2013 and \$58 million and \$64 million for the years ended December 31, 2012 and 2011, respectively.

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Insurance premiums and service revenue written was \$1.0 billion for the year ended December 31, 2013, compared to \$1.1 billion in 2012. Insurance premiums and service revenue written decreased due to the wind-down of the Canadian personal lines business. Excluding Canadian Personal Lines, written premium for the year ended December 31, 2013 decreased by \$6 million as compared to 2012 due to a decrease in vehicle service contracts as a result of increased reinsurance participation, which is in line with market trends, partially offset by an increase in wholesale due to higher dealer inventory levels. Vehicle service contract revenue is earned over the life of the service contract on a basis proportionate to the anticipated cost pattern. Accordingly, the majority of earnings from vehicle service contracts written during 2013 will be recognized as income in future periods.

Insurance premiums and service revenue written was \$1.1 billion for the year ended December 31, 2012, compared to \$1.0 billion in 2011. Insurance premiums and service revenue written increased slightly due to higher written premiums in our new retail vehicle service contract and dealer inventory insurance products.

Cash and Investments

A significant aspect of our Insurance operations is the investment of proceeds from premiums and other revenue sources. We use these investments to satisfy our obligations related to future claims at the time these claims are settled. Our Insurance operations have an Investment Committee, which develops guidelines and strategies for these investments. The guidelines established by this committee reflect our risk tolerance, liquidity requirements, regulatory requirements, and rating agency considerations, among other factors.

The following table summarizes the composition of our Insurance operations cash and investment portfolio at fair value.

December 31, (\$ in millions)	2013	2012
Cash		
Noninterest-bearing cash	\$ 166	\$ 129
Interest-bearing cash	810	488
Total cash	976	617
Available-for-sale securities		
Debt securities		
U.S. Treasury and federal agencies	568	1,090
U.S. States and political subdivisions	315	
Foreign government	288	303
Mortgage-backed	1,102	714
Asset-backed	37	8
Corporate debt	1,069	1,264
Total debt securities	3,379	3,379
Equity securities	940	1,148
Total available-for-sale securities	4,319	4,527
Total cash and securities	\$ 5,295	\$ 5,144

Table of Contents**Mortgage Operations****Results of Operations**

The following table summarizes the operating results for our Mortgage operations excluding discontinued operations for the periods shown. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Net financing revenue					
Total financing revenue and other interest income	\$ 378	\$ 617	\$ 758	(39)	(19)
Interest expense	302	468	553	35	15
Net financing revenue	76	149	205	(49)	(27)
Servicing fees	68	300	365	(77)	(18)
Servicing asset valuation and hedge activities, net	(213)	(4)	(434)	n/m	99
Total servicing (loss) income, net	(145)	296	(69)	(149)	n/m
Gain on mortgage loans, net	55	375	172	(85)	118
Other income, net of losses	90	488	251	(82)	94
Total other revenue		1,159	354	(100)	n/m
Total net revenue	76	1,308	559	(94)	134
Provision for loan losses	13	86	123	85	30
Noninterest expense					
Compensation and benefits expense	39	96	74	59	(30)
Representation and warranty expense	104	171		39	n/m
Other operating expenses	178	360	270	51	(33)
Total noninterest expense	321	627	344	49	(82)
(Loss) income from continuing operations before income tax (benefit) expense	\$ (258)	\$ 595	\$ 92	(143)	n/m
Total assets	\$ 8,168	\$ 14,744	\$ 33,906	(45)	(57)

n/m = not meaningful

2013 Compared to 2012

Our Mortgage operations incurred a loss from continuing operations before income tax expense of \$258 million for the year ended December 31, 2013, compared to income from continuing operations before income tax expense of \$595 million for the year ended December 31, 2012. The decrease was primarily related to our exit of all non-strategic mortgage-related activities, including consumer mortgage-lending production associated with government-sponsored refinancing programs, our warehouse lending operations, and our agency MSR portfolio.

Net financing revenue was \$76 million for the year ended December 31, 2013, compared to \$149 million in 2012. The decrease in net financing revenue was primarily due to lower production as a result of the wind-down of our consumer held-for-sale portfolio, run-off of our held-for-investment portfolio, and the shutdown of our warehouse lending operations. The decrease was partially offset by lower interest expense as a result of lower funding costs.

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We incurred a net servicing loss of \$145 million for the year ended December 31, 2013, compared to net servicing income of \$296 million in 2012. The decrease was primarily due to the completed sales of our agency MSR portfolio to Ocwen and Quicken in the second quarter of 2013, including the valuation of the portfolio in conjunction with the sale and the unwinding of all related derivative activity.

The net gain on mortgage loans decreased \$320 million for the year ended December 31, 2013, compared to 2012. The decrease was primarily due to our decision to cease mortgage-lending production through our direct lending channel and lower margins associated with government-sponsored refinancing programs.

Other income, net of losses, was \$90 million for the year ended December 31, 2013, compared to \$488 million in 2012. The decrease was primarily due to lower fee income and net origination revenue related to decreased consumer mortgage-lending production associated with government-sponsored refinancing programs.

The provision for loan losses was \$13 million for the year ended December 31, 2013, compared to \$86 million in 2012. The decrease for the year ended December 31, 2013, was primarily due to lower net charge-offs in 2013 due to the continued runoff of legacy mortgage assets and improvements in home prices.

Total noninterest expense decreased 49% for the year ended December 31, 2013, compared to 2012. The decrease was primarily due to our decision to cease consumer mortgage-lending production through our direct lending channel and the broker fee associated with those government-sponsored refinancing programs, and lower representation and warranty expense. Lower representation and warranty expense was primarily due to the establishment of our representation and warranty liability during the second quarter of 2012 resulting from the deconsolidation of ResCap and the subsequent sale of the MSR portfolio in 2013.

2012 Compared to 2011

Our Mortgage operations earned income from continuing operations before income tax expense of \$595 million for the year ended December 31, 2012, compared to \$92 million for the year ended December 31, 2011. During 2011, we experienced an unfavorable servicing asset valuation, net of hedge, that did not recur in 2012. Additionally, during 2012, we earned higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs, and higher net gains on the sale of mortgage loans. The increase was partially offset by higher representation and warranty expense due to the transfer of liability relating to Ally Bank's sold and serviced loans that had previously been recorded at ResCap, and higher other operating expenses required to establish separate Mortgage processes as a result of the ResCap separation.

Net financing revenue was \$149 million for the year ended December 31, 2012, compared to \$205 million in 2011. The decrease in net financing revenue was primarily due to lower average yield mix as higher-rate Ally Bank mortgage loans continued to run off. Partially offsetting the decrease was lower interest expense related to lower funding costs.

We earned net servicing income of \$296 million for the year ended December 31, 2012, compared to a net servicing loss of \$69 million in 2011. The increase was primarily due to the performance of the derivative servicing hedge as compared to a less favorable hedge performance in 2011. The increase was partially offset by lower servicing fees resulting from a lower unpaid principal balance of our MSR portfolio.

The net gain on mortgage loans increased \$203 million for the year ended December 31, 2012, compared to 2011. The increase was primarily due to higher consumer mortgage-lending production through our direct lending channel and margins associated with government-sponsored refinancing programs, higher margins on warehouse and correspondent lending due to decreased competition and more selective originations from these channels, and improved market gains on specified pooled loans.

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Other income, net of losses, was \$488 million for the year ended December 31, 2012, compared to \$251 million in 2011. The increase was primarily due to higher fee income and net origination revenue related to increased consumer mortgage-lending production associated with government-sponsored refinancing programs.

The provision for loan losses was \$86 million for the year ended December 31, 2012, compared to \$123 million in 2011. The decrease for the year ended December 31, 2012, was primarily due to lower net charge-offs in 2012 due to the continued runoff of legacy mortgage assets and improvements in home prices.

Total noninterest expense increased 82% for the year ended December 31, 2012, compared to 2011. The increase was primarily driven by higher representation and warranty expense resulting from the transfer of liability relating to Ally Bank's sold and serviced loans that had previously been recorded at ResCap, and higher compensation and benefits expense due to an increase in functional services provided by ResCap through the shared services agreement.

Mortgage Loan Production and Servicing

Mortgage loan production was \$6.8 billion, \$32.4 billion, and \$56.2 billion for the years ended December 31, 2013, 2012, and 2011, respectively. Loan production decreased \$25.6 billion, or 79%, compared to 2012. During 2013, we sold our business lending operations to Walter Investment Management Corp., completed the sales of agency MSR to Ocwen and Quicken, and exited the correspondent and direct lending channels. Our ongoing Mortgage operations are limited to the management of our held-for-investment mortgage portfolio. In the future, we may purchase mortgage loans as part of our held-for-investment mortgage portfolio.

Table of Contents**Corporate and Other**

The following table summarizes the activities of Corporate and Other excluding discontinued operations for the periods shown. Corporate and Other primarily consists of our Commercial Finance Group, our centralized corporate treasury activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with debt issuances and bond exchanges, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes certain equity investments, overhead that was previously allocated to operations that have since been sold or classified as discontinued operations, and reclassifications and eliminations between the reportable operating segments. Our Commercial Finance Group provides senior secured commercial-lending products to primarily U.S.-based middle market companies.

Year ended December 31, (\$ in millions)	2013	2012	2011	Favorable/ (unfavorable) 2013-2012 % change	Favorable/ (unfavorable) 2012-2011 % change
Net financing loss					
Total financing revenue and other interest income	\$ 298	\$ 157	\$ 195	90	(19)
Interest expense					
Original issue discount amortization	262	349	925	25	62
Other interest expense	549	957	943	43	(1)
Total interest expense	811	1,306	1,868	38	30
Net financing loss (a)	(513)	(1,149)	(1,673)	55	31
Other revenue (expense)					
Loss on extinguishment of debt	(59)	(148)	(64)	60	(131)
Other gain on investments, net	3	69	84	(96)	(18)
Other income, net of losses	76	22	156	n/m	(86)
Total other revenue (expense)	20	(57)	176	135	(132)
Total net loss	(493)	(1,206)	(1,497)	59	19
Provision for loan losses	(6)	(10)	(51)	(40)	(80)
Noninterest expense					
Compensation and benefits expense	468	533	463	12	(15)
Other operating expense (b)	(45)	(99)	9	(55)	n/m
Total noninterest expense	423	434	472	3	8
Loss from continuing operations before income tax (benefit) expense	\$ (910)	\$ (1,630)	\$ (1,918)	44	15
Total assets	\$ 26,563	\$ 30,753	\$ 29,526	(14)	4

n/m = not meaningful

(a) Refer to the table that follows for further details on the components of net financing loss.

(b) Includes a reduction of \$739 million, \$814 million, and \$757 million for the years ended December 31, 2013, 2012, and 2011, respectively, related to the allocation of corporate overhead expenses to other segments. The receiving segments record their allocation of corporate overhead expense within other operating expense.

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The following table summarizes the components of net financing losses for Corporate and Other.

At and for the year ended December 31, (\$ in millions)	2013	2012	2011
Original issue discount amortization			
2008 bond exchange amortization	\$ (241)	\$ (320)	\$ (886)
Other debt issuance discount amortization	(21)	(29)	(39)
Total original issue discount amortization (a)	(262)	(349)	(925)
Net impact of the funds transfer pricing methodology			
Unallocated liquidity costs (b)	(318)	(586)	(564)
Funds-transfer pricing / cost of funds mismatch (c)	235	170	42
Unassigned equity costs (d)	(225)	(443)	(315)
Total net impact of the funds transfer pricing methodology	(308)	(859)	(837)
Other (including Commercial Finance Group net financing revenue)	57	59	89
Total net financing losses for Corporate and Other	\$ (513)	\$ (1,149)	\$ (1,673)
Outstanding original issue discount balance	\$ 1,589	\$ 1,840	\$ 2,194

(a) Amortization is included as interest on long-term debt in the Consolidated Statement of Income.

(b) Represents the unallocated cost of funding our cash and investment portfolio.

(c) Represents our methodology to assign funding costs to classes of assets and liabilities based on expected duration and the London interbank offer rate (LIBOR) swap curve plus an assumed credit spread. Matching duration allocates interest income and interest expense to the reportable segments so the respective reportable segments results are insulated from interest rate risk. The balance above is the resulting benefit (loss) due to holding interest rate risk at Corporate and Other.

(d) Primarily represents the unassigned cost of maintaining required capital positions for certain of our regulated entities, primarily Ally Bank and Ally Insurance.

The following table presents the scheduled remaining amortization of the original issue discount at December 31, 2013.

Year ended December 31, (\$ in millions)	2014	2015	2016	2017	2018	2019 and thereafter (a)	Total
Original issue discount							
Outstanding balance	\$ 1,399	\$ 1,340	\$ 1,274	\$ 1,198	\$ 1,107	\$	
Total amortization (b)	190	59	65	77	90	1,108	\$ 1,589
2008 bond exchange amortization (c)	166	43	53	66	82	977	1,387

(a) The maximum annual scheduled amortization for any individual year is \$158 million in 2030 of which \$152 million is related to 2008 bond exchange amortization.

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(b) The amortization is included as interest on long-term debt on the Consolidated Statement of Income.

(c) 2008 bond exchange amortization is included in total amortization.

2013 Compared to 2012

Loss from continuing operations before income tax expense for Corporate and Other was \$910 million for the year ended December 31, 2013, compared to \$1.6 billion for the year ended December 31, 2012. Corporate and Other's loss from continuing operations before income tax expense was driven by net financing losses, which primarily represents original issue discount amortization expense and the net impact of our FTP methodology, which includes the unallocated cost of maintaining our liquidity and investment portfolios.

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The improvement in the loss from continuing operations before income tax expense for the year ended December 31, 2013 was primarily due to a decrease in interest expense of \$495 million, which was primarily driven by OID amortization expense related to bond maturities and normal monthly amortization; lower funding costs as a result of early repayments of debt, including certain Federal Home Loan Bank debt during the fourth quarter of 2012; and increases in derivative gains. The improvement was partially offset by a decrease in other gain on investments as a result of fewer sales of investments during the year ended December 31, 2013.

Corporate and Other also includes the results of our Commercial Finance Group. Our Commercial Finance Group earned income from continuing operations before income tax expense of \$50 million for the year ended December 31, 2013, compared to \$48 million for the year ended December 31, 2012.

2012 Compared to 2011

Loss from continuing operations before income tax expense for Corporate and Other was \$1.6 billion for the year ended December 31, 2012, compared to \$1.9 billion for the year ended December 31, 2011. Corporate and Other's loss from continuing operations before income tax expense was driven by net financing losses, which primarily represents original issue discount amortization expense and the net impact of our FTP methodology, which includes the unallocated cost of maintaining our liquidity and investment portfolios.

The improvement in the loss from continuing operations before income tax expense for the year ended December 31, 2012 was primarily due to a decrease in OID amortization expense related to bond maturities and normal monthly amortization. Additionally, we incurred no accelerated amortization of OID for the year ended December 31, 2012 compared to \$50 million for the year ended December 31, 2011. The improvement was partially offset by the early repayment of certain Federal Home Loan Bank debt to further reduce funding costs, the absence of a \$121 million gain on the early settlement of a loss holdback provision related to certain historical automotive whole-loan forward flow agreements recognized during 2011, and an increase in compensation and benefits expense as a result of increased incentive compensation and pension-related expenses. The pension-related expenses resulted from our decision to de-risk our long-term pension liability through lump-sum buyouts and annuity placements for former subsidiaries. Refer to Note 23 to the Consolidated Financial Statements for further detail on these certain pension actions.

Corporate and Other also includes the results of our Commercial Finance Group. Our Commercial Finance Group earned income from continuing operations before income tax expense of \$48 million for the year ended December 31, 2012, compared to \$141 million for the year ended December 31, 2011. The decrease was primarily related to lower net revenue resulting from a decline in income from servicer advance collections, lower accelerated fee income due to fewer early loan payoffs during 2012, compared to 2011. Additionally, provision expense was less favorable in 2012 due to a greater decline in portfolio-level reserves in 2011 associated with higher recoveries on nonperforming exposures, combined with the runoff of the majority of our higher-risk non-core portfolio.

Table of Contents**Cash and Securities**

The following table summarizes the composition of the cash and securities portfolio held at fair value by Corporate and Other.

December 31, (\$ in millions)	2013	2012
Cash		
Noninterest-bearing cash	\$ 1,123	\$ 944
Interest-bearing cash	3,396	5,942
Total cash	4,519	6,886
Available-for-sale securities		
Debt securities		
U.S. Treasury and federal agencies	859	1,124
Mortgage-backed	9,718	6,191
Asset-backed	2,183	2,332
Total debt securities	12,760	9,647
Equity securities	4	4
Total available-for-sale securities	12,764	9,651
Total cash and securities	\$ 17,283	\$ 16,537

Risk Management

Managing the risk/reward trade-off is a fundamental component of operating our businesses. Our risk management program is overseen by the Ally Board of Directors (the Board), various risk committees, the executive leadership team, and our associates. The Board sets the risk appetite across our company while the risk committees, executive leadership team, and our associates identify and monitor potential risks and manage those risks to be within our risk appetite. Ally's primary risks include credit, lease residual, market, operational, insurance/underwriting, and liquidity.

Credit risk The risk of loss arising from an obligor not meeting its contractual obligations to our firm.

Lease Residual risk The risk of loss arising from the possibility that the actual proceeds realized upon the sale of returned vehicles will be lower than the projection of the values used in establishing the pricing at lease inception.

Market risk The risk of loss arising from changes in the fair value of our assets or liabilities (including derivatives) caused by movements in market variables, such as interest rates, foreign-exchange rates, and equity and commodity prices.

Operational risk The risk of loss arising from inadequate or failed processes or systems, human factors, or external events.

Insurance/Underwriting risk The risk of loss associated with insured events occurring, the severity of insured events, and the timing of claim payments arising from insured events.

Liquidity risk The risk that our financial condition or overall safety and soundness is adversely affected by an inability, or perceived inability, to meet our financial obligations, and to withstand unforeseen liquidity stress events (see Liquidity Management, Funding, and Regulatory Capital discussion within this MD&A).

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While risk oversight is ultimately the responsibility of the Board, our governance structure starts within each line of business, including committees established to oversee risk in their respective areas. The lines of business are responsible for executing on risk strategies, policies, and controls that are fundamentally sound and compliant with enterprise risk management policies and with applicable laws and regulations. The line of business risk committees, which report up to the Risk and Compliance Committee of the Board, monitor the performance within each portfolio and determine whether to amend any risk practices based upon portfolio trends.

In addition, the Enterprise Risk Management and Compliance organizations are accountable for independently identifying, monitoring, measuring, and reporting on our various risks. In addition, they are responsible for designing an effective risk management framework and structure. They are also responsible for monitoring that our risks remain within the tolerances established by the Board, developing and maintaining policies, and implementing risk management methodologies.

All lines of business and enterprise functions are subject to full and unrestricted audits by Audit Services. Audit Services reports to the Audit Committee of the Board, and is primarily responsible for assisting the Audit Committee in fulfilling its governance and oversight responsibilities. Audit Services is granted free and unrestricted access to any and all of our records, physical properties, technologies, management, and employees.

In addition, our Loan Review Group provides an independent assessment of the quality of Ally's credit risk portfolios and credit risk management practices, and all lines of business and corporate functions that create or influence credit risk are subject to full and unrestricted reviews by the Loan Review Group. This group also is granted free and unrestricted access to any and all of our records, physical properties, technologies, management, and employees and reports its findings directly to the Risk and Compliance Committee. The findings of this group help to strengthen our risk management practices and processes throughout the organization.

Table of Contents**Loan and Lease Exposure**

The following table summarizes the exposures from our loan and lease activities.

December 31, (\$ in millions)	2013	2012
Finance receivables and loans		
Dealer Financial Services	\$ 90,220	\$ 86,542
Mortgage operations	8,444	9,821
Corporate and Other	1,664	2,692
Total finance receivables and loans	100,328	99,055
Held-for-sale loans		
Dealer Financial Services	\$	\$
Mortgage operations	16	2,490
Corporate and Other	19	86
Total held-for-sale loans	35	2,576
Total on-balance sheet loans	\$ 100,363	\$ 101,631
Off-balance sheet securitized loans		
Dealer Financial Services	\$ 899	\$ 1,495
Mortgage operations		119,384
Corporate and Other		
Total off-balance sheet securitized loans	\$ 899	\$ 120,879
Operating lease assets		
Dealer Financial Services	\$ 17,680	\$ 13,550
Mortgage operations		
Corporate and Other		
Total operating lease assets	\$ 17,680	\$ 13,550
Serviced loans and leases		
Dealer Financial Services	\$ 111,589	\$ 134,122
Mortgage operations (a)	8,333	130,324
Corporate and Other	1,498	1,344
Total serviced loans and leases	\$ 121,420	\$ 265,790

(a) Includes primary mortgage loan-servicing portfolio only, which includes on-balance sheet loans of \$8.3 billion and \$10.9 billion at December 31, 2013 and December 31, 2012, respectively.

The risks inherent in our loan and lease exposures are largely driven by changes in the overall economy, used vehicle and housing price levels, unemployment levels, and their impact to our borrowers. The potential financial statement impact of these exposures varies depending on the accounting classification and future expected disposition strategy. We retain the majority of our automobile loans as they complement our core business model, but we do sell loans from time to time on an opportunistic basis. Historically, we primarily originated mortgage loans with the intent to sell and, as such, retained only a small percentage of the loans that we originated or purchased. Mortgage loans that we did not intend to retain were sold to investors, primarily through securitizations guaranteed by the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), and the Government National Mortgage Association (Ginnie Mae) (collectively, the Government-sponsored Enterprises, or GSEs). We ultimately manage the associated risks based on the underlying economics of the exposure.

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During 2013, we sold our business lending operations to Walter Investment Management Corp., completed the sales of agency MSR to Ocwen and Quicken, and exited the correspondent and direct lending channels. Our ongoing Mortgage operations are limited to the management of our held-for-investment mortgage portfolio.

Finance receivables and loans Loans that we have the intent and ability to hold for the foreseeable future or until maturity, or loans associated with an on-balance sheet securitization classified as secured

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financing. These loans are recorded at the principal amount outstanding, net of unearned income, premiums and discounts, and allowances. We manage the economic risks of these exposures, including credit risk, by adjusting underwriting standards and risk limits, augmenting our servicing and collection activities (including loan modifications and restructurings), and optimizing our product and geographic concentrations. Additionally, we have elected to account for certain mortgage loans at fair value. Changes in the fair value of these loans are recognized in a valuation allowance separate from the allowance for loan losses and were reflected in current period earnings. We used market-based instruments, such as derivatives, to hedge changes in the fair value of these loans.

Held-for-sale loans Loans that we do not have the intent and ability to hold for the foreseeable future or until maturity. These loans are recorded on our balance sheet at the lower of cost or estimated fair value and are evaluated by portfolio and product type. Changes in the recorded value are recognized in a valuation allowance and reflected in current period earnings. We manage the economic risks of these exposures, including market and credit risks, in various ways including the use of market-based instruments such as derivatives.

Off-balance sheet securitized loans Loans that we transfer off-balance sheet to nonconsolidated variable interest entities. We primarily report this exposure as cash, servicing rights, or retained interests (if applicable). Similar to finance receivables and loans, we manage the economic risks of these exposures, including credit risk, through activities including servicing and collections.

Operating lease assets The net book value of the automobile assets we lease includes the expected residual values upon remarketing the vehicles at the end of the lease. We are exposed to fluctuations in the expected residual value upon remarketing the vehicle at the end of the lease, and as such at contract inception, we determine the projected residual value based on an internal evaluation of the expected future value. This evaluation is based on a proprietary model, which includes variables such as age, mileage, seasonality, segment factors, vehicle type, economic indicators and production cycle. This internally generated data is compared against third party, independent data for reasonableness. Periodically, we revise the projected value of the lease vehicle at termination based on current market conditions and adjust depreciation expense appropriately over the remaining life of the contract. At termination, our actual sales proceeds from remarketing the vehicle may be higher or lower than the estimated residual value resulting in a gain or loss on remarketing recorded through depreciation expense. The balance sheet reflects both the lease asset as well as any associated rent receivables. The lease rent receivable is a component of other assets. A valuation allowance representing the uncollectible portion of the lease rent receivable is recorded directly against this receivable. The lease asset is reviewed for impairment in accordance with applicable accounting standards.

Serviced loans and leases Loans that we service on behalf of our customers or another financial institution. As such, these loans can be on or off our balance sheet. For our serviced consumer automobile loans, we do not recognize servicing assets or liabilities because we receive a fee that adequately compensates us for the servicing costs. Historically, for our MSR's, we would record an asset (at fair value) based on whether the expected servicing benefits would exceed the expected servicing costs.

Refer to the Critical Accounting Estimates discussion within this MD&A and Note 1 to the Consolidated Financial Statements for further information.

Credit Risk Management

Credit risk is defined as the potential failure to receive payments when due from an obligor in accordance with contractual obligations. Therefore, credit risk is a major source of potential economic loss to us. Credit risk is monitored by enterprise and line of business committees and the Enterprise Risk Management organization. Together they oversee the credit decisioning and management processes, and monitor credit risk exposures to ensure they are managed in a safe-and-sound manner and are within our risk appetite. In addition, our Loan

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Review Group provides an independent assessment of the quality of our credit portfolios and credit risk management practices, and directly reports its findings to the Risk and Compliance Committee of the Board on a regular basis.

To mitigate risk, we have implemented specific policies and practices across all lines of business, utilizing both qualitative and quantitative analyses, that reflect our commitment to maintain an independent and ongoing assessment of credit risk and credit quality. Our policies require an objective and timely assessment of the overall quality of the consumer and commercial loan and lease portfolios. This includes the identification of relevant trends that affect the collectability of the portfolios, segments of the portfolios that are potential problem areas, loans and leases with potential credit weaknesses, as well as stress testing and the assessment of the adequacy of internal credit risk policies and procedures to monitor compliance with relevant laws and regulations. In addition, we maintain limits and underwriting policies that reflect our risk appetite.

We manage credit risk based on the risk profile of the borrower, the source of repayment, the underlying collateral, and current market conditions. We monitor the credit risk profile of individual borrowers and the aggregate portfolio of borrowers either within a designated geographic region or a particular product or industry segment. We perform ongoing analyses of the consumer automobile, consumer mortgage, and commercial portfolios using a range of indicators to assess the adequacy of the allowance based on historical and current trends. Refer to Note 7 to the Consolidated Financial Statements for additional information.

Additionally, we utilize numerous collection strategies to mitigate loss and provide ongoing support to customers in financial distress. For automobile loans, we work with customers when they become delinquent on their monthly payment. In lieu of repossessing their vehicle, we may offer several types of assistance to aid our customers based on their willingness and ability to repay their loan. Loss mitigation may include extension of the loan maturity date and rewriting the loan terms. For mortgage loans, as part of our participation in certain governmental programs, we offer mortgage loan modifications to qualified borrowers. Numerous initiatives are in place to provide support to our mortgage customers in financial distress, including principal forgiveness, maturity extensions, delinquent interest capitalization, and changes to contractual interest rates.

Furthermore, we manage our counterparty credit exposure based on the risk profile of the counterparty. Within our policies, we have established standards and requirements for managing counterparty risk exposures in a safe-and-sound manner. Counterparty credit risk is derived from multiple exposure types, including derivatives, securities trading, securities financing transactions, financial futures, cash balances (e.g., due from depository institutions, restricted accounts, and cash equivalents), and investment in debt securities. For more information on Derivative Counterparty Credit Risk, refer to Note 21 to the Consolidated Financial Statements.

During 2013, the U.S. economy continued to expand. The labor market recovered further during the year, with nonfarm payrolls increasing and the annual unemployment rate falling. Within the U.S. automotive portfolio, encouraging trends include an average annual rate of 15.5 million new light vehicle sales during the year. However, we continue to be cautious with the economic outlook.

On-balance Sheet Portfolio

Our on-balance sheet portfolio includes both finance receivables and loans and held-for-sale loans. At December 31, 2013, this primarily included \$90.2 billion of automobile finance receivables and loans and \$8.5 billion of mortgage finance receivables and loans. Within our on-balance sheet portfolio, we have elected to account for certain mortgage loans at fair value. The valuation allowance recorded on fair value-elected loans is separate from the allowance for loan losses. Changes in the fair value of loans are classified as gain on mortgage and automotive loans, net, in the Consolidated Statement of Income.

During 2012 and 2013, we further executed on our strategy of discontinuing and selling or liquidating nonstrategic operations. Refer to Note 2 to the Consolidated Financial Statements for additional information.

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The following table presents our total on-balance sheet consumer and commercial finance receivables and loans reported at carrying value before allowance for loan losses.

December 31, (\$ in millions)	Outstanding		Nonperforming (a)		Accruing past due 90 days or more (b)	
	2013	2012	2013	2012	2013	2012
Consumer						
Finance receivables and loans						
Loans at historical cost	\$ 64,860	\$ 63,536	\$ 521	\$ 642	\$ 1	\$ 1
Loans at fair value	1					
Total finance receivables and loans	64,861	63,536	521	642	1	1
Loans held-for-sale	16	2,490	9	25		
Total consumer loans	64,877	66,026	530	667	1	1
Commercial						
Finance receivables and loans at historical cost	35,467	35,519	204	216		
Loans held-for-sale	19	86				
Total commercial loans	35,486	35,605	204	216		
Total on-balance sheet loans	\$ 100,363	\$ 101,631	\$ 734	\$ 883	\$ 1	\$ 1

(a) Includes nonaccrual troubled debt restructured loans (TDRs) of \$312 million and \$419 million at December 31, 2013, and December 31, 2012, respectively.

(b) Generally, loans that are 90 days past due and still accruing represent loans with government guarantees. There were no troubled debt restructured loans classified as 90 days past due and still accruing at December 31, 2013 and December 31, 2012.

Total on-balance sheet loans outstanding at December 31, 2013, decreased \$1.3 billion to \$100.4 billion from December 31, 2012, reflecting a decrease of \$1.1 billion in the consumer portfolio and a decrease of \$119 million in the commercial portfolio. The decrease in consumer on-balance sheet loans was primarily driven by our decisions to exit the direct lending and correspondent lending channels, partially offset by automobile originations, which outpaced portfolio runoff. The decrease in commercial on-balance sheet loans outstanding was primarily driven by the payoff of ResCaps debtor-in-possession financing.

The total TDRs outstanding at December 31, 2013, increased \$83 million to \$1.3 billion from December 31, 2012, primarily due to our loss mitigation efforts on commercial and consumer loans including continued foreclosure prevention and participation in a variety of government-sponsored refinancing programs. Refer to Note 7 to the Consolidated Financial Statements for additional information.

Total nonperforming loans at December 31, 2013, decreased \$149 million to \$734 million from December 31, 2012, reflecting a decrease of \$137 million of consumer nonperforming loans and a decrease of \$12 million of commercial nonperforming loans. The decrease in total nonperforming loans from December 31, 2012, was driven, in part, by the improved performance of remaining consumer mortgage loans as lower quality legacy loans continued to runoff. Nonperforming loans include finance receivables and loans on nonaccrual status when the principal or interest has been delinquent for 90 days or when full collection is determined not to be probable. Refer to Note 1 to the Consolidated Financial Statements for additional information.

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The following table includes consumer and commercial net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

Year ended December 31, (\$ in millions)	Net charge-offs (recoveries)		Net charge-off ratios (a)	
	2013	2012 (b)	2013	2012
Consumer				
Finance receivables and loans at historical cost	\$ 477	\$ 507	0.7%	0.7%
Commercial				
Finance receivables and loans at historical cost	(5)	(33)		(0.1)
Total finance receivables and loans at historical cost	\$ 472	\$ 474	0.5%	0.4%

(a) Net charge-off ratios are calculated as net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

(b) Includes \$102 million of international consumer net charge-offs and \$30 million of international commercial recoveries. Net charge-offs were \$472 million for the year ended December 31, 2013, compared to \$474 million for the year ended December 31, 2012. The decrease in the consumer portfolio during the year ended December 31, 2013 was driven by continued improved performance of mortgage assets and improvements in home prices. The change in the commercial portfolio during the year ended December 31, 2013 was largely due to recoveries in 2012 that did not repeat in 2013. Loans held-for-sale are accounted for at the lower-of-cost or fair value and, therefore, we do not record charge-offs.

The *Consumer Credit Portfolio* and *Commercial Credit Portfolio* discussions that follow relate to consumer and commercial finance receivables and loans recorded at historical cost. Finance receivables and loans recorded at historical cost have an associated allowance for loan losses. Finance receivables and loans measured at fair value were excluded from these discussions since those exposures are not accounted for within our allowance for loan losses.

Consumer Credit Portfolio

Our consumer portfolio primarily consists of automobile loans, first mortgages, and home equity loans. Loan losses in our consumer portfolio are influenced by general business and economic conditions including unemployment rates, bankruptcy filings, and home and used vehicle prices. Additionally, our consumer credit exposure is significantly concentrated in automobile lending (largely through GM and Chrysler dealerships). Due to our subvention relationships, we have been able to mitigate some interest income exposure to certain consumer defaults by receiving a rate support payment directly from the automotive manufacturers at origination.

Credit risk management for the consumer portfolio begins with the initial underwriting and continues throughout a borrower's credit cycle. We manage consumer credit risk through our loan origination and underwriting policies, credit approval process, and servicing capabilities. We use proprietary credit-scoring models to differentiate the expected default rates of credit applicants enabling us to better evaluate credit applications for approval and to tailor the pricing and financing structure according to this assessment of credit risk. We regularly review the performance of the credit scoring models and update them for historical information and current trends. These and other actions mitigate but do not eliminate credit risk. Improper evaluations of a borrower's creditworthiness, fraud, and/or changes in the applicant's financial condition after approval could negatively affect the quality of our receivables portfolio, resulting in loan losses.

Our servicing activities are another key factor in managing consumer credit risk. Servicing activities consist largely of collecting and processing customer payments, responding to customer inquiries such as requests for

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payoff quotes, and processing customer requests for account revisions (such as payment extensions and refinancings). Servicing activities are generally consistent across our operations; however, certain practices may be influenced by local laws and regulations.

During the year ended December 31, 2013, the credit performance of the consumer portfolio remained strong and reflects the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum. For information on our consumer credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Consolidated Financial Statements.

The following table includes consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

December 31, (\$ in millions)	Outstanding		Nonperforming (a)		Accruing past due 90 days or more (b)	
	2013	2012	2013	2012	2013	2012
Consumer automobile (c)	\$ 56,417	\$ 53,715	\$ 329	\$ 260	\$	\$
Consumer mortgage	8,443	9,821	192	382	1	1
Total consumer finance receivables and loans	\$ 64,860	\$ 63,536	\$ 521	\$ 642	\$ 1	\$ 1

(a) Includes nonaccrual troubled debt restructured loans of \$237 million and \$373 million at December 31, 2013, and December 31, 2012, respectively.

(b) There were no troubled debt restructured loans classified as 90 days past due and still accruing at December 31, 2013 and December 31, 2012.

(c) Includes \$1 million of fair value adjustment for loans in hedge accounting relationships at December 31, 2013. Refer to Note 21 to the Consolidated Financial Statements for additional information.

Total consumer outstanding finance receivables and loans increased \$1.3 billion at December 31, 2013, compared with December 31, 2012. This increase was related to our U.S. automobile consumer loan originations which outpaced portfolio runoff. Additionally, we continued to prudently expand our used and nonprime originations as a percent of our total originations.

Total consumer nonperforming finance receivables and loans at December 31, 2013, decreased \$121 million to \$521 million from December 31, 2012, reflecting a decrease of \$190 million of consumer mortgage nonperforming finance receivables and loans and an increase of \$69 million of consumer automobile nonperforming finance receivables and loans. Consumer mortgage nonperforming finance receivables and loans decreased due to the improved performance of remaining loans. Consumer automobile nonperforming finance receivables and loans increased primarily due to the change in our portfolio mix as we continued the execution of our underwriting strategy to prudently expand our originations across a broader credit spectrum, including used and nonprime, as well as seasoning of the portfolio. Refer to Note 7 to the Consolidated Financial Statements for additional information. Total consumer nonperforming finance receivables and loans as a percentage of total outstanding consumer finance receivables and loans were 0.8% and 1.0% at December 31, 2013 and December 31, 2012, respectively.

Consumer domestic automotive loans accruing and past due 30 days or more increased \$252 million to \$1.3 billion at December 31, 2013, compared with December 31, 2012. The increase is predominantly due to the change in our portfolio mix as we continued the execution of our underwriting strategy to prudently expand our originations across a broader credit spectrum, including used and nonprime.

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The following table includes consumer net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

Year ended December 31, (\$ in millions)	Net charge-offs		Net charge-off ratios (a)	
	2013	2012 (b)	2013	2012
Consumer automobile	\$ 402	\$ 369	0.7%	0.5%
Consumer mortgage	75	138	0.8	1.4
Total consumer finance receivables and loans	\$ 477	\$ 507	0.7%	0.7%

(a) Net charge-off ratios are calculated as net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

(b) Includes \$102 million of international consumer automobile net charge-offs.

Our net charge-offs from total consumer automobile finance receivables and loans were \$402 million for the year ended December 31, 2013, compared to \$369 million for the year ended December 31, 2012. The increase was driven primarily by the change in our U.S. portfolio mix as we continued the execution of our underwriting strategy to prudently expand our originations across a broader credit spectrum, including used and nonprime, seasoning of the portfolio, and higher outstandings. This increase was partially offset by the inclusion of international net charge-offs during the year ended December 31, 2012 prior to the reclassification of the international automotive finance business to discontinued operations.

Our net charge-offs from total consumer mortgage receivables and loans were \$75 million for the year ended December 31, 2013, compared to \$138 million in 2012. The decrease was driven by continued improved performance of mortgage assets and improvements in home prices.

The following table summarizes the unpaid principal balance of total consumer loan originations for the periods shown. Total consumer loan originations include loans classified as finance receivables and loans and loans held-for-sale during the period.

Year ended December 31, (\$ in millions)	2013	2012 (a)
Consumer automobile	\$ 26,739	\$ 40,004
Consumer mortgage	6,804	32,465
Total consumer loan originations	\$ 33,543	\$ 72,469

(a) Includes \$9.7 billion of international consumer automobile originations.

Total automobile-originated loans decreased \$13.3 billion for the year ended December 31, 2013, compared to 2012. The decrease was primarily due to the reclassification of our international automotive finance business to discontinued operations at the end of 2012 as well as lower new vehicle originations as a result of more competition within the automotive finance market. Total mortgage-originated loans decreased \$25.7 billion for the year ended December 31, 2013. The decline in loan production was driven by our strategic exit from the direct lending channel and our decision announced on April 17, 2013 to exit the correspondent lending channel.

Consumer loan originations retained on-balance sheet as held-for-investment were \$27.5 billion at December 31, 2013, compared to \$42.2 billion at December 31, 2012. The decrease was primarily due to the reclassification of our international automotive finance business to discontinued operations at the end of 2012 as well as lower new vehicle originations as a result of more competition within the automotive finance market.

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The following table shows the percentage of total consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses by geographic region. Total automobile loans were \$56.4 billion and \$53.7 billion at December 31, 2013, and December 31, 2012, respectively. Total mortgage and home equity loans were \$8.4 billion and \$9.8 billion at December 31, 2013, and December 31, 2012, respectively.

December 31,	2013 (a)		2012	
	Automobile	1st Mortgage and home equity	Automobile	1st Mortgage and home equity
Texas	13.2%	5.8%	12.9%	5.8%
California	5.8	29.5	5.6	29.2
Florida	7.0	3.6	6.7	3.6
Pennsylvania	5.3	1.7	5.2	1.6
Illinois	4.4	4.4	4.3	4.8
Michigan	4.4	3.9	5.0	4.1
New York	4.3	1.9	4.6	2.0
Georgia	4.0	2.1	3.7	1.9
Ohio	4.0	0.7	4.0	0.8
North Carolina	3.4	1.9	3.3	2.0
Other United States	44.2	44.5	44.7	44.2
Total consumer loans	100.0%	100.0%	100.0%	100.0%

(a) Presentation is in descending order as a percentage of total consumer finance receivables and loans at December 31, 2013.

We monitor our consumer loan portfolio for concentration risk across the geographies in which we lend. The highest concentrations of loans in the United States are in Texas and California, which represented an aggregate of 21.1% and 21.0% of our total outstanding consumer finance receivables and loans at December 31, 2013, and December 31, 2012, respectively.

Concentrations in our Mortgage operations are closely monitored given the volatility of the housing markets. Our consumer mortgage loan concentrations in California, Florida, and Michigan receive particular attention as the real estate value depreciation in these states has been amongst the most severe.

Reposessed and Foreclosed Assets

We classify an asset as reposessed or foreclosed (included in other assets on the Consolidated Balance Sheet) when physical possession of the collateral is taken. We dispose of the acquired collateral in a timely fashion in accordance with regulatory requirements. For more information on reposessed and foreclosed assets, refer to Note 1 to the Consolidated Financial Statements.

Reposessed assets in our Automotive Finance operations at December 31, 2013, increased \$39 million to \$101 million from December 31, 2012. Foreclosed mortgage assets at December 31, 2013, increased \$4 million to \$10 million from December 31, 2012.

Commercial Credit Portfolio

Our commercial portfolio consists primarily of automotive loans (wholesale floorplan, dealer term loans including real estate loans, and automotive fleet financing), and some commercial finance loans. Wholesale floorplan loans are secured by the vehicles financed (and all other vehicle inventory), which provide strong collateral protection in the event of dealership default. Additional collateral (e.g., blanket lien over all dealership assets) and/or other credit enhancements (e.g., personal guarantees from dealership owners) are oftentimes

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obtained to further manage credit risk. Furthermore, Ally benefits from the automotive manufacturer repurchase arrangements, which serve as an additional layer of protection in the event of repossession of dealership inventory and/or dealership franchise termination.

Within our commercial portfolio, we utilize an internal credit risk rating system that is fundamental to managing credit risk exposure consistently across various types of commercial borrowers and captures critical risk factors for each borrower. The ratings are used for many areas of credit risk management, such as loan origination, portfolio risk monitoring, management reporting, and loan loss reserves analyses. Therefore, the rating system is critical to an effective and consistent credit risk management framework.

During the year ended December 31, 2013, the credit performance of the commercial portfolio remained strong as nonperforming finance receivables and loans and net charge-offs remained stable. For information on our commercial credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Consolidated Financial Statements.

The following table includes total commercial finance receivables and loans reported at carrying value before allowance for loan losses.

December 31, (\$ in millions)	Outstanding		Nonperforming (a)		Accruing past due 90 days or more (b)	
	2013	2012	2013	2012	2013	2012
Commercial and industrial						
Automobile	\$ 30,948	\$ 30,270	\$ 116	\$ 146	\$	\$
Mortgage						
Other (c)	1,664	2,697	74	33		
Commercial real estate Automobile	2,855	2,552	14	37		
Total commercial finance receivables and loans	\$ 35,467	\$ 35,519	\$ 204	\$ 216	\$	\$

(a) Includes nonaccrual troubled debt restructured loans of \$75 million and \$29 million at December 31, 2013, and December 31, 2012, respectively.

(b) There were no troubled debt restructured loans classified as 90 days past due and still accruing at December 31, 2013 and December 31, 2012.

(c) Other commercial primarily includes senior secured commercial lending.

Total commercial finance receivables and loans outstanding decreased \$52 million to \$35.5 billion at December 31, 2013, from December 31, 2012. The commercial and industrial outstandings decreased \$355 million primarily due to the June 2013 payoff of ResCap's \$1.3 billion debtor-in-possession financing partially offset by the increase in the dealer inventories required to support increasing automotive industry sales.

Total commercial nonperforming finance receivables and loans were \$204 million at December 31, 2013, a decrease of \$12 million compared to December 31, 2012. Total commercial nonperforming finance receivables and loans as a percentage of outstanding commercial finance receivables and loans remained flat at 0.6% as of December 31, 2013 and December 31, 2012.

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The following table includes total commercial net charge-offs from finance receivables and loans at historical cost and related ratios reported at carrying value before allowance for loan losses.

Year ended December 31, (\$ in millions)	Net charge-offs (recoveries)		Net charge-off ratios (a)	
	2013	2012	2013	2012
Commercial and industrial				
Automobile	\$	\$	%	%
Mortgage		(1)		(0.1)
Other	(7)	(31)	(0.3)	(1.5)
Commercial real estate Automobile	2	(1)	0.1	
Total commercial finance receivables and loans	\$ (5)	\$ (33)	%	(0.1)%

(a) Net charge-off ratios are calculated as net charge-offs divided by average outstanding finance receivables and loans excluding loans measured at fair value and loans held-for-sale during the year for each loan category.

Our net charge-offs from commercial finance receivables and loans resulted in recoveries of \$5 million for the year ended December 31, 2013, compared to recoveries of \$33 million in 2012. The change in net charge-offs was largely driven by strong recoveries in certain wind-down portfolios during the year ended December 31, 2012 that did not repeat in 2013.

Commercial Real Estate

The commercial real estate portfolio consists of finance receivables and loans issued primarily to automotive dealers. Commercial real estate finance receivables and loans were \$2.9 billion and \$2.6 billion at December 31, 2013, and December 31, 2012, respectively.

The following table presents the percentage of total commercial real estate finance receivables and loans by geographic region. These finance receivables and loans are reported at carrying value before allowance for loan losses.

December 31, Geographic region	2013	2012
Texas	13.2%	13.0%
Florida	12.6	11.7
Michigan	11.6	12.6
California	9.2	9.3
New York	4.5	4.9
North Carolina	4.1	3.9
Virginia	3.8	3.9
Pennsylvania	3.3	3.3
Georgia	3.1	3.0
Illinois	2.5	1.8
Other United States	32.1	32.6
Total commercial real estate finance receivables and loans	100.0%	100.0%

Commercial Criticized Exposure

Finance receivables and loans classified as special mention, substandard, or doubtful are deemed criticized. These classifications are based on regulatory definitions and generally represent finance receivables and loans within our portfolio that have a higher default risk or have already defaulted. These finance receivables and loans require additional monitoring and review including specific actions to mitigate our potential

economic loss.

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The following table presents the percentage of total commercial criticized finance receivables and loans by industry concentrations. These finance receivables and loans are reported at carrying value before allowance for loan losses.

December 31,	2013	2012
Industry		
Automotive	91.4%	85.7%
Electronics	3.4	1.2
Services	2.5	4.9
Other	2.7	8.2
Total commercial criticized finance receivables and loans	100.0%	100.0%

Total criticized exposures increased \$431 million to \$2.1 billion at December 31, 2013 from December 31, 2012, primarily due to the reclassification of a small number of commercial loans within the overall stable commercial portfolio.

Selected Loan Maturity and Sensitivity Data

The table below shows the commercial finance receivables and loans portfolio and the distribution between fixed and floating interest rates based on the stated terms of the commercial loan agreements. This portfolio is reported at carrying value before allowance for loan losses.

December 31, 2013 (\$ in millions)	Within 1 year (a)	1-5 years	After 5 years	Total (b)
Commercial and industrial	\$ 30,442	\$ 2,053	\$ 117	\$ 32,612
Commercial real estate	82	2,082	691	2,855
Total commercial finance receivables and loans	\$ 30,524	\$ 4,135	\$ 808	\$ 35,467
Loans at fixed interest rates		\$ 1,919	\$ 649	
Loans at variable interest rates		2,216	159	
Total commercial finance receivables and loans		\$ 4,135	\$ 808	

(a) Includes loans (e.g., floorplan) with revolving terms.

(b) Loan maturities are based on the remaining maturities under contractual terms.

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The following tables present an analysis of the activity in the allowance for loan losses on finance receivables and loans.

<i>(\$ in millions)</i>	Consumer automobile	Consumer mortgage	Total consumer	Commercial	Total
Allowance at January 1, 2013	\$ 575	\$ 452	\$ 1,027	\$ 143	\$ 1,170
Charge-offs	(639)	(93)	(732)	(5)	(737)
Recoveries	237	18	255	10	265
Net charge-offs	(402)	(75)	(477)	5	(472)
Provision for loan losses	490	13	503	(2)	501
Other	10	(1)	9		9
Allowance at December 31, 2013	\$ 673	\$ 389	\$ 1,062	\$ 146	\$ 1,208
Allowance for loan losses to finance receivables and loans outstanding at December 31, 2013 (a)	1.2%	4.6%	1.6%	0.4%	1.2%
Net charge-offs to average finance receivables and loans outstanding at December 31, 2013 (a)	0.7%	0.8%	0.7%	%	0.5%
Allowance for loan losses to total nonperforming finance receivables and loans at December 31, 2013 (a)	204.4%	203.1%	203.9%	71.6%	166.6%
Ratio of allowance for loans losses to net charge-offs at December 31, 2013	1.7	5.2	2.2	(27.1)	2.6

(a) Coverage percentages are based on the allowance for loan losses related to finance receivables and loans excluding those loans held at fair value as a percentage of the unpaid principal balance, net of premiums and discounts.

The allowance for consumer loan losses at December 31, 2013, increased \$35 million compared to December 31, 2012. The increase was primarily due to increases in the allowance for consumer automotive assets due to the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, and the growth in our U.S. automotive consumer portfolio. The increase was partially offset by continued improved performance of mortgage assets.

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The allowance for commercial loan losses increased \$3 million at December 31, 2013, compared to December 31, 2012, primarily related to the higher automotive assets during 2013.

<i>(\$ in millions)</i>	Consumer automobile	Consumer mortgage	Total consumer	Commercial	Total
Allowance at January 1, 2012	\$ 766	\$ 516	\$ 1,282	\$ 221	\$ 1,503
Charge-offs	(616)	(149)	(765)	(11)	(776)
Recoveries	247	11	258	44	302
Net charge-offs	(369)	(138)	(507)	33	(474)
Provision for loan losses	257	86	343	(14)	329
Other (a)	(79)	(12)	(91)	(97)	(188)
Allowance at December 31, 2012	\$ 575	\$ 452	\$ 1,027	\$ 143	\$ 1,170
Allowance for loan losses to finance receivables and loans outstanding at December 31, 2012 (b)	1.1%	4.6%	1.6%	0.4%	1.2%
Net charge-offs to average finance receivables and loans outstanding at December 31, 2012 (b)	0.5%	1.4%	0.7%	(0.1)%	0.4%
Allowance for loan losses to total nonperforming finance receivables and loans at December 31, 2012 (b)	221.3%	118.0%	159.8%	66.4%	136.3%
Ratio of allowance for loans losses to net charge-offs at December 31, 2012	1.6	3.3	2.0	(4.3)	2.5

(a) Includes provision for loan losses relating to discontinued operations of \$65 million.

(b) Coverage percentages are based on the allowance for loan losses related to finance receivables and loans excluding those loans held at fair value as a percentage of the unpaid principal balance, net of premiums and discounts.

The allowance for consumer loan losses was \$1.0 billion at December 31, 2012, compared to \$1.3 billion at December 31, 2011. The decline reflected the reclassification of the foreign Automotive Finance operations to discontinued operations and the runoff of legacy portfolios, which was partially offset by an increase in loans outstanding.

The allowance for commercial loan losses was \$143 million at December 31, 2012, compared to \$221 million at December 31, 2011. The decline was primarily related to improvement in dealer performance and continued wind-down of non-core commercial assets.

Table of Contents**Allowance for Loan Losses by Type**

The following table summarizes the allocation of the allowance for loan losses by product type.

December 31, (\$ in millions)	2013			2012		
	Allowance for loan losses	Allowance as a % of loans outstanding	Allowance as a % of allowance for loan losses	Allowance for loan losses	Allowance as a % of loans outstanding	Allowance as a % of allowance for loan losses
Consumer						
Consumer automobile	\$ 673	1.2%	55.7%	\$ 575	1.1%	49.2%
Consumer Mortgage	389	4.6	32.2	452	4.6	38.6
Total consumer loans	1,062	1.6	87.9	1,027	1.6	87.8
Commercial						
Commercial and industrial						
Automobile	67	0.2	5.6	55	0.2	4.7
Mortgage						
Other	50	3.0	4.1	48	1.8	4.1
Commercial real estate Automobile	29	1.0	2.4	40	1.6	3.4
Total commercial loans	146	0.4	12.1	143	0.4	12.2
Total allowance for loan losses	\$ 1,208	1.2	100.0%	\$ 1,170	1.2	100.0%

Provision for Loan Losses

The following table summarizes the provision for loan losses by product type.

Year ended December 31, (\$ in millions)	2013	2012	2011
Consumer			
Consumer automobile	\$ 490	\$ 257	\$ 102
Consumer mortgage	13	86	126
Total consumer loans	503	343	228
Commercial			
Commercial and industrial			
Automobile	11	(3)	(3)
Mortgage		(1)	(3)
Other	(6)	(10)	(51)
Commercial real estate Automobile	(7)		(10)
Total commercial loans	(2)	(14)	(67)
Total provision for loan losses	\$ 501	\$ 329	\$ 161

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The provision for consumer loan losses increased \$160 million for the year ended December 31, 2013, compared to 2012. The increase was primarily due to the continued execution of our underwriting strategy to prudently expand our originations of consumer automotive assets across a broader credit spectrum, which was significantly narrowed during the most recent economic recession, and the growth in our U.S. automotive consumer portfolio.

Provision for commercial loan losses were credits of \$2 million for the year ended December 31, 2013, compared to credits of \$14 million in 2012. Fewer recoveries and allowance releases from legacy businesses drove a lower credit for the year ended December 31, 2013.

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Lease Residual Risk Management

We are exposed to residual risk on vehicles in the consumer lease portfolio. This lease residual risk represents the possibility that the actual proceeds realized upon the sale of returned vehicles will be lower than the projection of these values used in establishing the pricing at lease inception. The following factors most significantly influence lease residual risk. For additional information on our valuation of automobile lease assets and residuals, refer to the Critical Accounting Estimates – Valuation of Automobile Lease Assets and Residuals section within this MD&A.

Used vehicle market We have exposure to changes in used vehicle prices. General economic conditions, used vehicle supply and demand, and new vehicle market prices heavily influence used vehicle prices.

Residual value projections At contract inception, we determine the projected residual value based on an internal evaluation of the expected future value. This evaluation is based on a proprietary model, which includes variables such as age, mileage, seasonality, segment factors, vehicle type, economic indicators and production cycle. This internally generated data is compared against third party, independent data for reasonableness. Periodically, we revise the projected value of the lease vehicle at termination based on current market conditions and adjust depreciation expense appropriately over the remaining life of the contract. At termination, our actual sales proceeds from remarketing the vehicle may be higher or lower than the estimated residual value resulting in a gain or loss on remarketing recorded through depreciation expense.

Remarketing abilities Our ability to efficiently process and effectively market off-lease vehicles affects the disposal costs and the proceeds realized from vehicle sales.

Manufacturer vehicle and marketing programs Automotive manufacturers influence lease residual results in the following ways:

The brand image of automotive manufacturers and consumer demand for their products affect residual risk.

Automotive manufacturer marketing programs may influence the used vehicle market for those vehicles through programs such as incentives on new vehicles, programs designed to encourage lessees to terminate their leases early in conjunction with the acquisition of a new vehicle (referred to as pull-ahead programs), and special rate used vehicle programs.

Automotive manufacturers may provide support to us for certain residual deficiencies.

The following table summarizes the volume of Ally lease terminations in the United States over recent periods. It also summarizes the average sales proceeds on 24-, 36-, and 48-month scheduled lease terminations for those same periods.

Year ended December 31,	2013	2012	2011
Off-lease vehicles remarketed (<i>in units</i>)	148,587	63,435	248,934
Average sales proceeds on scheduled lease terminations (<i>\$ per unit</i>)			
24-month (a)	\$ 22,228	\$ 23,133	n/m
36-month (b)	17,660	17,434	\$ 20,239
48-month	16,613	17,144	15,720

n/m = not meaningful

- (a) During 2011, 24-month lease terminations were not materially sufficient to create a historical comparison due to our temporary curtailment of leasing beginning in late 2008.
- (b) The majority of our outstanding consumer lease portfolio is comprised of 36-month leases.

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The number of off-lease vehicles remarketed in 2013 more than doubled the historically low terminations in 2012. The decline in 2012 was the result of our temporary curtailment of lease originations beginning in late 2008. In late 2009, we began originating leases in material volume again, a primary driver of higher terminations in 2013. For information on our Investment in Operating Leases, refer to Note 8 to the Consolidated Financial Statements.

Market Risk

Our automotive financing, mortgage, and insurance activities give rise to market risk representing the potential loss in the fair value of assets or liabilities and earnings caused by movements in market variables, such as interest rates, foreign-exchange rates, equity prices, market perceptions of credit risk, and other market fluctuations that affect the value of securities, assets held-for-sale, and operating leases. We are exposed to interest rate risk arising from changes in interest rates related to financing, investing, and cash management activities. More specifically, we have entered into contracts to provide financing and to retain various assets related to securitization activities all of which are exposed in varying degrees to changes in value due to movements in interest rates. Interest rate risk arises from the mismatch between assets and the related liabilities used for funding. We enter into various financial instruments, including derivatives, to maintain the desired level of exposure to the risk of interest rate and other fluctuations. Refer to Note 21 to the Consolidated Financial Statements for further information.

We are also exposed to some foreign-currency risk arising from foreign-currency denominated assets and liabilities. We enter into hedges to mitigate foreign exchange risk.

We also have exposure to equity price risk, primarily in our Insurance operations, which invests in equity securities that are subject to price risk influenced by capital market movements. We enter into equity options to economically hedge our exposure to the equity markets.

Although the diversity of our activities from our complementary lines of business may partially mitigate market risk, we also actively manage this risk. We maintain risk management control systems to monitor interest rates, foreign-currency exchange rates, equity price risks, and any of their related hedge positions. Positions are monitored using a variety of analytical techniques including market value, sensitivity analysis, and value at risk models.

Fair Value Sensitivity Analysis

The following table and subsequent discussion presents a fair value sensitivity analysis of our assets and liabilities using isolated hypothetical movements in specific market rates. The analysis assumes adverse instantaneous, parallel shifts in market-exchange rates, interest rate yield curves, and equity prices. Additionally, since only adverse fair value impacts are included, the natural offset between asset and liability rate sensitivities that arise within a diversified balance sheet, such as ours, is not considered.

December 31, (\$ in millions)	2013	2012
Financial instruments exposed to changes in:		
Interest rates		
Estimated fair value	(a)	(a)
Effect of 10% adverse change in rates	(a)	(a)
Foreign-currency exchange rates		
Estimated fair value	\$ 588	\$ 2,791
Effect of 10% adverse change in rates	(23)	(279)
Equity prices		
Estimated fair value	\$ 938	\$ 1,152
Effect of 10% decrease in prices	(90)	(115)

- (a) Refer to the next section titled *Net Interest Income Sensitivity Analysis* for information on the interest rate sensitivity of our financial instruments.

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The fair value of our foreign currency exchange-rate sensitive financial instruments decreased during the year ended December 31, 2013, compared to 2012, due to decreases in finance receivables and loans. This decreased foreign-currency exchange rate exposure drove our decreased sensitivity to a 10% adverse change in rates. The decrease in the fair value of our equity-sensitive financial instruments was due to a lower equity investment balance compared to prior year. This change in equity exposure drove our decreased sensitivity to a 10% decrease in equity prices.

Net Interest Income Sensitivity Analysis

We use net interest income sensitivity analysis as our primary metric to measure and manage the interest rate sensitivities of our financial instruments. Interest rate risk represents the most significant market risk to our exposures. We actively monitor the level of exposure so that movements in interest rates do not adversely affect future earnings.

We prepare forward-looking forecasts of net interest income, which take into consideration anticipated future business growth, asset/liability positioning, and interest rates based on the implied forward curve. Simulations are used to assess changes in net interest income in multiple interest rates scenarios relative to the baseline forecast. The changes in net interest income relative to the baseline are defined as the sensitivity. The net interest income sensitivity tests measure the potential change in our pretax net interest income over the following twelve months. A number of alternative rate scenarios are tested including immediate parallel shocks to the forward yield curve, nonparallel shocks to the forward yield curve, and stresses to certain term points on the yield curve in isolation to capture and monitor a number of risk types.

Our twelve-month pretax net interest income sensitivity based on the forward-curve was as follows.

Year ended December 31, (\$ in millions)	2013	2012
Parallel rate shifts		
-100 basis points	\$ 53	\$ (7)
+100 basis points	(127)	(46)
+200 basis points	(176)	48

The positive change in net interest income in the -100 basis points scenario in the 2013 analysis is mainly due to declines in deposit interest expense and market-based funding. The impact of downward shocks is somewhat muted by the current low interest rate environment which limits absolute declines in short term rates in a shock scenario. The adverse change in net interest income in the upward shock scenarios is mainly due to increased interest expense on rate sensitive liabilities as well as rate index floors on certain commercial loans that limit interest income increases until the related rate index rises above the level of the floor. Compared to 2012, the increased impact of +100 and +200 basis point scenarios is largely driven by increased rate sensitive liabilities and a steeper yield curve.

Operational Risk

We define operational risk as the risk of loss resulting from inadequate or failed processes or systems, human factors, or external events. Operational risk is an inherent risk element in each of our businesses and related support activities. Such risk can manifest in various ways, including errors, business interruptions, and inappropriate behavior of employees, and can potentially result in financial losses and other damage to us. Examples of operational risk include legal/compliance, vendor management, model, reputational, and representation and warranty obligation risks (see the Purchase Obligations discussion within this MD&A).

To monitor and control such risk, we maintain a system of policies and a control framework designed to provide a sound and well-controlled operational environment. This framework employs practices and tools designed to maintain risk governance, risk and control assessment and testing, risk monitoring, and transparency

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through risk reporting mechanisms. The goal is to maintain operational risk at appropriate levels based on our financial strength, the characteristics of the businesses and the markets in which we operate, and the related competitive and regulatory environment.

Notwithstanding these risk and control initiatives, we may incur losses attributable to operational risks from time to time, and there can be no assurance these losses will not be incurred in the future.

Insurance / Underwriting Risk

In underwriting our vehicle service contracts and insurance policies, we assess the particular risk involved, including losses and loss adjustment expenses, and determine the acceptability of the risk as well as the categorization of the risk for appropriate pricing. We base our determination of the risk on various assumptions tailored to the respective insurance product. With respect to vehicle service contracts, assumptions include the quality of the vehicles produced, the price of replacement parts, repair labor rates in the future, and new model introductions. Insurance risk also includes event risk, which is synonymous with pure risk, hazard risk, or insurance risk, and presents no chance of gain, only of loss.

In some instances, reinsurance is used to reduce the risk associated with volatile businesses, such as catastrophe risk in U.S. dealer vehicle inventory insurance. Our dealer vehicle inventory insurance products are covered by traditional property catastrophe excess of loss protection, as well as aggregate stop loss protection, both of which include catastrophe coverage for hurricane events. In addition, loss control techniques, such as hail nets or storm path monitoring to assist dealers in preparing for severe weather, help to mitigate loss potential.

We mitigate losses by the active management of claim settlement activities using experienced claims personnel and the evaluation of current period reported claims. Losses for these events may be compared to prior claims experience, expected claims, or loss expenses from similar incidents to assess the reasonableness of incurred losses.

In accordance with industry and accounting practices and applicable insurance laws and regulatory requirements, we maintain reserves for reported losses, losses incurred but not reported, and loss adjustment expenses. The estimated values of our prior reported loss reserves and changes to the estimated values are routinely monitored by credentialed actuaries. Our reserve estimates are regularly reviewed by management; however, since the reserves are based on estimates and numerous assumptions, the ultimate liability may differ from the amount estimated.

Liquidity Management, Funding, and Regulatory Capital

Overview

The purpose of liquidity management is to ensure our ability to meet changes in loan and lease demand, debt maturities, deposit withdrawals, and other cash commitments under both normal operating conditions as well as periods of economic or financial stress. Our primary objective is to maintain cost-effective, stable and diverse sources of funding capable of sustaining the organization throughout all market cycles. Sources of liquidity include both retail and brokered deposits and secured and unsecured market-based funding across various maturity, interest rate, and investor profiles. Further liquidity is available through a pool of unencumbered highly liquid securities, borrowing facilities, repurchase agreements, as well as funding programs supported by the Federal Reserve and the Federal Home Loan Bank of Pittsburgh (FHLB).

We define liquidity risk as the risk that an institution's financial condition or overall safety and soundness is adversely affected by an inability, or perceived inability, to meet its financial obligations, and to withstand unforeseen liquidity stress events. Liquidity risk can arise from a variety of institution specific or market-related events that could have a negative impact on cash flows available to the organization. Effective management of

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liquidity risk helps ensure an organization's preparedness to meet uncertain cash flow obligations caused by unanticipated events. The ability of financial institutions to manage liquidity needs and contingent funding exposures has proven essential to their solvency.

The Asset-Liability Committee (ALCO) is chaired by the Corporate Treasurer and is responsible for monitoring Ally's liquidity position, funding strategies and plans, contingency funding plans, and counterparty credit exposure arising from financial transactions. Corporate Treasury is responsible for managing the liquidity positions of Ally within prudent operating guidelines and targets approved by ALCO and the Risk and Compliance Committee of the Ally Financial Board of Directors. We manage liquidity risk at the parent company, Ally Bank, and consolidated levels. The parent company and Ally Bank prepare periodic forecasts depicting anticipated funding needs and sources of funds with oversight and monitoring by the Liquidity Risk group within Corporate Treasury. Corporate Treasury executes our funding strategies and manages liquidity under baseline economic projections as well as more severe economic stressed environments.

We use multiple measures to frame the level of liquidity risk, manage the liquidity position, or identify related trends such as early warning indicators. These measures include coverage ratios that measure the sufficiency of the liquidity portfolio and stability ratios that measure longer-term structural liquidity. In addition, we have established internal management routines designed to review all aspects of liquidity and funding plans, evaluate the adequacy of liquidity buffers, review stress testing results, and assist senior management in the execution of its structured strategy and risk management accountabilities.

We maintain available liquidity in the form of cash, unencumbered highly liquid securities, and available credit facility capacity that, taken together, allows us to operate and to meet our contractual and contingent obligations in the event of market-wide disruptions and enterprise-specific events. We maintain available liquidity at various entities and consider regulatory restrictions and tax implications that may limit our ability to transfer funds across entities. At December 31, 2013, we maintained \$13.3 billion of total available parent company liquidity and \$5.9 billion of total available liquidity at Ally Bank. Parent company liquidity is defined as our consolidated operations less Ally Bank and the regulated subsidiaries of Ally Insurance's holding company. Absolute levels of liquidity decreased as a result of liability and equity management transactions. To optimize cash and secured facility capacity between entities, the parent company lends cash to Ally Bank on occasion under an intercompany loan agreement. At December 31, 2013, \$0.6 billion was outstanding under the intercompany loan agreement. Amounts outstanding are repayable to the parent company upon demand, subject to five days notice. As a result, this amount is included in the parent company available liquidity and excluded from the available liquidity at Ally Bank.

Regulatory Liquidity Developments

In December 2010, the Basel Committee on Banking Supervision (Basel Committee) issued "Basel III: International framework for liquidity risk measurement, standards and monitoring", which included two minimum quantitative liquidity standards. The first standard is the Liquidity Coverage Ratio (LCR). The LCR is the ratio of a bank's unencumbered high-quality liquid assets to its total net cash outflows over a 30 calendar-day time horizon under a standardized liquidity stress scenario specified by supervisors. The second standard is the Net Stable Funding Ratio (NSFR). The NSFR is structured to ensure that long term assets are funded with at least a minimum amount of stable liabilities in relation to their liquidity risk profiles. In January 2013, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee, unanimously endorsed amendments to the LCR announced in December 2010. In January 2014, the Basel Committee issued final standards for banks' LCR related public disclosures and proposed revisions to the NSFR.

In November 2013, the Office of the Comptroller of the Currency, Board of Governors of the Federal Reserve (FRB), and Federal Deposit Insurance Corporation issued a proposal titled "Liquidity Coverage Ratio: Liquidity Risk Measurement, Standards, and Monitoring; Proposed Rule" (Proposed Rule). The purpose of the Proposed Rule is to seek comment on the implementation of a quantitative liquidity standard that is broadly

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consistent with, but is in certain respects more stringent than, the LCR standard established by the Basel Committee. The Proposed Rule would apply a U.S. version of the LCR to all internationally active banking organizations, generally, bank holding companies, certain savings and loan holding companies, and depository institutions with more than \$250 billion in total assets or more than \$10 billion in on balance sheet foreign exposure.

As part of the Proposed Rule, the FRB, on its own, also proposed a modified LCR (MLCR) standard that is based on a 21-calendar day standardized supervisory liquidity stress scenario for bank holding companies and savings and loan holding companies without significant insurance or commercial operations that have \$50 billion or more in total consolidated assets. Because Ally's total consolidated assets are less than \$250 billion but greater than \$50 billion, and because it has immaterial foreign exposure, Ally is expected to be subject to the requirements of the MLCR.

The Proposed Rule targets a January 1, 2015 effectiveness date, subject to a transition period (phased-in implementation with a minimum ratio of 80% in 2015, 90% in 2016 and 100% in 2017 and beyond). The Basel Committee has targeted a 2018 effective date for the NSFR. We will continue to monitor the potential impacts of both the Proposed Rule and anticipated NSFR, and expect to be able to meet the final requirements of each.

Funding Strategy

Liquidity and ongoing profitability are largely dependent on our timely and cost-effective access to retail deposits and funding in different segments of the capital markets. Our funding strategy largely focuses on the development of diversified funding sources across a broad investor base to meet all our liquidity needs throughout different market cycles, including periods of financial distress. These funding sources include capital market based unsecured debt, unsecured retail term notes, public and private asset-backed securitizations, committed credit facilities, brokered deposits, and retail deposits. We also supplement these sources with a modest amount of short-term borrowings, including Demand Notes, bank loans, and repurchase arrangements. The diversity of our funding sources enhances funding flexibility, limits dependence on any one source, and results in a more cost-effective funding strategy over the long term. We evaluate funding markets on an ongoing basis to achieve an appropriate balance of unsecured and secured funding sources and the maturity profiles of both. In addition, we further distinguish our funding strategy between Ally Bank funding and parent company (nonbank) funding.

We diversify Ally Bank's overall funding in order to reduce reliance on any one source of funding and to achieve a well-balanced funding portfolio across a spectrum of risk, duration, and cost of funds characteristics. Over the past few years, we have been focused on optimizing our funding sources, in particular at Ally Bank by growing retail deposits, expanding public and private securitization programs, maintaining a prudent maturity profile of our brokered deposit portfolio while not exceeding a \$10.0 billion portfolio, maintaining repurchase agreements, and continuing to access funds from the Federal Home Loan Banks.

Since 2009, we have been directing asset originations in the United States to Ally Bank in order to reduce and minimize our parent company exposures and funding requirements and to utilize our growing consumer deposit-taking capabilities. This has allowed us to use bank funding for a wider array of our automotive finance assets and to provide a sustainable long-term funding channel for the business, while also improving the cost of funds for the enterprise.

Ally Bank

Ally Bank raises deposits directly from customers through the direct banking channel via the internet, over the telephone, and through mobile applications. These deposits provide our Automotive Finance and Mortgage operations with a stable and low-cost funding source. At December 31, 2013, Ally Bank had \$52.9 billion of total external deposits, including \$43.2 billion of retail deposits.

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At December 31, 2013, Ally Bank maintained cash liquidity of \$2.3 billion and unencumbered highly liquid U.S. federal government and U.S. agency securities of \$3.9 billion. In addition, at December 31, 2013, Ally Bank had unused capacity in committed secured funding facilities of \$0.3 billion. Our ability to access unused capacity depends on having eligible assets to collateralize the incremental funding and, in some instances, the execution of interest rate hedges. To optimize cash and secured facility capacity between entities, the parent company lends cash to Ally Bank on occasion under an intercompany loan agreement. Amounts outstanding on this loan are repayable to the parent company upon demand, subject to five days notice. Ally Bank has total available liquidity of \$5.9 billion at December 31, 2013, excluding the intercompany loan of \$0.6 billion.

Maximizing bank funding continues to be a key part of our long-term liquidity strategy. We have made significant progress in migrating asset originations to Ally Bank and growing our retail deposit base since becoming a bank holding company in December 2008. Retail deposit growth is key to further reducing our cost of funds and decreasing our reliance on the capital markets. We believe deposits provide a stable, low-cost source of funds that are less sensitive to interest rate changes, market volatility, or changes in our credit ratings when compared to other funding sources. We have continued to expand our deposit gathering efforts through our direct and indirect marketing channels. Current retail product offerings consist of a variety of products including certificates of deposits (CDs), savings accounts, money market accounts, IRA deposit products, as well as an interest checking product. In addition, we utilize brokered deposits, which are obtained through third-party intermediaries. During 2013, the deposit base at Ally Bank grew \$6.0 billion, ending the year at \$52.9 billion from \$46.9 billion at December 31, 2012. The growth in deposits has been primarily attributable to our retail deposit portfolio, particularly within our savings and money market checking accounts, and our CDs, partially offset by a decline in our mortgage escrow accounts related to the disposition of Ally Bank's MSR assets. Strong retention rates continue to materially contribute to our growth in retail deposits. In the fourth quarter of 2013 we retained 92% of maturing CD balances up for renewal in the same period. Refer to Note 13 to the Consolidated Financial Statements for a summary of deposit funding by type.

The following table shows Ally Bank's number of accounts and deposit balances by type as of the end of each quarter since 2012.

(\$ in millions)	4th Quarter 2013	3rd Quarter 2013	2nd Quarter 2013	1st Quarter 2013	4th Quarter 2012	3rd Quarter 2012	2nd Quarter 2012	1st Quarter 2012
Number of retail accounts	1,509,354	1,451,026	1,389,577	1,334,483	1,219,791	1,142,837	1,082,753	1,036,468
Deposits								
Retail	\$ 43,172	\$ 41,691	\$ 39,859	\$ 38,770	\$ 35,041	\$ 32,139	\$ 30,403	\$ 29,323
Brokered	9,678	9,724	9,552	9,877	9,914	9,882	9,905	9,884
Other (a)	60	66	72	844	1,977	2,487	2,411	2,314
Total deposits	\$ 52,910	\$ 51,481	\$ 49,483	\$ 49,491	\$ 46,932	\$ 44,508	\$ 42,719	\$ 41,521

(a) Other deposits include mortgage escrow and other deposits (excluding intercompany deposits).

In addition to building a larger deposit base, we continue to remain active in the securitization markets to finance our Ally Bank automotive loan portfolios. During 2013, Ally Bank completed six term securitization transactions backed by retail and dealer floorplan automotive loans and lease notes raising \$4.5 billion. Securitization has proven to be a reliable and cost-effective funding source. Additionally, for retail automotive loans and lease notes, the term structure of the transaction locks in funding for a specified pool of loans and leases for the life of the underlying asset creating an effective tool for managing interest rate and liquidity risk. We manage the execution risk arising from secured funding by maintaining a diverse investor base and maintaining capacity in our committed secured facilities. At December 31, 2013, Ally Bank had exclusive access

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to \$3.0 billion from committed credit facilities including a \$2.5 billion syndicated facility that can fund automotive retail and dealer floorplan loans, as well as leases. In March 2013, this facility was renewed by a syndicate of nineteen lenders and extended until June 2014. At December 31, 2013, the amount outstanding under this facility was \$2.5 billion.

Ally Bank also has access to funding through advances with the FHLB of Pittsburgh. These advances are primarily secured by consumer and commercial mortgage finance receivables and loans. As of December 31, 2013, Ally Bank had pledged \$12.7 billion of assets and investment securities to the FHLB resulting in \$6.6 billion in total funding capacity with \$6.6 billion of debt outstanding.

In addition, Ally Bank has access to repurchase agreements. A repurchase agreement is a transaction in which the firm sells financial instruments to a buyer, typically in exchange for cash, and simultaneously enters into an agreement to repurchase the same or substantially the same financial instruments from the buyer at a stated price plus accrued interest at a future date. The financial instruments sold in repurchase agreements typically include U.S. government and federal agency, and investment-grade sovereign obligations. As of December 31, 2013, Ally Bank had received \$1.5 billion in cash under repurchase agreements.

Additionally Ally Bank has access to the Federal Reserve Bank Discount Window and can borrow funds to meet short-term liquidity demands. However, the Federal Reserve Bank is not a primary source of funding for day to day business. Instead, it is a liquidity source that can be accessed in stressed environments or periods of market disruption. Ally Bank has assets pledged and restricted as collateral to the Federal Reserve Bank totaling \$3.2 billion. Ally Bank had no debt outstanding with the Federal Reserve as of December 31, 2013.

Parent Company (Nonbank) Funding

At December 31, 2013, the parent company maintained liquid cash and equivalents in the amount of \$3.3 billion and unencumbered highly liquid U.S. federal government and U.S. agency securities of \$2.9 billion. These assets can be used to obtain funding through repurchase agreements with third parties or through outright sales. At December 31, 2013, the parent company had no debt outstanding under repurchase agreements. In addition, at December 31, 2013, the parent company had available liquidity from unused capacity in committed credit facilities of \$6.5 billion. Parent company liquidity is defined as our consolidated operations less Ally Bank and the regulated subsidiaries of Ally Insurance's holding company. Our ability to access unused capacity in secured facilities depends on the availability of eligible assets to collateralize the incremental funding and, in some instances, on the execution of interest rate hedges. Funding sources at the parent company generally consist of long-term unsecured debt, unsecured retail term notes, committed credit facilities, asset-backed securitizations, and a modest amount of short-term borrowings. To optimize cash and secured facility capacity between entities, the parent company lends cash to Ally Bank on occasion under an intercompany loan agreement. Amounts outstanding on this loan are repayable to the parent company upon demand, subject to five days notice. The parent company had total available liquidity of \$13.3 billion at December 31, 2013, which included the intercompany loan of \$0.6 billion.

During 2013, we completed three transactions totaling \$3.1 billion in funding through the unsecured debt capital markets and we will continue to access those markets on an opportunistic basis.

In addition, we have short-term and long-term unsecured debt outstanding from retail term note programs. These programs generally consist of callable fixed-rate instruments with fixed-maturity dates. There were \$1.8 billion and \$10.4 billion of retail term notes outstanding at December 31, 2013, and December 31, 2012, respectively. As of December 31, 2013, we have redeemed \$8.1 billion of high-coupon callable retail notes and we have provided notice for the early redemption of \$1.6 billion of high-coupon callable debt during the first quarter of 2014, as part of a liability management strategy to continue to improve Ally's cost of funds.

We also obtain unsecured funding from the sale of floating-rate demand notes under our Demand Notes program. The holder has the option to require us to redeem these notes at any time without restriction. Demand

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Notes outstanding were \$3.2 billion at December 31, 2013, compared to \$3.1 billion at December 31, 2012. Refer to Note 14 and Note 15 to the Consolidated Financial Statements for additional information about our outstanding short-term borrowings and long-term unsecured debt, respectively.

Secured funding continues to be a significant source of financing at the parent company. The total capacity in our committed funding facilities is provided by banks and other financial institutions through private transactions. The committed secured funding facilities can be revolving in nature and allow for additional funding during the commitment period, or they can be amortizing and not allow for any further funding after the closing date. At December 31, 2013, \$22.4 billion of our \$24.7 billion of committed capacity was revolving. Our revolving facilities generally have an original tenor ranging from 364 days to two years. As of December 31, 2013, we had \$11.5 billion of committed funding capacity from revolving facilities with a remaining tenor greater than 364 days. The parent company's largest facility is an \$8.5 billion revolving syndicated credit facility secured by automotive receivables. In March 2013, we increased and renewed this facility until March 2015. In the event this facility is not renewed at maturity, the outstanding debt will be repaid over time as the underlying collateral amortizes. At December 31, 2013, there was \$6.5 billion outstanding under this facility. In addition to our syndicated revolving credit facility, we also maintain various bilateral and multilateral secured credit facilities that fund our Automotive Finance operations. These are primarily private securitization facilities that fund a specific pool of automotive assets. Many of the facilities have revolving commitments and allow for the funding of additional assets during the commitment period. Secured funding continues to be a significant source of financing at the parent company.

During 2013, the parent company raised \$4.1 billion through four public securitization transactions comprised of non-prime retail automotive loan collateral.

At December 31, 2013, the parent company maintained exclusive access to \$20.6 billion of committed secured credit facilities in the U.S. with outstanding debt of \$14.1 billion. In addition, we have funded \$1.0 billion in automotive assets through forward purchase commitments.

Recent Funding Developments

During 2013, we completed U.S. secured funding transactions totaling \$8.6 billion and renewed or increased key existing funding facilities as we accessed both the public and private markets. Key funding highlights from 2013 to date were as follows:

Ally Financial Inc. renewed, increased and/or extended \$19.7 billion in U.S. credit facilities. The automotive credit facility renewal amount includes the March 2013 refinancing of \$11.0 billion in credit facilities at both the parent company and Ally Bank with a syndicate of nineteen lenders. The \$11.0 billion capacity is secured by retail, lease, and dealer floorplan automotive assets and is allocated to two separate facilities, one is an \$8.5 billion facility maturing in March 2015, which is available to the parent company, while the other is a \$2.5 billion facility available to Ally Bank maturing in June 2014.

Ally Financial Inc. continued to access the public asset-backed securitization markets completing ten U.S. transactions that raised \$8.6 billion, with \$4.5 billion and \$4.1 billion raised by Ally Bank and the parent company, respectively.

Ally Financial Inc. accessed the unsecured debt capital markets during 2013 and raised \$3.1 billion.

In January 2014, Ally Financial Inc. accessed the unsecured debt capital markets and raised \$0.8 billion.

In January 2014, Ally Financial Inc. issued a public non-prime securitization. The transaction raised \$1.2 billion in funding.

In February 2014, Ally Bank raised \$1.0 billion through a public securitization backed by dealer floorplan automotive assets.

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The following table summarizes debt and other sources of funding and the amount outstanding under each category for the periods shown.

December 31, (\$ in millions)	Bank	Nonbank	Total	%
2013				
Secured financings	\$ 27,818	\$ 19,776	\$ 47,594	36
Institutional term debt		24,936	24,936	19
Retail debt programs (a)		5,035	5,035	4
Total debt (b)	27,818	49,747	77,565	59
Deposits (c)	52,910	440	53,350	41
Total on-balance sheet funding	\$ 80,728	\$ 50,187	\$ 130,915	100
2012				
Secured financings	\$ 29,161	\$ 15,950	\$ 45,111	35
Institutional term debt		22,200	22,200	17
Retail debt programs (a)		13,451	13,451	10
Bank loans and other	2	164	166	
Total debt (b)	29,163	51,765	80,928	62
Deposits (c)	46,932	983	47,915	38
Total on-balance sheet funding	\$ 76,095	\$ 52,748	\$ 128,843	100

(a) Includes \$1.8 billion and \$10.4 billion of Retail Term Notes at December 31, 2013 and December 31, 2012, respectively.

(b) Excludes fair value adjustment as described in Note 24 to the Consolidated Financial Statements.

(c) Bank deposits include retail, brokered, mortgage escrow, and other deposits. Nonbank deposits include dealer deposits. Intercompany deposits are not included.

As a result of our funding strategy to maximize funding sources at Ally Bank and grow our retail deposit base, the percentage of funding sources from Ally Bank has increased in 2013 from 2012 levels, thus deposits represent a larger portion of the overall funding mix. Accordingly, the decline in committed funding facilities is attributed to the growth in Ally Bank deposits as well as to the sale of international businesses. Refer to Note 15 to the Consolidated Financial Statements for a summary of the scheduled maturity of long-term debt at December 31, 2013.

Committed Funding Facilities

December 31, (\$ in millions)	Outstanding		Unused capacity (a)		Total capacity	
	2013	2012	2013	2012	2013	2012
Bank funding Secured	\$ 2,750	\$ 3,800	\$ 250	\$ 4,700	\$ 3,000	\$ 8,500
Parent funding						
Unsecured (b)		118		25		143
Secured (c) (d) (e)	15,159	22,454	6,497	7,839	21,656	30,293

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Total Parent funding	15,159	22,572	6,497	7,864	21,656	30,436
Shared capacity (f)		1,154		2,971		4,125
Total committed facilities	\$ 17,909	\$ 27,526	\$ 6,747	\$ 15,535	\$ 24,656	\$ 43,061

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- (a) Funding from committed secured facilities is available on request in the event excess collateral resides in certain facilities or is available to the extent incremental collateral is available and contributed to the facilities.
- (b) Total unsecured parent funding capacity represented committed funding for our discontinued international automobile financing business.
- (c) Total secured parent funding capacity included committed funding for our discontinued international automobile financing business of \$12.0 billion at December 31, 2012, with outstanding debt of \$9.6 billion.
- (d) Total unused capacity included \$2.2 billion at December 31, 2012 from certain committed funding arrangements that were generally reliant upon the origination of future automotive receivables available in 2013.
- (e) Includes the secured facilities of our Commercial Finance Group.
- (f) Funding was generally available for assets originated by Ally Bank or the parent company, Ally Financial Inc. Total shared facilities included committed funding for our discontinued international automobile financing business of \$0.1 billion as of December 31, 2012, with outstanding debt of \$0.1 billion.

Cash Flows

Net cash provided by operating activities was \$2.5 billion for the year ended December 31, 2013, compared to \$5.0 billion for the same period in 2012. The decrease in net cash provided by operating activities was primarily due to higher cash outflow to settle derivatives during the year ended December 31, 2013, compared to 2012. The decrease was partially offset by the net cash inflow from sales and repayments of mortgage and automotive loans held-for-sale exceeding cash outflow from new originations and purchase of such loans by \$2.5 billion during the year ended December 31, 2013. During the year ended December 31, 2012, this activity resulted in a net cash inflow of \$1.0 billion.

Net cash used in investing activities was \$3.5 billion for the year ended December 31, 2013, compared to \$16.6 billion for the same period in 2012. The decrease in net cash used in investing activities was primarily due to \$7.4 billion of net cash proceeds resulting from the sale of international businesses and proceeds of \$911 million from the sale of MSRs during the year ended December 31, 2013, as well as a \$7.1 billion decrease in net cash outflow from finance receivables and loans and a \$1.6 billion increase in cash provided from the net change in restricted cash balances for the year ended December 31, 2013, compared to 2012. Cash used to purchase available-for-sale investment securities, net of proceeds from sales, maturities and repayments increased \$3.7 billion during the year ended December 31, 2013, compared to 2012. The cash outflow to purchase operating lease assets exceeded cash inflows from disposals of such assets by \$6.2 billion for the year ended December 31, 2013, compared to a net cash outflow of \$5.7 billion for the year ended December 31, 2012. The increase in net cash outflows associated with leasing activities compared to the prior year was primarily due to an increase in cash used to acquire operating lease assets.

Net cash used in financing activities for the year ended December 31, 2013, totaled \$3.1 billion, compared to net cash provided by financing of \$8.0 billion in the same period in 2012. Cash used to repay long-term debt exceeded cash generated from long-term debt issuances by \$4.6 billion for the year ended December 31, 2013, as cash generated from the sale of international businesses was used in part to pay down debt. During the year ended December 31, 2012, cash used to repay long-term debt exceeded cash from long-term debt issuances by \$0.5 billion. Also contributing to the increase in cash used in financing activities was a \$5.9 billion cash outflow to redeem mandatorily convertible preferred stock held by Treasury during 2013, as well as decreases in cash

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provided by deposits of \$1.3 billion and short-term borrowings of \$1.1 billion during the year ended December 31, 2013, compared to 2012. Financing activities for the year ended December 31, 2013, also reflect a \$1.3 billion cash inflow from the issuance of common stock in a private placement transaction.

Capital Planning and Stress Tests

As a bank holding company with \$50 billion or more of consolidated assets, Ally is required to conduct periodic stress tests and submit a proposed capital plan to the FRB every January, which the FRB must take action on by the following March. The proposed capital plan must include a description of all planned capital actions over a nine-quarter planning horizon. The proposed capital plan must also include a discussion of how Ally will maintain capital above the minimum regulatory capital ratios and above a Tier 1 common equity-to-total risk-weighted assets ratio of 5 percent, and serve as a source of strength to Ally Bank. The FRB must approve Ally's proposed capital plan before Ally may take any proposed capital action.

Ally submitted its annual capital plan in January 2013; and then submitted a revised capital plan in September 2013 after reaching a settlement agreement with ResCap's major creditors (refer to Note 1 for further details) and entering into investment agreements, with certain accredited investors, to issue and sell them common stock in a private placement with an aggregate price of \$1.3 billion (refer to Note 17 for further details). In connection with its review of the revised capital plan, the FRB did not object to our revised Comprehensive Capital Analysis and Review. We continue to have active, frequent and constructive dialogue with the FRB, and have submitted the required 2014 capital plan on January 6, 2014.

Regulatory Capital

Refer to Note 20 to the Consolidated Financial Statements.

Credit Ratings

The cost and availability of unsecured financing are influenced by credit ratings, which are intended to be an indicator of the creditworthiness of a particular company, security, or obligation. Lower ratings result in higher borrowing costs and reduced access to capital markets. This is particularly true for certain institutional investors whose investment guidelines require investment-grade ratings on term debt and the two highest rating categories for short-term debt (particularly money market investors).

Nationally recognized statistical rating organizations rate substantially all our debt. The following table summarizes our current ratings and outlook by the respective nationally recognized rating agencies.

Rating agency	Short-term	Senior debt	Outlook	Date of last action
Fitch	B	BB	Stable	December 13, 2013 (a)
Moody's	Not-Prime	B1	Stable	December 19, 2013 (b)
S&P	B	BB	Stable	December 12, 2013 (c)
DBRS	R-4	BB	Stable	July 3, 2013 (d)

- (a) Fitch upgraded our senior debt rating to BB from BB- and affirmed our short term rating of B on December 13, 2013.
- (b) Moody's upgraded our corporate family rating to Ba3 and confirmed our senior debt ratings of B1 and our short term ratings of Not Prime on December 19, 2013.
- (c) Standard & Poor's upgraded our senior debt rating to BB from B+ and upgraded our short term rating to B from C on December 12, 2013.
- (d) DBRS upgraded our senior debt rating to BB, confirmed our short term rating of R-4, and changed the outlook to Stable on July 3, 2013.

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Insurance Financial Strength Ratings

Substantially all of our Insurance operations have a Financial Strength Rating (FSR) and an Issuer Credit Rating (ICR) from the A.M. Best Company. The FSR is intended to be an indicator of the ability of the insurance company to meet its senior most obligations to policyholders. Lower ratings generally result in fewer opportunities to write business as insureds, particularly large commercial insureds, and insurance companies purchasing reinsurance have guidelines requiring high FSR ratings. On February 14, 2013, A.M. Best affirmed the FSR of B++ (good) and the ICR of bbb.

Off-balance Sheet Arrangements

Refer to Note 9 to the Consolidated Financial Statements.

Securitization

We are involved in several types of securitization and financing transactions that allow us to diversify funding sources by converting assets into cash earlier than what would have occurred in the normal course of business. Securitized assets include consumer and commercial automobile loans, operating leases, and commercial loans. Information regarding our securitization activities is further described in Note 9 to the Consolidated Financial Statements.

As part of these securitization activities, we sell assets to various securitization entities. In turn, the securitization entities establish separate trusts to which they transfer the assets in exchange for the proceeds from the sale of securities issued by the trust. The trusts' activities are generally limited to acquiring the assets, issuing securities, making payments on the securities, and periodically reporting to the investors.

These securitization entities are separate legal entities that assume the risks and rewards of ownership of the receivables they hold. The assets of the securitization entities are not available to satisfy our claims or those of our creditors. In addition, the trusts do not invest in our equity nor in the equity of any of our affiliates. Our economic exposure related to the securitization trusts is generally limited to cash reserves, retained interests, and customary representation and warranty provisions described in Note 9 to the Consolidated Financial Statements. The trusts have a limited life and generally terminate upon final distribution of amounts owed to investors or upon exercise of a cleanup call option by us, as servicer, when the costs of servicing the contracts becomes burdensome.

Certain of these securitization transactions meet the criteria to be accounted for as off-balance sheet arrangements if we either do not hold a potentially significant economic interest or do not provide servicing or asset management functions for the financial assets held by the securitization entity. Certain of our securitization transactions do not meet the required criteria to be accounted for as off-balance sheet arrangements; therefore, they are accounted for as secured financings. As secured financings, the underlying automobile finance retail contracts, wholesale loans, automobile leases, or commercial loans remain on our Consolidated Balance Sheet with the corresponding obligation (consisting of the beneficial interests issued by the securitization entity) reflected as debt. We recognize interest income on the finance receivables, automobile leases and loans, and interest expense on the beneficial interests issued by the securitization entity; and we provide for loan losses on the finance receivables and loans as incurred or adjust to fair value for fair value-elected loans. At December 31, 2013 and 2012, \$72.0 billion and \$68.0 billion of our total assets, respectively, were related to secured financings. Refer to Note 15 to the Consolidated Financial Statements for further discussion.

As part of our securitization activities, we typically agree to service the transferred assets for a fee, and we may also earn other related fees. The amount of the fees earned is disclosed in Note 10 to the Consolidated Financial Statements. We may also retain a portion of senior and subordinated interests issued by the trusts. Subordinate interests typically provide credit support to the more highly rated senior interest in a securitization

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transaction and may be subject to all or a portion of the first loss position related to the sold assets. For off-balance sheet arrangements, these interests are reported as investment securities or other assets on our Consolidated Balance Sheet and are disclosed in Note 6 and Note 12 to the Consolidated Financial Statements. For secured financings, retained interests are not recognized as a separate asset on our Consolidated Balance Sheet.

The FDIC, which regulates Ally Bank, promulgated safe harbor regulation for securitizations by banks. Compliance with this regulation requires the sponsoring bank to retain either five percent of each class of beneficial interests issued in the securitization or a representative sample of similar financial assets equal to five percent of the securitized financial assets to comply with the regulation. The retained interests or assets must be held for the life of the securitization and may not be sold, pledged or hedged, except that interest rate and currency hedging is permitted. Further, the risk retention requirement under the Dodd-Frank Act requires securitizers to retain no less than 5% of the credit risk when they create, sell or transfer asset-backed securities (ABS) to third parties, subject to certain exceptions. Federal regulators repropose a regulation implementing this Dodd-Frank Act requirement in August 2013. These risk retention requirements adversely affect the efficiency of securitizations, because it reduces the amount of funds that can be raised against a given pool of financial assets.

Purchase Obligations

Certain of the structures related to whole-loan sales, securitization transactions, and other off-balance sheet activities contain provisions that are standard in the whole-loan sale and securitization markets where we may (or, in certain limited circumstances, are obligated to) purchase specific assets from entities. Our obligations are as follows.

Loan Repurchases and Obligations Related to Loan Sales

ResCap Bankruptcy Filing

As described in Note 1 and Note 29 to the Consolidated Financial Statements, on May 14, 2012, Residential Capital, LLC and certain of its wholly owned direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. As a result of the deconsolidation of ResCap, a significant portion of our representation and warranty reserve was eliminated.

Overview

Ally Bank, within our Mortgage operations, sold loans that took the form of securitizations guaranteed by Fannie Mae and Freddie Mac. In connection with securitizations and loan sales, the trustee, for the benefit of the related security holders, was provided various representations and warranties related to the loans sold. The specific representations and warranties typically relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the transaction, including compliance with underwriting standards or loan criteria established by the buyer, the ability to deliver required documentation and compliance with applicable laws. In general, the representations and warranties described above may be enforced against Ally Bank at any time unless a sunset provision is in place. Upon discovery of a breach of a representation or warranty, the breach is corrected in a manner conforming to the provisions of the sale agreement. This may require Ally Bank to repurchase the loan, indemnify the investor for incurred losses, or otherwise make the investor whole.

Representation and Warranty Obligation Reserve Methodology

The liability for representation and warranty obligations reflects management's best estimate of probable losses with respect to Ally Bank's mortgage loans sold to Fannie Mae and Freddie Mac. We considered historical

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and recent demand trends in establishing the reserve. The methodology used to estimate the reserve considers a variety of assumptions including borrower performance (both actual and estimated future defaults), repurchase demand behavior, historical loan defect experience, historical mortgage insurance rescission experience, and historical and estimated future loss experience, which includes projections of future home price changes as well as other qualitative factors including investor behavior. It is difficult to predict and estimate the level and timing of any potential future demands. In cases where we may not be able to reasonably estimate losses, a liability is not recognized. Management monitors the adequacy of the overall reserve and makes adjustments to the level of reserve, as necessary, after consideration of other qualitative factors including ongoing dialogue and experience with counterparties. At the time a loan is sold, an estimate of the fair value of the liability is recorded and classified in accrued expenses and other liabilities on our Consolidated Balance Sheet and recorded as a component of gain (loss) on mortgage and automotive loans, net, in our Consolidated Statement of Income. We recognize changes in the liability when additional relevant information becomes available. Changes in the estimate are recorded as other operating expenses in our Consolidated Statement of Income.

On April 16, 2013, we completed the sales of agency MSRs to Ocwen and Quicken. The sale to Ocwen included the transfer of the origination representation and warranty liabilities (but not those related to servicing) on any and all claims following the sale of the MSRs through an indemnification agreement. However, Ally Bank retained all representation and warranty liability related to loans previously liquidated with a loss (e.g. GSEs completed a foreclosure) as well as the liability on outstanding claims at the time of the sale. The MSRs sale to Quicken did not include the transfer of representation and warranty liabilities. The repurchase reserve of \$45 million at December 31, 2013 represents Ally Bank's expected losses associated with the contractual obligation retained.

Guarantees

Guarantees are defined as contracts or indemnification agreements that contingently require us to make payments to third parties based on changes in an underlying agreement that is related to a guaranteed party. Our guarantees include standby letters of credit and certain contract provisions regarding securitizations and sales. Refer to Note 28 to the Consolidated Financial Statements for more information regarding our outstanding guarantees to third parties.

Aggregate Contractual Obligations

The following table provides aggregated information about our outstanding contractual obligations disclosed elsewhere in our Consolidated Financial Statements.

December 31, 2013 (\$ in millions)	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Contractually obligated payments due by period					
Long-term debt					
Total (a)	\$ 70,609	\$ 17,362	\$ 28,777	\$ 12,272	\$ 12,198
Scheduled interest payments for fixed-rate long-term debt	23,659	2,050	3,540	2,554	15,515
Estimated interest payments for variable-rate long-term debt (b)	554	223	250	72	9
Estimated net payments under interest rate swap agreements (b)	390			82	308
Lease commitments	96	39	52	5	
Purchase obligations	78	76	2		
Bank certificates of deposit	31,640	15,483	12,984	3,173	
Total contractually obligated payments due by period	\$ 127,026	\$ 35,233	\$ 45,605	\$ 18,158	\$ 28,030
Total other commitments by expiration period					
Lending commitments	\$ 1,700	\$ 641	\$ 195	\$ 465	\$ 399

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(a) Total long-term debt amount reflects the remaining principal obligation and excludes original issue discount of \$1.6 billion and fair value adjustments of \$445 million related to fixed-rate debt designated as a hedged item.

(b) Estimate utilized a forecasted variable interest model, when available, or the applicable variable interest rate as of the most recent reset date prior to December 31, 2013. For additional information on derivative instruments and hedging activities, refer to Note 21.

The foregoing table does not include our reserves for insurance losses and loss adjustment expenses, which total \$275 million at December 31, 2013. While payments due on insurance losses are considered contractual obligations because they related to insurance policies issued by us, the ultimate amount to be paid and the timing of payment for an insurance loss is an estimate subject to significant uncertainty. Furthermore, the timing on payment is also uncertain; however, the majority of the balance is expected to be paid out in less than five years.

The following provides a description of the items summarized in the preceding table of contractual obligations.

Long-term Debt

Amounts represent the scheduled maturity of long-term debt at December 31, 2013, assuming that no early redemptions occur. The maturity of secured debt may vary based on the payment activity of the related secured assets. The amounts presented are before the effect of any unamortized discount or fair value adjustment. Refer to Note 15 to the Consolidated Financial Statements for additional information on our debt obligations.

Lease Commitments

We have obligations under various operating lease arrangements (primarily for real property) with noncancelable lease terms that expire after December 31, 2013. Refer to Note 28 to the Consolidated Financial Statements for additional information.

Purchase Obligations

We enter into multiple contractual arrangements for various services. The arrangements represent fixed payment obligations under our most significant contracts and primarily relate to contracts with information technology providers. Refer to Note 28 to the Consolidated Financial Statements for additional information.

Bank Certificates of Deposit

Refer to Note 13 to the Consolidated Financial Statements for additional information.

Lending Commitments

We have outstanding lending commitments with customers. The amounts presented represent the unused portion of those commitments at December 31, 2013. Refer to Note 28 to the Consolidated Financial Statements for additional information.

Critical Accounting Estimates

Accounting policies are integral to understanding our Management's Discussion and Analysis of Financial Condition and Results of Operations. The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires management to make certain judgments and assumptions, on the basis of information available at the time of the financial statements, in

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determining accounting estimates used in the preparation of these statements. Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements; critical accounting estimates are described in this section. An accounting estimate is considered critical if the estimate requires management to make assumptions about matters that were highly uncertain at the time the accounting estimate was made. If actual results differ from our judgments and assumptions, then it may have an adverse impact on the results of operations and cash flows. Our management has discussed the development, selection, and disclosure of these critical accounting estimates with the Audit Committee of the Board, and the Audit Committee has reviewed our disclosure relating to these estimates.

Allowance for Loan Losses

We maintain an allowance for loan losses (the allowance) to absorb probable loan credit losses inherent in the held-for-investment portfolio, excluding those loans measured at fair value in accordance with applicable accounting standards. The allowance is maintained at a level that management considers to be adequate based upon ongoing quarterly assessments and evaluations of collectability and historical loss experience in our lending portfolio. The allowance is management's estimate of incurred losses in our lending portfolio and involves significant judgment. Management performs quarterly analyses of these portfolios to determine if impairment has occurred and to assess the adequacy of the allowance based on historical and current trends and other factors affecting credit losses. Additions to the allowance are charged to current period earnings through the provision for loan losses; amounts determined to be uncollectible are charged directly against the allowance, while amounts recovered on previously charged-off accounts increase the allowance. Determining the appropriateness of the allowance requires management to exercise significant judgment about matters that are inherently uncertain, including the timing, frequency, and severity of credit losses that could materially affect the provision for loan losses and, therefore, net income. The methodology for determining the amount of the allowance differs between the consumer automobile, consumer mortgage, and commercial portfolio segments. For additional information regarding our portfolio segments and classes, refer to Note 7 to the Consolidated Financial Statements. While we attribute portions of the allowance across our lending portfolios, the entire allowance is available to absorb probable loan losses inherent in our total lending portfolio.

The consumer portfolio segments consist of smaller-balance, homogeneous loans. Excluding certain loans that are identified as individually impaired, the allowance for each consumer portfolio segment (automobile and mortgage) is evaluated collectively. The allowance is based on aggregated portfolio segment evaluations that begin with estimates of incurred losses in each portfolio segment based on various statistical analyses. We leverage proprietary statistical models, including vintage and migration analyses, based on recent loss trends, to develop a systematic incurred loss reserve. These statistical loss forecasting models are utilized to estimate incurred losses and consider several credit quality indicators including, but not limited to, historical loss experience, estimated foreclosures or defaults based on observable trends, delinquencies, and general economic and business trends. Management believes these factors are relevant to estimate incurred losses and are updated on a quarterly basis in order to incorporate information reflective of the current economic environment, as changes in these assumptions could have a significant impact. In order to develop our best estimate of probable incurred losses inherent in the loan portfolio, management reviews and analyzes the output from the models and may adjust the reserves to take into consideration environmental, qualitative and other factors that may not be captured in the models. These adjustments are documented and reviewed through our risk management processes. Management reviews, updates, and validates its systematic process and loss assumptions on a periodic basis. This process involves an analysis of loss information, such as a review of loss and credit trends, a retrospective evaluation of actual loss information to loss forecasts, and other analyses.

The commercial portfolio segment is primarily composed of larger-balance, nonhomogeneous exposures within our Automotive Finance operations and Commercial Finance Group. These loans are primarily evaluated individually and are risk-rated based on borrower, collateral, and industry-specific information that management believes is relevant in determining the occurrence of a loss event and measuring impairment. A loan is considered impaired when it is probable that we will be unable to collect all amounts due according to the

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contractual terms of the loan agreement based on current information and events. Management establishes specific allowances for commercial loans determined to be individually impaired based on the present value of expected future cash flows, discounted at the loans' effective interest rate, observable market price or the fair value of collateral, whichever is determined to be the most appropriate. Estimated costs to sell the collateral on a discounted basis are included in the impairment measurement, when appropriate. In addition to the specific allowances for impaired loans, loans that are not identified as individually impaired are grouped into pools based on similar risk characteristics and collectively evaluated. These allowances are based on historical loss experience, concentrations, current economic conditions, and performance trends within specific geographic locations. The commercial historical loss experience is updated quarterly to incorporate the most recent data reflective of the current economic environment.

The determination of the allowance is influenced by numerous assumptions and many factors that may materially affect estimates of loss, including volatility of loss given default, probability of default, and rating migration. The critical assumptions underlying the allowance include: (1) segmentation of each portfolio based on common risk characteristics; (2) identification and estimation of portfolio indicators and other factors that management believes are key to estimating incurred credit losses; and (3) evaluation by management of borrower, collateral, and geographic information. Management monitors the adequacy of the allowance and makes adjustments as the assumptions in the underlying analyses change to reflect an estimate of incurred loan losses at the reporting date, based on the best information available at that time. In addition, the allowance related to the commercial portfolio segment is influenced by estimated recoveries from automotive manufacturers relative to guarantees or agreements with them to repurchase vehicles used as collateral to secure the loans. If an automotive manufacturer is unable to fully honor its obligations, our ultimate loan losses could be higher. To the extent that actual outcomes differ from our estimates, additional provision for credit losses may be required that would reduce earnings.

Valuation of Automobile Lease Assets and Residuals

We have significant investments in vehicles in our operating lease portfolio. In accounting for operating leases, management must make a determination at the beginning of the lease contract of the estimated realizable value (i.e., residual value) of the vehicle at the end of the lease. Residual value represents an estimate of the market value of the vehicle at the end of the lease term, which typically ranges from two to four years. At contract inception, we determine the projected residual value based on an internal evaluation of the expected future value. This evaluation is based on a proprietary model, which includes variables such as age, mileage, seasonality, segment factors, vehicle type, economic indicators and production cycle. This internally generated data is compared against third party, independent data for reasonableness. The customer is obligated to make payments during the term of the lease for the difference between the purchase price and the contract residual value plus a finance charge. However, since the customer is not obligated to purchase the vehicle at the end of the contract, we are exposed to a risk of loss to the extent the value of the vehicle is below the residual value estimated at contract inception. Management periodically performs a detailed review of the estimated realizable value of leased vehicles to assess the appropriateness of the carrying value of lease assets.

To account for residual risk, we depreciate automobile operating lease assets to estimated realizable value on a straight-line basis over the lease term. The estimated realizable value is initially based on the residual value established at contract inception. Periodically, we revise the projected value of the lease vehicle at termination based on current market conditions and adjust depreciation expense appropriately over the remaining term of the lease. Impairment of the operating lease asset is assessed upon the occurrence of a triggering event. Triggering events are systemic, observed events impacting the used car market such as shocks to oil and gas prices that may indicate impairment of the operating lease asset. Impairment is determined to exist if the expected undiscounted cash flows generated from the operating lease assets are less than the carrying value of the operating lease assets. If the operating lease assets are impaired, they are written down to their fair value as estimated by discounted cash flows. There were no such impairment charges in 2013, 2012, or 2011.

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Our depreciation methodology on operating lease assets considers management's expectation of the value of the vehicles upon lease termination, which is based on numerous assumptions and factors influencing used vehicle values. The critical assumptions underlying the estimated carrying value of automobile lease assets include: (1) estimated market value information obtained and used by management in estimating residual values, (2) proper identification and estimation of business conditions, (3) our remarketing abilities, and (4) automotive manufacturer vehicle and marketing programs. Changes in these assumptions could have a significant impact on the value of the lease residuals. Expected residual values include estimates of payments from automotive manufacturers related to residual support and risk-sharing agreements, if any. To the extent an automotive manufacturer is not able to fully honor its obligation relative to these agreements, our depreciation expense would be negatively impacted.

Fair Value of Financial Instruments

We use fair value measurements to record fair value adjustments to certain instruments and to determine fair value disclosures. Refer to Note 24 to the Consolidated Financial Statements for a description of valuation methodologies used to measure material assets and liabilities at fair value and details of the valuation models, key inputs to those models, and significant assumptions utilized. We follow the fair value hierarchy set forth in Note 24 to the Consolidated Financial Statements in order to prioritize the inputs utilized to measure fair value. We review and modify, as necessary, our fair value hierarchy classifications on a quarterly basis. As such, there may be reclassifications between hierarchy levels.

We have numerous internal controls in place to ensure the appropriateness of fair value measurements. Significant fair value measures are subject to detailed analytics and management review and approval. We have an established model validation policy and program in place that covers all models used to generate fair value measurements. This model validation program ensures a controlled environment is used for the development, implementation, and use of the models and change procedures. Further, this program uses a risk-based approach to select models to be reviewed and validated by an independent internal risk group to ensure the models are consistent with their intended use, the logic within the models is reliable, and the inputs and outputs from these models are appropriate. Additionally, a wide array of operational controls are in place to ensure the fair value measurements are reasonable, including controls over the inputs into and the outputs from the fair value measurement models. For example, we backtest the internal assumptions used within models against actual performance. We also monitor the market for recent trades, market surveys, or other market information that may be used to benchmark model inputs or outputs. Certain valuations will also be benchmarked to market indices when appropriate and available. We have scheduled model and/or input recalibrations that occur on a periodic basis but will recalibrate earlier if significant variances are observed as part of the backtesting or benchmarking noted above.

Considerable judgment is used in forming conclusions from market observable data used to estimate our Level 2 fair value measurements and in estimating inputs to our internal valuation models used to estimate our Level 3 fair value measurements. Level 3 inputs such as interest rate movements, prepayment speeds, credit losses, and discount rates are inherently difficult to estimate. Changes to these inputs can have a significant effect on fair value measurements. Accordingly, our estimates of fair value are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange.

Legal and Regulatory Reserves

Our legal and regulatory reserves reflect management's best estimate of probable losses on legal and regulatory matters. As a legal or regulatory matter develops, management, in conjunction with internal and external counsel handling the matter, evaluates on an ongoing basis whether such matter presents a loss contingency that is both probable and estimable. If, at the time of evaluation, the loss contingency related to a legal or regulatory matter is not both probable and estimable, the matter will continue to be monitored for further developments that would make the loss contingency both probable and estimable. When the loss contingency

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related to a legal or regulatory matter is deemed to be both probable and estimable, we will establish a liability with respect to the loss contingency and record a corresponding expense amount. To estimate the probable loss, we evaluate the individual facts and circumstances of the case including information learned through the discovery process, rulings on dispositive motions, settlement discussions, our prior history with similar matters and other rulings by courts, arbitrators or others. The reserves are continuously monitored and updated to reflect the most recent information related to each matter.

Additionally, in matters for which a loss event is not deemed probable, but rather reasonably possible to occur, we would attempt to estimate a loss or range of loss related to that event, if possible. For these matters, we do not record a liability. However, if we are able to estimate a loss or range of loss, we would disclose this loss, if it is material to our financial statements. To estimate a range of probable or reasonably possible loss, we evaluate each individual case in the manner described above. We do not accrue for matters for which a loss event is deemed remote.

For details regarding the nature of all material contingencies, refer to Note 29 to the Consolidated Financial Statements.

Loan Repurchase and Obligations Related to Loan Sales

The liability for representation and warranty obligations reflects management's best estimate of probable lifetime losses. We consider historical and recent demand trends in establishing the reserve. The methodology used to estimate the reserve considers a variety of assumptions including borrower performance (both actual and estimated future defaults), repurchase demand behavior, historical loan defect experience, historical mortgage insurance rescission experience, and historical and estimated future loss experience, which includes projections of future home price changes as well as other qualitative factors including investor behavior. In cases where we may not be able to reasonably estimate losses, a liability is not recognized. Management monitors the adequacy of the overall reserve and makes adjustments to the level of reserve, as necessary, after consideration of other qualitative factors including ongoing dialogue and experience with counterparties.

Determination of Provision for Income Taxes

Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect management's best assessment of estimated current and future taxes to be paid. We are subject to income taxes in both the United States and several foreign jurisdictions. Significant judgments and estimates are required in determining consolidated income tax expense. Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenue and expense. In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent results of operations. In projecting future taxable income, we begin with historical results adjusted for the results of discontinued operations and incorporate assumptions about the amount of future state, federal, and foreign pretax operating income. These assumptions about future taxable income require significant judgment and are consistent with the plans and estimates we are using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income (loss).

A valuation allowance of \$1.2 billion and \$1.6 billion was recorded against the net U.S. deferred tax asset balance as of December 31, 2013, and December 31, 2012, respectively. For the year ended December 31, 2013, our results from operations benefited \$154 million from a release of a portion of our valuation allowance related to the measurement of foreign tax credit carryforwards anticipated to be utilized in the future and reversal of our valuation allowance on capital loss carryforwards utilized against current year capital gains. For the year ended December 31, 2012, our results from operations benefited \$1.0 billion from a release of a portion of our U.S. valuation allowance on the basis of management's reassessment of the amount of its deferred tax assets that are more likely than not to be realized.

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As of each reporting date, we consider existing evidence, both positive and negative, that could impact our view with regard to future realization of deferred tax assets. During the fourth quarter of 2012, we determined that positive evidence existed to conclude that it was more likely than not that additional deferred tax assets were realizable, and therefore, we reduced the valuation allowance accordingly. Positive evidence in this assessment consisted of forecasts of future taxable income that are sufficient to realize net operating loss carryforwards before their expiration, coupled with our emergence from a cumulative three-year U.S. pretax loss (after removing the effects of non-recurring charges and discontinued operations).

We continue to believe it is more likely than not that the benefit for certain capital loss, foreign tax credit and state net operating loss carryforwards will not be realized. In recognition of this risk, we continue to provide a partial valuation allowance on the deferred tax assets relating to these carryforwards.

For additional information regarding our provision for income taxes, refer to Note 22 to the Consolidated Financial Statements.

Recently Issued Accounting Standards

Refer to Note 1 to the Consolidated Financial Statements for further information related to recently adopted and recently issued accounting standards.

Statistical Table

The accompanying supplemental information should be read in conjunction with the more detailed information, including our Consolidated Financial Statements and the notes thereto, which appears elsewhere in this Annual Report.

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The following table presents an analysis of net interest margin excluding discontinued operations for the periods shown.

Year ended December 31, (\$ in millions)	Average balance (a)	2013 Interest income/expense	Yield/rate	Average balance (a)	2012 Interest income/expense	Yield/rate	Average balance (a)	2011 Interest income/expense	Yield/rate
Assets									
Interest-bearing cash and cash equivalents	\$ 6,412	\$ 10	0.16%	\$ 10,610	\$ 24	0.23%	\$ 10,336	\$ 15	0.15%
Trading assets				261	10	3.83	321	8	2.49
Investment securities (b)	15,195	300	1.97	12,336	262	2.12	13,082	325	2.48
Loans held-for-sale, net	600	20	3.33	2,759	98	3.55	4,517	180	3.98
Finance receivables and loans, net (c) (d) (e)	97,467	4,529	4.65	95,311	4,539	4.76	83,162	4,189	5.04
Investment in operating leases, net (f)	16,028	1,214	7.57	11,185	980	8.76	7,968	988	12.40
Total interest-earning assets	135,702	6,073	4.48	132,462	5,913	4.46	119,386	5,705	4.78
Noninterest-bearing cash and cash equivalents	1,628			1,794			1,118		
Other assets (g)	20,298			50,719			61,846		
Allowance for loan losses	(1,192)			(1,234)			(1,513)		
Total assets	\$ 156,436			\$ 183,741			\$ 180,837		
Liabilities									
Interest-bearing deposit liabilities	\$ 50,188	\$ 654	1.30%	\$ 42,478	\$ 645	1.52%	\$ 37,535	\$ 615	1.64%
Short-term borrowings	4,858	63	1.30	3,852	71	1.84	3,605	61	1.69
Long-term debt (e) (h) (i)	66,634	2,602	3.90	77,057	3,336	4.33	71,441	3,930	5.50
Total interest-bearing liabilities (h) (j)	121,680	3,319	2.73	123,387	4,052	3.28	112,581	4,606	4.09
Noninterest-bearing deposit liabilities	536			2,261			2,238		
Total funding sources (h) (k)	122,216	3,319	2.72	125,648	4,052	3.22	114,819	4,606	4.01
Other liabilities (l)	15,448			39,173			45,949		
Total liabilities	137,664			164,821			160,768		
Total equity	18,772			18,920			20,069		
Total liabilities and equity	\$ 156,436			\$ 183,741			\$ 180,837		
Net financing revenue		\$ 2,754			\$ 1,861			\$ 1,099	
Net interest spread (m)			1.75%			1.18%			0.69%
Net interest spread excluding original issue discount (m)			1.99%			1.49%			1.57%
Net interest spread excluding original issue discount and including noninterest-bearing deposit liabilities (m)			2.00%			1.55%			1.63%
Net yield on interest-earning assets (n)			2.03%			1.40%			0.92%
Net yield on interest-earning assets excluding original issue discount (n)			2.21%			1.66%			1.68%

(a) Average balances are calculated using a combination of monthly and daily average methodologies.

- (b) Excludes income on equity investments of \$25 million, \$30 million, and \$25 million at December 31, 2013, 2012, and 2011, respectively. Yields on available-for-sale debt securities are based on fair value as opposed to historical cost.

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- (c) Nonperforming finance receivables and loans are included in the average balances. For information on our accounting policies regarding nonperforming status, refer to Note 1 to the Consolidated Financial Statements.
- (d) Includes other interest income of \$1 million, \$4 million, and \$8 million at December 31, 2013, 2012, and 2011, respectively.
- (e) Includes the effects of derivative financial instruments designated as hedges.
- (f) Includes remarketing gains of \$332 million, \$116 million, and \$217 million at December 31, 2013, 2012, and 2011, respectively. Excluding these gains, the annualized yield would be 5.50%, 7.72%, and 9.68% at December 31, 2013, 2012, and 2011, respectively.
- (g) Includes average balances of assets of discontinued operations.
- (h) Average balance includes \$1,660 million, \$1,927 million, and \$2,522 million related to original issue discount at December 31, 2013, 2012, and 2011, respectively. Interest expense includes original issue discount amortization of \$249 million, \$336 million, and \$912 million during the year ended December 31, 2013, 2012, and 2011, respectively.
- (i) Excluding original issue discount the rate on long-term debt was 3.45%, 3.80%, and 4.08% at December 31, 2013, 2012, and 2011, respectively.
- (j) Excluding original issue discount the rate on total interest-bearing liabilities was 2.49%, 2.97%, and 3.21% at December 31, 2013, 2012, and 2011, respectively.
- (k) Excluding original issue discount the rate on total funding sources was 2.48%, 2.91%, and 3.15% at December 31, 2013, 2012, and 2011, respectively.
- (l) Includes average balances of liabilities of discontinued operations.
- (m) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities.
- (n) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.

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The following table presents an analysis of the changes in net interest income, volume and rate.

Year ended December 31, (\$ in millions)	2013 vs 2012 Increase (decrease) due to (a)			2012 vs 2011 Increase (decrease) due to (a)		
	Volume	Yield/ rate	Total	Volume	Yield/ rate	Total
Assets						
Interest-bearing cash and cash equivalents	\$ (8)	\$ (6)	\$ (14)	\$ 9	\$ 9	\$ 9
Trading assets	(5)	(5)	(10)	(2)	4	2
Investment securities	57	(19)	38	(18)	(45)	(63)
Loans held-for-sale, net	(72)	(6)	(78)	(64)	(18)	(82)
Finance receivables and loans, net	101	(111)	(10)	588	(238)	350
Investment in operating leases, net	381	(147)	234	331	(339)	(8)
Total interest-earning assets	\$ 454	\$ (294)	\$ 160	\$ 835	\$ (627)	\$ 208
Liabilities						
Interest-bearing deposit liabilities	\$ 107	\$ (98)	\$ 9	\$ 77	\$ (47)	\$ 30
Short-term borrowings	16	(24)	(8)	4	6	10
Long-term debt	(425)	(309)	(734)	291	(885)	(594)
Total interest-bearing liabilities	\$ (302)	\$ (431)	\$ (733)	\$ 372	\$ (926)	\$ (554)
Net financing revenue	\$ 756	\$ 137	\$ 893	\$ 463	\$ 299	\$ 762

(a) Changes in interest not solely due to volume or yield/rate are allocated in proportion to the absolute dollar amount of change in volume and yield/rate.

Outstanding Finance Receivables and Loans

The following table presents the composition of our on-balance sheet finance receivables and loans.

December 31, (\$ in millions)	2013	2012	2011	2010	2009
Consumer					
Consumer automobile	\$ 56,417	\$ 53,715	\$ 63,459	\$ 51,254	\$ 30,245
Consumer mortgage	8,444	9,821	10,828	11,763	12,604
Total consumer	64,861	63,536	74,287	63,017	42,849
Commercial					
Commercial and industrial					
Automobile (a)	30,948	30,270	34,817	33,342	27,547
Mortgage			1,911	1,581	1,668
Other	1,664	2,697	1,241	2,107	3,125
Commercial real estate					
Automobile	2,855	2,552	2,485	2,287	2,229
Mortgage			14	79	283
Total commercial loans	35,467	35,519	40,468	39,396	34,852

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Total finance receivables and loans (b)	\$ 100,328	\$ 99,055	\$ 114,755	\$ 102,413	\$ 77,701
Loans held-for-sale	\$ 35	\$ 2,576	\$ 8,557	\$ 11,411	\$ 20,625

(a) Amounts include no notes receivable from General Motors at December 31, 2013 and December 31, 2012, respectively, and \$529 million, \$484 million, and \$911 million at December 31, 2011, 2010, and 2009, respectively.

(b) Includes historical cost, fair value, and repurchased loans.

Table of Contents**Nonperforming Assets**

The following table summarizes the nonperforming assets in our on-balance sheet portfolio.

December 31, (\$ in millions)	2013	2012	2011	2010	2009
Consumer					
Consumer automobile	\$ 329	\$ 260	\$ 228	\$ 207	\$ 386
Consumer mortgage	192	382	549	821	929
Total consumer (a)	521	642	777	1,028	1,315
Commercial					
Commercial and industrial					
Automobile	116	146	223	296	347
Mortgage				40	72
Other	74	33	37	134	987
Commercial real estate					
Automobile	14	37	67	199	280
Mortgage			12	71	197
Total commercial (b)	204	216	339	740	1,883
Total nonperforming finance receivables and loans	725	858	1,116	1,768	3,198
Foreclosed properties	10	8	82	150	255
Repossessed assets (c)	101	62	56	47	58
Total nonperforming assets	\$ 836	\$ 928	\$ 1,254	\$ 1,965	\$ 3,511
Loans held-for-sale	\$ 9	\$ 25	\$ 2,820	\$ 3,273	\$ 3,390

- (a) Interest revenue that would have been accrued on total consumer finance receivables and loans at original contractual rates was \$52 million during the year ended December 31, 2013. Interest income recorded for these loans was \$17 million during the year ended December 31, 2013.
- (b) Interest revenue that would have been accrued on total commercial finance receivables and loans at original contractual rates was \$16 million during the year ended December 31, 2013. Interest income recorded for these loans was \$8 million during the year ended December 31, 2013.
- (c) Repossessed assets exclude \$7 million, \$3 million, \$3 million, \$14 million, and \$23 million of repossessed operating lease assets at December 31, 2013, 2012, 2011, 2010, and 2009, respectively.

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The following table presents our on-balance sheet accruing loans past due 90 days or more as to principal and interest.

December 31, (\$ in millions)	2013	2012	2011	2010	2009
Consumer					
Consumer automobile	\$ 1	\$ 1	\$ 3	\$ 5	\$ 5
Consumer mortgage	1	1	1	1	2
Total consumer	1	1	4	6	7
Commercial					
Commercial and industrial					
Automobile					
Mortgage					
Other					3
Commercial real estate					
Automobile					
Mortgage					
Total commercial					3
Total accruing finance receivables and loans past due 90 days or more	\$ 1	\$ 1	\$ 4	\$ 6	\$ 10
Loans held-for-sale	\$	\$	\$ 73	\$ 25	\$ 33

Allowance for Loan Losses

The following table presents an analysis of the activity in the allowance for loan losses on finance receivables and loans.

(\$ in millions)	2013	2012	2011	2010	2009
Balance at January 1,	\$ 1,170	\$ 1,503	\$ 1,873	\$ 2,445	\$ 3,433
Cumulative effect of change in accounting principles (a)				222	
Charge-offs	(737)	(776)	(880)	(1,646)	(4,013)
Write-downs related to transfers to held-for-sale					(3,438)
Total charge-offs	(737)	(776)	(880)	(1,646)	(7,451)
Recoveries	265	302	327	448	352
Net charge-offs	(472)	(474)	(553)	(1,198)	(7,099)
Provision for loan losses	501	329	161	361	3,584
Other (b)	9	(188)	22	43	2,527
Balance at December 31,	\$ 1,208	\$ 1,170	\$ 1,503	\$ 1,873	\$ 2,445

(a) Effect of change in accounting principle due to adoption of ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*.

- (b) Includes provision for loan losses relating to discontinued operations of \$65 million, \$58 million, \$77 million, and \$2.6 billion for the years ended December 31, 2012, 2011, 2010, and 2009, respectively.

Table of Contents**Allowance for Loan Losses by Type**

The following table summarizes the allocation of the allowance for loan losses by product type.

December 31, (\$ in millions)	2013		2012		2011		2010		2009	
	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total	Amount	% of total
Consumer										
Consumer automobile	\$ 673	55.7	\$ 575	49.2	\$ 766	51.0	\$ 970	51.8	\$ 1,024	41.8
Consumer mortgage	389	32.2	452	38.6	516	34.3	580	30.9	640	26.2
Total consumer loans	1,062	87.9	1,027	87.8	1,282	85.3	1,550	82.7	1,664	68.0
Commercial										
Commercial and industrial										
Automobile	67	5.6	55	4.7	110	7.3	106	5.6	211	8.6
Mortgage					11	0.7	12	0.7	30	1.2
Other	50	4.1	48	4.1	53	3.6	136	7.3	433	17.8
Commercial real estate										
Automobile	29	2.4	40	3.4	42	2.8	56	3.0		
Mortgage					5	0.3	13	0.7	107	4.4
Total commercial loans	146	12.1	143	12.2	221	14.7	323	17.3	781	32.0
Total allowance for loan losses	\$ 1,208	100.0	\$ 1,170	100.0	\$ 1,503	100.0	\$ 1,873	100.0	\$ 2,445	100.0

Deposit Liabilities

The following table presents the average balances and interest rates paid for types of domestic deposits.

Year ended December 31, (\$ in millions)	2013		2012		2011	
	Average balance (a)	Average deposit rate	Average balance (a)	Average deposit rate	Average balance (a)	Average deposit rate
Domestic deposits						
Noninterest-bearing deposits	\$ 536	%	\$ 2,262	%	\$ 2,237	%
Interest-bearing deposits						
Savings and money market checking accounts	18,223	0.83	10,953	0.88	9,696	0.88
Certificates of deposit	31,291	1.53	29,972	1.64	26,109	1.77
Dealer deposits	674	3.74	1,515	3.81	1,685	3.87
Total domestic deposit liabilities	\$ 50,724	1.29%	\$ 44,702	1.44%	\$ 39,727	1.55%

(a) Average balances are calculated using a combination of monthly and daily average methodologies.

The following table presents the amount of domestic certificates of deposit in denominations of \$100 thousand or more segregated by time remaining until maturity.

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December 31, 2013 (\$ in millions)	Three months or less	Over three months through six months	Over six months through twelve months	Over twelve months	Total
Domestic certificates of deposit (\$100,000 or more)	\$ 1,720	\$ 1,716	\$ 3,301	\$ 6,408	\$ 13,145

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Business

General

Ally Financial Inc. (formerly GMAC Inc.) is a leading, independent, financial services firm with \$151.2 billion in assets. Founded in 1919, we are a leading automotive financial services company with over 90 years of experience providing a broad array of financial products and services to automotive dealers and their customers. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended (the BHC Act). Additionally, our election to become a financial holding company (FHC) under the BHC Act was approved by the Board of Governors of the Federal Reserve System (FRB), and became effective on December 20, 2013. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (internet, telephone, mobile, and mail) banking market, with \$52.9 billion of deposits at December 31, 2013. The terms Ally, the Company, we, our, and us refer to Ally Financial Inc. and its subsidiaries as a consolidated entity, except where it is clear that the terms means only Ally Financial Inc.

Our Business

Dealer Financial Services, which includes our Automotive Finance and Insurance operations, and Mortgage are our primary lines of business. Our Dealer Financial Services business is centered on our strong and longstanding relationships with automotive dealers and supports manufacturers with which we have marketing relationships and their marketing programs. Our Dealer Financial Services business serves the financial needs of approximately 16,000 dealers in the United States and approximately 4 million of their retail customers with a wide range of financial services and insurance products. We believe our dealer-focused business model makes us the preferred automotive finance company for thousands of our automotive dealer customers. We have developed particularly strong relationships with thousands of dealers resulting from our longstanding relationship with General Motors Company (GM) as well as relationships with other manufacturers, including Chrysler Group LLC (Chrysler), providing us with an extensive understanding of the operating needs of these dealers relative to other automotive finance companies. In addition, we have established specialized incentive programs that are designed to encourage dealers to direct more of their business to us.

Ally Bank, our direct banking platform, provides us with a stable and diversified low-cost funding source. Our focus is on building a stable deposit base driven by our compelling brand and strong value proposition. Ally Bank raises deposits directly from customers through the direct banking channel via the internet, over the telephone, and through mobile applications. Ally Bank offers a full spectrum of deposit product offerings including savings and money market accounts, certificates of deposit, interest-bearing checking accounts, trust accounts, and individual retirement accounts. We continue to expand the deposit product offerings in our banking platform in order to meet customer needs. Ally Bank's assets and operating results are divided between our Automotive Finance operations and Mortgage operations based on its underlying business activities.

Our strategy is to extend our leading position in automotive finance in the United States by continuing to provide automotive dealers and their retail customers with premium service, a comprehensive product suite, consistent funding and competitive pricing, reflecting our commitment to the automotive industry. During 2012 and 2013, we further executed on our strategy by selling or liquidating nonstrategic operations. We are focused on expanding profitable dealer relationships, prudent earning asset growth, and higher risk-adjusted returns. Our growth strategy continues to focus on diversifying the franchise by expanding into different products as well as strengthening our network of dealer relationships. Over the past several years, we have increased our focus on the used vehicle and leased vehicle markets, which have resulted in used and leased vehicle financing volume growth. We also seek to broaden and deepen the Ally Bank franchise, prudently growing stable, quality deposits while extending our foundation of products and providing a high level of customer service.

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Dealer Financial Services

Dealer Financial Services includes our Automotive Finance operations and Insurance operations. Our primary customers are automotive dealers, which are typically independently owned businesses. As part of the process of selling a vehicle, automotive dealers typically enter into retail installment sales contracts and leases with their retail customers. Dealers then select Ally or another automotive finance provider to which they sell retail installment sales contracts and leases. Use of the word *loan* in this document is intended to refer to, as the context suggests, retail installment sales contracts that we have acquired or other financing products. The term *originate* generally refers to our acquisition of retail installment sales contracts, other financing products, or leases as the context suggests.

Our Dealer Financial Services operations offer a wide range of financial services and insurance products to approximately 16,000 automotive dealerships and approximately 4 million of their retail customers. We have deep dealer relationships that have been built over our greater-than 90-year history. Our dealer-focused business model encourages dealers to use our broad range of products through incentive programs like our Ally Dealer Rewards program, which rewards individual dealers based on the depth and breadth of our relationship. During 2013, 70% of our U.S. automotive dealer customers received benefits under the Ally Dealer Rewards program, which was initiated in 2009. Our automotive finance services include providing retail installment sales contracts, loans, and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet financing, and vehicle remarketing services. We also offer retail vehicle service contracts and commercial insurance primarily covering dealers' wholesale vehicle inventories. We are a leading provider of vehicle service contracts and maintenance coverage.

Automotive Finance

Our Automotive Finance operations consist of automotive finance business generated in the United States. At December 31, 2013, our Automotive Finance operations had \$109.3 billion of assets and generated \$3.4 billion of total net revenue in 2013. According to Experian Automotive, we were one of the largest independent providers of new retail automotive loans to franchised dealers in the United States during 2013. We have approximately 1,800 automotive finance and 600 insurance employees across the United States focused on serving the needs of our dealer customers with finance and insurance products, expanding the number of overall dealer and automotive manufacturer relationships, and supporting our dealer lending and underwriting functions. In addition, we have over 2,200 employees that support our servicing operations. We manage commercial account servicing for approximately 4,500 dealers that utilize our floorplan inventory lending or other commercial loans. We provide consumer asset servicing for a \$77.7 billion portfolio at December 31, 2013. The extensive infrastructure and experience of our servicing operations are important to our ability to minimize our loan losses and enable us to deliver favorable customer experience to both our dealers and their retail customers.

Our success as an automotive finance provider is driven by the consistent and broad range of products and services we offer to dealers who originate loans and leases to their retail customers who are acquiring new and used vehicles. Ally and other automotive finance providers purchase these loans and leases from automotive dealers. Most automotive dealers are independently owned businesses and are our primary customers. Our growth strategy continues to focus on diversifying the franchise by expanding into different products as well as strengthening our network of dealer relationships. Over the past several years, we have continued to focus on the used vehicle segment primarily through franchised dealers, which has resulted in used vehicle financing volume growth. The fragmented used vehicle financing market provides an attractive opportunity that we believe will further expand and support our dealer relationships and increase our volume of retail loan originations.

Automotive dealers desire a full range of financial products, including new and used vehicle inventory financing, inventory insurance, term loans including real estate and working capital loans, and vehicle remarketing services to conduct their respective businesses as well as service contracts and guaranteed automobile protection (GAP) products to offer their customers. We have consistently provided this full suite of products to dealers.

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For consumers, we provide retail automotive financing for new and used vehicles and leasing for new vehicles. In the United States, retail financing for the purchase of vehicles takes the form of installment sales financing. During 2013, we originated a total of 1.4 million automotive loans and leases totaling approximately \$37.3 billion.

Our consumer automotive financing operations generate revenue through finance charges or lease payments and fees paid by customers on the retail contracts and leases. We also recognize a gain or loss on the remarketing of the vehicles financed through lease contracts at the end of the lease. When the lease contract is originated, we estimate the residual value of the leased vehicle at lease termination. Periodically we revise the projected value of the leased vehicle at lease termination. Our actual sales proceeds from remarketing the vehicle may be higher or lower than the estimated residual value.

Automotive manufacturers may elect as a marketing incentive to sponsor special financing programs for retail sales of their respective vehicles. The manufacturer can lower the financing rate paid by the customer on either a retail contract or a lease by paying us the present value of the difference between the customer rate and our standard market rates at contract inception. These marketing incentives are referred to as rate support or subvention. GM may also from time to time offer lease pull-ahead programs, which encourage consumers to terminate existing leases early if they acquire a new GM vehicle. As part of these programs, we waive all or a portion of the customer's remaining payment obligation. In most cases, GM compensates us for a portion of the foregone revenue from those waived payments after consideration of the extent that our remarketing sale proceeds are higher than otherwise would be realized if the vehicle had been remarketed at lease contract maturity. Manufacturers may also elect to lower a customer's lease payments through residual support incentive programs. In these instances, we agree to increase the projected value of the vehicle at the time the lease contract was signed in exchange for a payment from the manufacturer.

Our commercial automotive financing operations primarily fund dealer inventory purchases of new and used vehicles, commonly referred to as wholesale or floorplan financing. This represents the largest portion of our commercial automotive financing business. Wholesale floorplan loans are secured by vehicles financed (and all other vehicle inventory), which provide strong collateral protection in the event of dealership default. Additional collateral (e.g., personal guarantees from dealership owners) are oftentimes obtained to further manage credit risk. The amount we advance to dealers is equal to 100% of the wholesale invoice price of new vehicles. Interest on wholesale automotive financing is generally payable monthly and is indexed to a floating rate benchmark. The rate for a particular dealer is based on, among other considerations, competitive factors and the dealer's creditworthiness. During 2013, we financed an average of \$28.2 billion of dealer vehicle inventory through wholesale or floorplan financings. We also provide comprehensive automotive remarketing services, including the use of SmartAuction, our online auction platform, which efficiently supports dealer-to-dealer and other commercial wholesale car transactions. In 2013, we and others including dealers, fleet rental companies, financial institutions, and GM, utilized SmartAuction to sell 261,000 vehicles to dealers and other commercial customers. SmartAuction served as the remarketing channel for 40% of Ally's off-lease vehicles.

Manufacturer Agreements

We were previously party to agreements with each of GM and Chrysler that provided for certain exclusivity privileges related to subvention programs that they offered. Our agreement with Chrysler expired in April 2013. In addition, our agreement with GM expired effective February 28, 2014. These agreements provided Ally with certain preferred provider benefits, including limiting the use of other financing providers by GM and Chrysler for their incentive programs. We entered into a new auto financing agreement with GM that became effective on March 1, 2014 (the "GM Agreement"), which provides a general framework for dealer and consumer financing related to GM vehicles, as well as with respect to our ongoing participation in GM subvention programs. The GM Agreement does not provide Ally with any exclusivity or similar privileges related to the financing of GM vehicles, whether through subvention programs or otherwise. As a result, the GM Agreement does not provide the economic benefits or impose the obligations that were included within our prior agreement with GM. The GM Agreement is cancellable on notice by either party after one year.

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We have successfully competed at the dealer-level for consumer retail financing and leasing originations for GM and Chrysler automobiles based on our strong dealer relationships, competitive pricing, full suite of products, and comprehensive service. For example, during 2013, our share of GM subvented business was well in excess of the minimum level that GM was required to provide us under our prior agreement with GM. We have diversified our business mix by expanding our product offering for GM and Chrysler dealers as well as establishing new relationships with non-GM and non-Chrysler dealers.

Insurance

Our Insurance operations offer both consumer finance protection and insurance products sold primarily through the automotive dealer channel, and commercial insurance products sold directly to dealers. As part of our focus on offering dealers a broad range of consumer financial and insurance products, we provide vehicle service contracts, maintenance coverage, and GAP products. We also underwrite selected commercial insurance coverages, which primarily insure dealers' wholesale vehicle inventory in the United States. Our Insurance operations had \$7.1 billion of assets at December 31, 2013, and generated \$1.3 billion of total net revenue in 2013.

Our vehicle service contracts for retail customers offer owners and lessees mechanical repair protection and roadside assistance for new and used vehicles beyond the manufacturer's new vehicle warranty. These vehicle service contracts are marketed to the public through automotive dealerships and on a direct response basis. The vehicle service contracts cover virtually all vehicle makes and models. We also offer GAP products, which allow the recovery of a specified economic loss beyond the covered vehicle's value in the event the vehicle is damaged and declared a total loss.

Wholesale vehicle inventory insurance for dealers provides physical damage protection for dealers' floorplan vehicles. Dealers are generally required to maintain this insurance by their floorplan finance provider. During 2013, these insurance products were purchased by approximately 3,800 dealers. Among U.S. GM franchised dealers to whom we provide wholesale financing, our wholesale insurance product penetration rate is approximately 82%. Dealers who receive wholesale financing from Ally are eligible for wholesale insurance incentives, such as automatic eligibility in our preferred insurance programs and increased financial benefits.

A significant aspect of our Insurance operations is the investment of proceeds from premiums and other revenue sources. We use these investments to satisfy our obligations related to future claims at the time these claims are settled. Our Insurance operations have an Investment Committee, which develops investment guidelines and strategies. The guidelines established by this committee reflect our risk tolerance, liquidity requirements, regulatory requirements, and rating agency considerations, among other factors.

Mortgage

Our Mortgage operations were historically a significant portion of our operations and were conducted primarily through the Residential Capital, LLC (ResCap) subsidiary. On May 14, 2012, ResCap and certain of its wholly-owned direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (Bankruptcy Court). The Bankruptcy Court entered an order confirming a bankruptcy plan on December 11, 2013, which became effective on December 17, 2013. For further details with respect to this matter, refer to Note 1 to the Consolidated Financial Statements. Our Mortgage operations had \$8.2 billion of assets at December 31, 2013, and generated \$76 million of total net revenue in 2013.

With the completion of the ResCap settlement, we have exited the mortgage origination and servicing business. Our ongoing Mortgage operations are limited to the management of our held-for-investment mortgage portfolio. During 2013, we sold our business lending operations to Walter Investment Management Corp., completed the sales of agency mortgage servicing rights (MSRs) to Ocwen Financial Corp. (Ocwen) and Quicken Loans, Inc. (Quicken), and exited the correspondent lending channel.

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Corporate and Other

Corporate and Other primarily consists of our Commercial Finance Group, our centralized corporate treasury activities, such as management of the cash and corporate investment securities portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with debt issuances and bond exchanges, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes certain equity investments, reclassifications and eliminations between the reportable operating segments, and overhead that was previously allocated to operations that have since been sold or classified as discontinued operations. Our Commercial Finance Group provides senior secured commercial-lending products to primarily U.S.-based middle market companies.

Ally Bank

Ally Bank raises deposits directly from customers through direct banking via the internet, telephone, mobile, and mail channels. Ally Bank has established a strong and growing retail banking franchise that is based on a promise of being straightforward, easy to use, and offering high-quality customer service. Ally Bank's products and services are designed to develop long-term customer relationships and capitalize on the shift in consumer preference away from branch banking in favor of direct banking.

Ally Bank provides us with a stable and diversified low-cost funding source. At December 31, 2013, we had \$52.9 billion of deposits including \$43.2 billion of retail deposits sourced by Ally Bank. The focus on retail deposits and growth and retention in our deposit base from \$19.2 billion at the end of 2008 to \$52.9 billion at the end of 2013, combined with favorable capital market conditions and a lower interest rate environment have contributed to a reduction in our cost of funds of approximately 94 basis points since the first quarter of 2012. We expect to continue to lower our cost of funds and diversify our overall funding as our deposit base grows.

We believe Ally Bank is well-positioned to continue to benefit from the consumer driven-shift from branch banking to direct banking. According to a 2013 American Bankers Association survey, the percentage of customers who prefer to do their banking via direct channels (internet, mail, phone, and mobile) increased from 21% to 61% between 2007 and 2013, while those who prefer branch banking declined from 39% to 18% over the same period. Ally Bank has received a positive response to innovative savings and other deposit products. Ally Bank's products include savings and money market accounts, certificates of deposit, interest-bearing checking accounts, and individual retirement accounts. Ally Bank's competitive direct banking features include online and mobile banking, electronic bill pay, remote deposit, electronic funds transfer nationwide, ATM fee reimbursements, and no minimum balance requirements.

Industry and Competition

The markets for automotive and mortgage financing, banking, and insurance are highly competitive. The market for automotive financing has grown more competitive as more consumers are financing their vehicle purchases and as more competitors continue to enter this market as a result of how well automotive finance assets generally performed relative to other asset classes through the economic cycle during the past several years. More recently, competition for automotive financing has further intensified as a growing number of banks have become increasingly interested in automotive-finance assets. In addition, Ally Bank faces significant competition from commercial banks, savings institutions, and other financial institutions. Our insurance business also faces significant competition from automotive manufacturers, insurance carriers, third-party administrators, brokers, and other insurance-related companies. Many of our competitors have substantial positions nationally or in the markets in which they operate. Some of our competitors have lower cost structures, substantially lower costs of capital, and are much less reliant on securitization activities, unsecured debt, and other public markets. We face significant competition in most areas, including product offerings, rates, pricing and fees, and customer service.

The market for automotive securitizations is also competitive, and other issuers could increase the amount of their issuances. In addition, lenders and other investors within this market often establish limits on their credit

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exposure to particular issuers and asset classes, or they may require higher returns to increase the amount of their exposure. Increased issuance by other participants in the market or decisions by investors to limit their credit exposure to (or to require a higher yield for) us or to automotive securitizations could negatively affect our ability and that of our subsidiaries to price our securitizations and whole-loan sales at attractive rates. The result would be lower proceeds from these activities and lower profits for our subsidiaries and us.

Our Strengths

Automotive financial services category leader with full product suite.

We are one of the largest providers of automotive financing products, including wholesale loans and retail loans and leases, in the United States and are an integral part of the automotive industry. We believe that our over 90-year history has provided us extensive knowledge of the automotive industry and the financial services needs of its dealers, automotive manufacturers, and retail consumers.

The combination of our full suite of finance and insurance products, premium service standards, market driven programs, dealer training and support, and infrastructure and scale, distinguish us as a preferred and trusted business partner to our dealer customers and puts us in a position to compete effectively with other financial institutions and new entrants to the market.

Market-driven and dealer-centric business model.

Implementation of our market-driven programs, such as Ally Dealer Rewards and SmartAuction, since 2008 have enabled us to grow our Dealer Financial Services business within our existing dealer relationships and expand into new relationships with dealers of various manufacturers. This business model has allowed us to offer more products, expand our dealer base, and strengthen our existing network of dealer relationships. These strong relationships have allowed us to diversify our asset base and decrease our subvented retail loan origination volumes to 12.8% of our U.S. originations during 2013, compared to 58.0% in 2009. In addition, as of December 31, 2013, over 5,200 of our automotive dealer customers utilized four or more of our products and during 2013, 70% of our U.S. dealer customers received benefits under the Ally Dealer Rewards program.

Our 2,400 automotive finance and insurance employees are dedicated to directly supporting the needs of our dealer customers in the United States. This infrastructure allows us to accommodate our growing volume of business and support our existing customers. Our national sales force meets the needs of our dealer customers, expands our market penetration in the dealer network, and supports our existing and new OEM partners. Our sales force consists of direct dealer account relationship professionals, supplemental product support coverage professionals, and primary manufacturer relationship account professionals.

Infrastructure scale and breadth.

We believe the scale and breadth of our platform provide us with a significant competitive advantage. We have invested significantly in our technology infrastructure and other initiatives to support our automotive platform to further enhance our dealer and retail customer relationships and increase business volumes. This focus has resulted in increased credit application flow and originations from dealers representing various manufacturers. We are able to access applications with respect to almost all brands sold by U.S. automotive dealerships. In 2013, we had access to nearly 8 million applications compared to almost 7 million applications in 2012 and 2 million applications in 2009. We believe that our scale, breadth of platform and strong market presence across all 50 states differentiate us from others in the auto finance industry. The combination of our extensive infrastructure, our relationships with finance and insurance departments of dealers, and our participation in the major credit application on-line networks, provides us with a strong platform to efficiently grow our consumer business volumes across a broad mix of automotive dealers.

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Attractive market opportunities.

We are well-positioned to benefit from continued growth in the automotive finance market as both the U.S. economy and the U.S. Seasonally Adjusted Annualized Rate (SAAR) of vehicle sales continue to rebound from their 2008-2009 recessionary levels. While consumer and business automotive spending has recovered from recent lows, it still remains well below historical average levels. According to U.S. Department of Transportation, the average age of vehicles in the United States has continued to rise and was at an all-time high of 11.4 years in 2013. The chart below shows historical consumer, business and government spending on automobiles as a percentage of U.S. GDP.

Source: Bureau of Economic Analysis, U.S. Department of Commerce.

The chart below shows historical and projected U.S. SAAR (in millions):

Source: Bureau of Economic Analysis as to 2006-2013 data and Blue Chip Economic Indicators, Vol. 39, No. 2, as to projected 2014-2015 data.

The used vehicle financing market is significant and highly fragmented. We continue to increase our focus on used vehicle financing, primarily through franchised dealers. According to Experian Automotive, over 11.9 million used vehicles were sold by franchised dealers in 2013. The fragmented used vehicle financing segment provides an attractive opportunity that we believe will further expand and support our dealer relationships and increase our volume of retail loan originations.

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Leading scalable consumer-focused direct banking franchise.

Our consumer-focused strategy and scalable bank platform position Ally Bank well in the growing direct banking market. We provide a full array of retail banking products to the growing number of customers who choose Ally Bank. Ally Bank provides much of the same functionality as a traditional bank, while seeking to provide superior accessibility, lower fees and better customer service. We also benefit from avoiding the overhead expense of a traditional brick and mortar branch network. We continue to focus on Ally Bank's foundation of innovative, competitive products, and best-in-class service. Our platform is highly scalable. We have consistently benefited from increased operating efficiencies, which have more than supported our continued investment in technology and other competitive differentiators. The Ally Bank brand has attained strong recognition and positions us for further growth. In addition, Ally Bank provides us with a diversified source of stable, low-cost funding.

Strong and streamlined balance sheet and sophisticated risk management.

We believe one of our core strengths is the high quality, short duration, and streamlined nature of our asset base. Our assets are predominately consumer automotive loans and leases and commercial loans to automotive dealers. We have a long history of originating these assets and they have typically performed predictably based on the credit attributes of the loans and leases. These attributes include FICO scores, loan-to-value ratios, and payment-to-income ratios. Since 2008, we have made efforts to significantly streamline our balance sheet to focus on U.S. automotive related assets in order to provide a more predictable earnings stream. These streamlining efforts include selling our automotive finance businesses in Europe, Canada and Latin America and several international insurance businesses, as well as exiting the mortgage origination and servicing business.

We are prudently expanding automotive originations across the credit spectrum in accordance with our underwriting standards. During 2013 and 2012, we originated \$26.7 billion and \$30.4 billion of retail automotive loans, respectively. During 2013 and 2012, the loss rate on our U.S. consumer automotive portfolio was 0.72% and 0.53%, respectively.

We believe our many years of experience in the automotive industry, and our rigorous underwriting standards result in the high quality of the leases on our balance sheet. We manage risk using our robust combination of credit metrics, including, among others, FICO scores and proprietary vehicle residual value models. Estimating future vehicle residual values is one of the most important steps of writing a new lease. We have extensive experience in underwriting new leases. This experience and the large volume of off-lease and other used vehicles sold through the SmartAuction system help us set appropriate residual value rates at the time a lease is written. During 2013 and fiscal year 2012, we originated a total of 331,300 and 273,200 U.S. automotive leases totaling approximately \$10.6 billion and \$8.4 billion, respectively.

Our commercial automotive financing business consists primarily of wholesale financing in which credit is extended to individual dealers and is secured by vehicles in inventory and, in some circumstances, other assets owned by the dealer or by a personal guarantee. We manage risk in our commercial automotive financing business through our rigorous credit underwriting process which utilizes our proprietary dealer credit evaluation system, our ongoing risk monitoring program, and vehicle inventory audits to verify collateral and dealer compliance with lending agreements. At December 31, 2013, we maintained a portfolio of \$33.8 billion of commercial automotive loans. During 2013 and 2012, the loss rate on our U.S. commercial automotive loan portfolio was 0.008% and 0.003%, respectively.

Our balance sheet is well capitalized. At December 31, 2013, we had a Tier 1 capital ratio of 11.8%, and a Tier 1 common ratio of 8.8%. We currently estimate based on Final Basel III rules published in July 2013, that the impact of enhanced Basel III capital requirements on our Tier 1 common capital ratio would be a decline of 20 to 40 basis points on a fully phased-in basis. We believe this capitalization compares favorably to our peers and positions us for future growth.

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Access to liquidity.

We have demonstrated strong access to diversified funding and liquidity sources, which are critical to our business. As of December 31, 2013, we had \$19.2 billion of current liquidity in the form of cash, highly liquid unencumbered securities, and committed credit facilities.

Ally Bank provides us stable, low-cost deposit funding utilizing an efficient direct-to-consumer delivery model. Deposits accounted for approximately 41% of our funding at the end of 2013, compared to 14% at the end of 2008. We expect the percentage of deposit funding to continue to grow, which will further reduce our cost of funds. We have a diversified source of funding, including unsecured debt markets, unsecured retail term notes, public and private securitizations, committed and uncommitted credit facilities, FHLB advances, CDs, and retail deposits.

Experienced management team.

Our senior management team is comprised of financial professionals with deep operating experience in automotive and consumer finance and banking, and extensive experience managing some of the largest and most successful financial institutions in the world. Our senior management team has successfully led us to consistent profitability in our core Automotive Finance operations and the development of our strong liquidity and capital position following the financial crisis. Furthermore, our senior management team has led our strategic transformation into a U.S.-focused, market-driven and dealer-centric business model, divesting our international businesses and substantially exiting the mortgage origination and servicing business.

Our Business Strategy

Improve our shareholder return profile and ROE.

Our goal is to increase our run-rate Core ROTCE to _____ by _____. We plan to achieve our goal through (a) net interest margin expansion driven by lower funding costs, (b) lower non-interest expense to correspond with our streamlined business model, (c) Ally Bank regulatory normalization and (d) capital normalization at both Ally Financial and Ally Bank. We expect to continue to decrease our overall funding costs through proactive liability management, growing our retail deposit base, increasing the number of loans and leases we originate at Ally Bank and efficiently accessing secured and unsecured wholesale markets as certain higher-cost legacy funding matures. We expect to lower our non-interest expense base by rationalizing our operational footprint to reflect our transformation from a multinational and multi-business line franchise to a domestic auto finance business. Our scalable business platform provides us with operating leverage which will also assist returns as we seek to expand our Automotive Finance operations. We will continue to seek to prudently grow our balance sheet by originating high quality automotive assets across a diversified business mix, which we believe will allow us to generate stable, attractive risk-adjusted returns in a variety of interest rate and credit environments. For additional detail see [Core ROTCE Improvement](#).

Expand our dealer relationships through innovative products and premium services.

We believe that our dealer-centric business model, full range of product offerings, and sales organization position us to further broaden our relationships with existing and new dealers, and to originate attractive retail automotive loans, leases, and other products. Our strategies, including market driven programs such as Ally Dealer Rewards and SmartAuction, have been designed and implemented to drive higher business volumes with our dealers. We are also leveraging our existing dealer relationships, product suite, and extensive operating experience to expand our diversified dealer network and prudently expand our automotive originations across the credit spectrum in accordance with our underwriting standards. Furthermore, we have dedicated resources to the underwriting and financing of used vehicle sales that allow us to expand loan origination volume with our existing dealer base.

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Continue to grow our leading direct bank franchise.

Ally Bank's strategy is to continue to invest in the development of our well regarded brand and strong consumer value proposition in order to expand the relationship with our growing deposit base. For the year ended December 31, 2013, most of our U.S. wholesale balances and approximately two-thirds of our U.S. consumer automotive originations were funded within the bank. We plan to continue to increase the amount of assets that are funded by the bank. This growth will allow us to more efficiently utilize the bank's capital and to take advantage of the lower cost and greater stability of Ally Bank's funding sources, including deposits. We expect to continue to prudently expand the products Ally Bank offers in order to improve our customers' banking experience, broaden our dealer relationships, and expand our funding alternatives.

Maintain a strong balance sheet through disciplined origination, servicing, and risk management.

We will continue to focus primarily on commercial and consumer automotive loans, leases, and related products. These assets performed well through the credit cycle, including the recent financial crisis.

We believe that we maintain strong levels of capital and liquidity relative to our loan and lease portfolio as well as to other bank holding companies. Our strategy is to expand profitable dealer relationships and grow our earning assets, which we believe will allow us to efficiently utilize our capital and enhance our profitability.

Core ROTCE Improvement

Our goal is to increase our run-rate Core ROTCE to _____ by _____. We plan to achieve our goal through (a) net interest margin expansion driven by lower funding costs, (b) lower non-interest expense to correspond with our streamlined business model, (c) Ally Bank regulatory normalization and (d) capital normalization at both Ally Financial and Ally Bank. We expect to continue to decrease our overall funding costs through proactive liability management, growing our retail deposit base, increasing the number of loans and leases we originate at Ally Bank and efficiently accessing secured and unsecured wholesale markets as certain higher-cost legacy funding matures. We expect to lower our non-interest expense base by rationalizing our operational footprint to reflect our transformation from a multinational and multi-business line franchise to a domestic auto finance business. Our scalable business platform provides us with operating leverage which will also assist returns as we seek to expand our Automotive Finance operations. We will continue to seek to prudently grow our balance sheet by originating high quality automotive assets across a diversified business mix, which we believe will allow us to generate stable, attractive risk-adjusted returns in a variety of interest rate and credit environments.

NIM Expansion We expect to continue to expand our net interest margin by decreasing our overall funding costs through proactive liability management, growing our retail deposit base, increasing the number of loans and leases we originate at Ally Bank and efficiently accessing secured and unsecured wholesale markets as certain higher-cost legacy funding matures. This is expected to drive our cost of funds down. In 2013, we began a process of redeeming higher cost legacy callable unsecured debt. We have called or issued call notices for approximately \$ _____ billion of principal amount of callable unsecured debt which had a weighted average coupon of ____%. There is an additional \$ _____ billion principal amount of callable unsecured debt that we plan to redeem through the first quarter of 2014 which has a weighted average coupon of ____%. In addition, we have \$ _____ billion principal amount of non-callable unsecured debt that matures in 2014 and 2015, with an average rate of ____%. While we plan to refinance a portion of this debt with unsecured debt with more favorable rates, the majority of the related funding needs will be addressed through deposit growth, other more cost efficient forms of funding and available liquidity.

Lower Non-Interest Expense We expect to lower our non-interest expenses by rationalizing our operational footprint as the Company has been significantly streamlined in 2012 and 2013. We have transitioned from a multi-business line, multinational company to a focused, domestic auto finance company. These expense savings are expected to be achieved by reductions in personnel costs, information technology expenses and

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professional fees, partially offset by higher origination and servicing expenses. Our operating efficiency and profitability will be further improved by economies of scale as we seek to prudently grow our Automotive Finance operations. As a result, our goal is to achieve an Efficiency Ratio (Adjusted) in the range of % to % by . See below for the definition of Efficiency Ratio (Adjusted).

Collectively, we expect that NIM expansion and non-interest expense savings will increase our run-rate Core ROTCE by approximately to bps by .

Ally Bank Regulatory Normalization Certain requirements currently imposed by our regulators impact Ally Bank's ability to optimally deploy capital and fund the full range of business initiatives of Ally Financial. For example, we fund auto loans at Ally Financial if the borrower has a FICO score between 620 and 660 due to restrictions at Ally Bank. While there is no impact to originations, these requirements result in more loans being funded at Ally Financial, consequently increasing the amount of higher cost unsecured debt we issue. We believe that over time these requirements will normalize relative to other banks and have a favorable impact on our financial performance.

Capital Normalization: Ally's current Tier 1 Common Ratio is % and we expect to generate excess capital due in part to the three areas of improvement mentioned above as well as preferred dividend savings resulting from the repurchase of the Series F-2 preferred stock. By redeploying the excess capital generated and rationalizing our capital base, this would result in incremental improvement to our run-rate Core ROTCE.

Ally Bank regulatory normalization and capital normalization each require regulatory approvals, which are beyond our control. In addition, benefits from these regulatory changes are expected to occur later in time than benefits from NIM expansion and reductions in non-interest expense.

Other Items:

We believe that certain items benefiting our 2013 Core ROTCE will provide a lower benefit in the future, including gains on our investment portfolio and mortgage income. The strength of the debt and equity markets in 2013 resulted in larger investment gains than we expect to realize in the future. Also, certain mortgage income related to our business lending and correspondent lending activities will not be realized in the future as we substantially exited these activities in 2012 and 2013. Additionally, as we continue to prudently expand automotive originations across the credit spectrum, we expect our provision for loan losses to increase, offsetting some of the expected improvement in net interest margin. Collectively, we expect these other items will reduce our run-rate Core ROTCE.

Efficiency Ratio (Adjusted)

Efficiency Ratio (Adjusted) is equal to (A) total non-interest expense less (i) Insurance operating segment related expenses, (ii) mortgage repurchase expense and (iii) expense related to repositioning items divided by (B) total net revenue less (i) Insurance operating segment related revenue, (ii) OID amortization expense and (iii) any revenue related to repositioning items. See below for a discussion of our repositioning items.

Core ROTCE Calculation

We calculate Core ROTCE as Operating Net Income Available to Common divided by Normalized Common Equity.

Operating Net Income Available to Common is calculated as (a) Pre-Tax Income from Continuing Operations minus (b) Income Tax Expense using a normalized 34% rate plus (c) expense associated with original issue bond discount amortization minus (d) preferred dividends associated with our Series A and Series G preferred stock plus (e) impact of any disclosed repositioning items. In 2013, our repositioning items consist of expenses related to MSR transaction, ResCap separation, and sale of International Operations.

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Normalized Common Equity is calculated as the two period average of (a) shareholder equity minus (b) the book value of preferred stock outstanding minus (c) goodwill and other intangibles minus (d) remaining original issue bond discount minus (e) remaining net deferred tax asset.

The following table shows the calculation of Core ROTCE for 2013:

	Year ended December 31, 2013 (\$ in millions)	
Pre Tax Income from Continuing Operations	\$	
Add Back: Original Issue Discount Expense		
Add Back: Repositioning Items		
Core Pre Tax Income	\$	
Normalized Income Tax Expense @34%		
Core Net Income	\$	
Reported Series A Preferred Stock Dividends		
Reported Series G Preferred Stock Dividends		
Operating Net Income Available to Common	\$	
	As of December 31, 2012 (\$ in billions)	As of December 31, 2013 (\$ in billions)
GAAP Total Equity	\$	\$
Less: Series F-2 Preferred Book Value		
Less: Series A Preferred		
Less: Series G Preferred		
Less: Goodwill & Intangibles		
GAAP Tangible Common Equity	\$	\$
Less: Unamortized Original Issue Discount		
Less: Net Deferred Tax Assets*		
Core Tangible Common Equity	\$	\$
Less: Diff. in Series F-2 BV & Repurchase of Series F-2 and Share Adjustment Right		
Plus: Primary Common Capital Raise		
Normalized Common Equity	\$	\$
Core ROTCE		%

* Net of deferred tax liability.

Core Net Income, Operating Net Income Available to Common, Normalized Common Equity and Core ROTCE are non-GAAP financial measures. We believe that Core ROTCE is a useful measure to assess our operating performance and demonstrates how effectively we deploy common equity in our businesses. Other companies may use a similar non-GAAP financial measure that is calculated differently from the way we calculate it. Accordingly, our Core ROTCE may not be comparable to a similar measure used by other companies.

In setting the Core ROTCE target described above, we have made significant assumptions with respect to, among other things:

general conditions in the markets in which our businesses operate, particularly the competitive landscape and our ability to grow our automotive originations in line with overall market growth;

receipt of required regulatory approvals;

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forward interest rate curve as of _____, which assumes a general rise in interest rates;

stable asset yields;

our ability to take certain consolidated capital rationalization measures and that such measures will have no net impact to earnings;

the reduction of Ally Bank leverage ratio requirement; and

effective tax rate of 34%.

While the Core ROTCE target and its components are presented with numerical specificity and we believe such targets to be reasonable as of the date of this prospectus, given the uncertainties surrounding such assumptions, there are significant risks that these assumptions may not be realized and thus the goals may not be achieved. Accordingly, our actual results are likely to differ from these targets and the differences may be material and adverse, particularly if actual events adversely differ from one or more of our key assumptions. The targets and their underlying assumptions are forward-looking statements. We strongly caution investors not to place undue reliance on any of these assumptions or targets. Except as may be required by applicable securities laws, we are not under any obligation (and expressly disclaim any obligation) to update or alter any assumptions, goals, targets, projections or other related statements that we may make. See Note Regarding Forward-Looking Statements and Risk Factors for additional information regarding these forward-looking statements.

Certain Regulatory Matters

We are subject to various regulatory, financial, and other requirements of the jurisdictions in which our businesses operate. In light of recent conditions in the global financial markets, regulators have increased their focus on the regulation of the financial services industry. As a result, proposals for legislation or regulations that could increase the scope and nature of regulation of the financial services industry are expected. The following is a description of some of the laws and regulations that currently affect our business.

Bank Holding Company and Financial Holding Company Status

Ally Financial Inc. and IB Finance Holding Company, LLC (IB Finance) are currently both bank holding companies under the BHC Act. IB Finance is the direct holding company for Ally’s FDIC-insured depository institution, Ally Bank. As a bank holding company, Ally is subject to supervision, examination and regulation by the FRB. Ally must also comply with regulatory risk-based and leverage capital requirements, as well as various safety and soundness standards imposed by the FRB, and is subject to certain statutory restrictions concerning the types of assets or securities it may own and the activities in which it may engage. Ally Bank, our banking subsidiary, is currently not a member of the Federal Reserve System and is subject to supervision, examination and regulation by the FDIC and the Utah DFI. This regulatory oversight focuses on the protection of depositors, the FDIC’s Deposit Insurance Fund, and the banking system as a whole, not security holders, and in some instances may be contrary to their interests.

Our election to become a FHC under the BHC Act was approved by the FRB, and became effective on December 20, 2013. To maintain its status as a financial holding company, Ally and its bank subsidiary, Ally Bank, must remain well-capitalized and well-managed, as defined under applicable law.

Permitted Activities The Gramm-Leach-Bliley Act of 1999 (GLB Act) amended the BHC Act by providing a new regulatory framework applicable to financial holding companies, which are bank holding companies that meet certain qualifications and elect financial holding company status. The FRB supervises, examines, and regulates financial holding companies, as it does all bank holding

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companies. However, insurance and securities activities conducted by a financial holding company or its nonbank subsidiaries are regulated primarily by functional regulators. As a financial holding company, Ally is permitted to engage in a broader range of financial and related activities than those that are permissible for bank holding companies, in particular, securities, insurance, and merchant banking activities. Ally's status as a financial holding company allows us to continue all existing insurance activities, as well as our SmartAuction vehicle remarketing services for third parties. Under the BHC Act, Ally generally may not, directly or indirectly, acquire more than 5% of any class of voting shares of any nonaffiliated bank or bank holding company without first obtaining FRB approval.

Dodd-Frank Wall Street Reform and Consumer Protection Act On July 21, 2010, the President of the United States signed into law the Dodd-Frank Act. The Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial services industry, addressing, among other things, systemic risk, capital adequacy, deposit insurance assessments, consumer financial protection, derivatives, restrictions on an insured bank's transactions with its affiliates, lending limits, and mortgage-lending practices. When fully implemented, the Dodd-Frank Act will have material implications for Ally and the entire financial services industry. Among other things, it would:

result in Ally being subject to enhanced prudential standards, oversight and scrutiny as a result of being a bank holding company with \$50 billion or more in total consolidated assets (large bank holding company);

increase the levels of capital and liquidity with which Ally must operate and affect how it plans capital and liquidity levels;

subject Ally to new and/or higher fees paid to various regulatory entities, including but not limited to deposit insurance fees paid by Ally Bank to the FDIC;

potentially impact a number of Ally's business and risk management strategies;

potentially restrict the revenue that Ally generates from certain businesses;

require Ally to provide to the FRB and FDIC an annual plan for its rapid and orderly resolution in the event of material financial distress;

subject Ally to regulation by the CFPB, which has very broad rule-making, examination, and enforcement authorities;

subject Ally to the Volcker Rule, which prohibits proprietary trading activities as well as investing in, sponsoring, or maintaining certain other relationships with covered funds, each as defined in the final implementing regulations and subject to important exemptions contained therein; and

subject derivatives that Ally enters into for hedging, risk management and other purposes to a comprehensive new regulatory regime which, over time, will require central clearing and execution on designated markets or execution facilities for certain standardized derivatives and impose margin, documentation, trade reporting and other new requirements.

A number of provisions in the Dodd-Frank Act have entered into effect while others will become effective at a later date or after a rulemaking process is completed. While U.S. regulators have finalized many regulations to implement various provisions of the Dodd-Frank Act, they plan to propose or finalize additional implementing regulations in the future.

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Under the Dodd-Frank Act, financial holding companies such as Ally are subjected to a new orderly liquidation authority. The orderly liquidation authority became effective in July 2010, with implementing regulations adopted thereafter in stages, with some rulemakings still to come. Under the orderly liquidation

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authority, the FDIC would be appointed as receiver upon an insolvency of Ally, giving the FDIC considerable rights and powers that it must exercise with the goal of liquidating and winding up Ally, including the ability to assign assets and liabilities without the need for creditor consent or prior court review and the ability of the FDIC to differentiate and determine priority among creditors. In December 2013, the FDIC released its proposed Single Point of Entry strategy for resolution of a systemically important financial institution under the orderly liquidation authority. The FDIC's release outlines how it would use its powers under the orderly liquidation authority to resolve a systemically important financial institution by placing its top-tier U.S. holding company in receivership and keeping its operating subsidiaries open and out of insolvency proceedings by transferring the operating subsidiaries to a new bridge holding company, recapitalizing the operating subsidiaries, and imposing losses on the shareholders and creditors of the holding company in receivership according to their statutory order of priority.

In February 2014, the FRB issued a final rule to implement certain enhanced prudential standards under the Dodd-Frank Act for large bank holding companies such as Ally. The final rule will, among other things, require Ally to maintain a buffer of unencumbered highly liquid assets to meet projected net cash outflows for 30 days over the range of liquidity stress scenarios used in internal stress tests and to comply with a number of risk management and governance requirements, including liquidity risk management standards. The final rule will have a general compliance date of January 1, 2015. The Federal Reserve has stated that it will issue, at a later date, final rules to implement certain other enhanced prudential standards under the Dodd-Frank Act for large bank holding companies, including single counterparty credit limits and an early remediation framework.

To complement the above-mentioned internal liquidity stress testing and liquidity buffer requirements, the FRB and other U.S. banking regulators issued a proposal in October 2013 to implement the Basel III liquidity coverage ratio (LCR) requirements for large bank holding companies. The LCR was developed by the Basel Committee on Banking Supervision (Basel Committee) to ensure banking organizations have sufficient high-quality liquid assets to withstand a standardized short-term supervisory liquidity stress scenario. The U.S. LCR proposal is more stringent in certain respects compared to the Basel Committee's version of the LCR, and includes a generally narrower definition of high-quality liquid assets and a two-year phase-in period that would end on December 31, 2016.

The CFPB has issued various rules to implement consumer financial protection provisions of the Dodd-Frank Act and related requirements. Many of these rules impose new requirements on Ally and its business operations. In addition, as an insured depository institution with total assets of more than \$10 billion, Ally Bank is subject to examination by the CFPB with respect to its compliance with federal consumer financial protection laws and regulations.

Capital Adequacy Requirements Ally and Ally Bank are subject to various guidelines as established under FRB and FDIC regulations. Refer to Note 20 to the Consolidated Financial Statements for additional information. See also [Basel Capital Accord](#) below.

Capital Planning and Stress Tests In December 2011, the FRB adopted a capital plan rule for large bank holding companies. The capital planning regime requires Ally to submit a proposed capital plan to the FRB every January, which the FRB must take action on by the following March. The proposed capital plan must include a description of all planned capital actions over a nine-quarter planning horizon, including any issuance of a debt or equity capital instrument, any capital distribution, and any similar action that the FRB determines could have an impact on Ally's consolidated capital. The proposed action plan must also include a discussion of how Ally will maintain capital above the U.S. Basel III minimum regulatory capital ratios that are phased in over the nine-quarter planning horizon, and above a Tier 1 common equity-to-total risk-weighted assets ratio of 5 percent, and serve as a source of strength to Ally Bank. The FRB's capital plan rule requires that Ally receive no objection from the FRB before making a capital distribution. If the FRB objects to the capital plan, or if certain

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material events occur after approval of a plan, Ally must submit a revised capital plan within 30 days. In addition, even with an approved capital plan, Ally must seek the approval of the FRB before making a capital distribution if, among other factors, Ally would not meet its regulatory capital requirements after making the proposed capital distribution.

In October 2012, U.S. banking regulators issued final rules to implement the capital stress testing requirements in the Dodd-Frank Act. The FRB final rule requires Ally to conduct semi-annual (annual and mid-cycle) company-run stress tests under baseline, adverse, and severely adverse economic scenarios over a planning horizon that spans nine quarters. The FDIC final rule requires Ally Bank to conduct an annual company-run stress test under baseline, adverse, and severely adverse economic scenarios over a planning horizon that spans nine quarters. Under these rules, Ally and Ally Bank are required to submit the results of these stress tests to regulators and publicly disclose summary results of the stress tests under the severely adverse economic scenario. In addition, the FRB will also publish, by March 31 of each calendar year, summary results of Dodd-Frank supervisory stress tests conducted by the FRB of each large bank holding company, including Ally. The Dodd-Frank stress tests are intended to provide supervisors with forward-looking information to help identify downside risk and the potential effect of adverse conditions on capital adequacy.

As part of the FRB's annual CCAR, the Dodd-Frank stress tests required under the FRB's final rule are integrated into the capital planning process in the FRB's capital plan rule. Ally submitted its 2013 capital plan in January 2013. In March 2013, the FRB objected to the capital plan both on quantitative and qualitative grounds. In September 2013, Ally submitted a revised capital plan, to which the FRB did not object in November 2013. In November 2013, the FRB issued instructions for the 2014 CCAR and the 2014 supervisory stress test scenarios. On January 6, 2014, Ally and Ally Bank submitted the 2014 capital plan and stress tests as required by the rules and the 2014 CCAR instructions.

Limitations on Bank and Bank Holding Company Dividends and Capital Distributions Utah law (and, in certain instances, federal law) places restrictions and limitations on dividends or other distributions payable by our banking subsidiary, Ally Bank, to Ally. Under the FRB's capital plan rule, an objection to a large bank holding company's capital plan generally prohibits it from paying dividends or making certain other capital distributions without specific FRB non-objection to such action. Even if a large bank holding company receives a non-objection to its capital plan, it may not pay a dividend or make certain other capital distributions without FRB approval under certain circumstances (e.g., after giving effect to the dividend or distribution, the bank holding company would not meet a minimum regulatory capital ratio or a Tier 1 common ratio of at least 5%). In addition, FRB supervisory guidance requires bank holding companies such as Ally to consult with the FRB prior to increasing dividends, implementing common stock repurchase programs or redeeming or repurchasing capital instruments. Such guidance provides for a supervisory capital assessment program that outlines FRB expectations concerning the processes that bank holding companies have in place to ensure they hold adequate capital under adverse conditions to maintain ready access to funding. The U.S. banking regulators are also authorized to prohibit a banking subsidiary or bank holding company from engaging in unsafe or unsound banking practices and, depending upon the circumstances, could find that paying a dividend or making a capital distribution would constitute an unsafe or unsound banking practice.

Transactions with Affiliates Certain transactions between Ally Bank and any of its nonbank affiliates, including but not limited to Ally, are subject to federal statutory and regulatory restrictions. Pursuant to these restrictions, unless otherwise exempted, covered transactions including Ally Bank's extensions of credit to and asset purchases from its nonbank affiliates, generally (1) are limited to 10% of Ally Bank's capital stock and surplus with respect to transactions with any individual affiliate, with an aggregate limit of 20% of Ally Bank's capital stock and surplus for all affiliates and all such transactions; (2) in the case of certain credit transactions, are subject to stringent collateralization requirements; (3) in the case of asset purchases by Ally Bank, may not involve the purchase of any

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asset deemed to be a low quality asset under federal banking guidelines; and (4) must be conducted in accordance with safe-and-sound banking practices (collectively, the Affiliate Transaction Restrictions). In addition, transactions between Ally Bank and a nonbank affiliate generally must be on market terms and conditions.

Furthermore, there is an attribution rule that provides that a transaction between Ally Bank and a third party must be treated as a transaction between Ally Bank and a nonbank affiliate to the extent that the proceeds of the transaction are used for the benefit of or transferred to a nonbank affiliate of Ally Bank. For example, because Ally controls Ally Bank, Ally is an affiliate of Ally Bank for purposes of the Affiliate Transaction Restrictions. Thus, retail financing transactions by Ally Bank involving vehicles for which Ally provided floorplan financing are subject to the Affiliate Transaction Restrictions because the proceeds of the retail financings are deemed to benefit, and are ultimately transferred to, Ally.

Under the Dodd-Frank Act, among other changes to the Affiliate Transaction Restrictions, credit exposures arising from derivatives transactions, securities lending and borrowing transactions, and acceptance of affiliate-issued debt obligations (other than securities) as collateral for a loan or extension of credit will be treated as covered transactions. The Dodd-Frank Act also expands the scope of covered transactions required to be collateralized, requires that collateral be maintained at all times for covered transactions required to be collateralized, and places limits on acceptable collateral.

Historically, the FRB was authorized to exempt, in its discretion, transactions or relationships from the requirements of these rules if it found such exemptions to be in the public interest and consistent with the purposes of the rules. As a result of the Dodd-Frank Act, exemptions now may be granted by the FDIC if the FDIC and FRB jointly find that the exemption is in the public interest and consistent with the purposes of the rules, and the FDIC finds that the exemption does not present an unacceptable risk to the Deposit Insurance Fund. The FRB granted several such exemptions to Ally Bank in the past. However, the existing exemptions are subject to various conditions and, particularly in light of the statutory changes made by the Dodd-Frank Act, any requests for future exemptions might not be granted. Moreover, these limited exemptions generally do not encompass consumer leasing or used vehicle financing. Since there is no assurance that Ally Bank will be able to obtain future exemptions or waivers with respect to these restrictions, the ability to grow Ally Bank's business will be affected by the Affiliate Transaction Restrictions and the conditions set forth in the existing exemption letters.

Source of Strength Pursuant to the Federal Deposit Insurance Act, as amended by the Dodd-Frank Act, FRB policy and regulations and the Parent Company Agreement and the Capital and Liquidity Maintenance Agreement described in Note 20 to the Consolidated Financial Statements, Ally is required to act as a source of financial and managerial strength to Ally Bank and is required to commit necessary capital and liquidity to support Ally Bank. This support may be required at inopportune times for Ally.

Enforcement Authority The FDIC and FRB have broad authority to issue orders to banks and bank holding companies to cease and desist from unsafe or unsound banking practices and from violations of laws, rules, regulations, or conditions imposed in writing by the banking agencies. The FDIC and FRB also are empowered to require affirmative actions to correct any violation or practice; issue administrative orders that can be judicially enforced; direct increases in capital; limit dividends and distributions; restrict growth; assess civil money penalties against institutions or individuals who violate any laws, regulations, orders, or written agreements with the banking agencies; order termination of certain activities of bank holding companies or their subsidiaries; remove officers and directors; order divestiture of ownership or control of a nonbanking subsidiary by a bank holding company (in the case of the FRB); terminate deposit insurance (in the case of the FDIC); and/or place a bank into receivership (in the case of the FDIC).

Table of Contents***Basel Capital Accord***

The existing risk-based capital standards adopted by the U.S. banking regulators are based on the Basel Committee's Basel I capital accord (Basel I). The U.S. banking regulators adopted Basel I in 1989, which generally applies to U.S. insured depository institutions and bank holding companies. In 2004, the Basel Committee published a revision to Basel I known as Basel II. The goal of Basel II is to provide more risk-sensitive approaches for calculating risk-weighted assets (the denominator of a banking organization's risk-based capital ratio) and promote enhanced risk management practices among large internationally active U.S. banking organizations (advanced approaches banking organizations). U.S. banking regulators published final Basel II rules in December 2007. Basel II's more risk-sensitive approaches for calculating risk-weighted assets for credit risk and operational risk are referred to in the United States as the advanced approaches capital rules. Ally is not subject to the advanced approaches capital rules.

In December 2010, the Basel Committee reached an agreement on the Basel III capital framework, which was designed to increase the quality and quantity of regulatory capital by introducing new risk-based and leverage capital standards. In July 2013, the U.S. banking regulators finalized rules implementing the Basel III capital framework and related Dodd-Frank Act provisions. The U.S. Basel III final rules represent substantial revisions to the existing regulatory capital standards for U.S. banking organizations. Ally will become subject to the U.S. Basel III final rules beginning on January 1, 2015. Certain aspects of the U.S. Basel III final rules, including the new capital buffers and regulatory capital deductions, will be phased in over several years.

Once fully phased in, the U.S. Basel III final rules will subject Ally to a minimum Common Equity Tier 1 risk-based capital ratio of 4.5%, a minimum Tier 1 risk-based capital ratio of 6%, and a minimum Total risk-based capital ratio of 8% on a fully phased-in basis. Ally will also be subject to a 2.5% Common Equity Tier 1 capital conservation buffer. Failure to maintain such buffers will result in restrictions on Ally's ability to make capital distributions, including dividend payment, stock repurchases and redemptions, and pay discretionary bonuses to executive officers. In addition to these new risk-based capital standards, the U.S. Basel III final rules require advanced approaches banking organizations to comply with a minimum Basel III supplementary leverage ratio of 3%. Ally is not an advanced approaches banking organization and therefore will not be subject to the Basel III supplementary leverage ratio requirement. The U.S. Basel III final rules subjects all U.S. banking organizations, including Ally, to a minimum Tier 1 leverage ratio of 4%, the denominator of which only takes into account on-balance sheet assets. Effective January 1, 2015, the well-capitalized standard for Ally Bank will be revised to reflect the higher capital requirements in the U.S. Basel III final rules.

In addition to introducing new capital ratios, the U.S. Basel III final rules revise the eligibility criteria for regulatory capital instruments and provides for the phase-out of existing capital instruments that do not satisfy the new criteria. Subject to certain exceptions (e.g., for certain debt or equity issued to the U.S. government under the Emergency Economic Stabilization Act), trust preferred and other hybrid securities will be phased out from a banking organization's Tier 1 capital by January 1, 2016. Also, certain new items will be deducted from Common Equity Tier 1 capital and certain existing deductions from regulatory capital will be modified. Among other things, the final rules require significant investments in the common shares of unconsolidated financial institutions, MSRs, and certain deferred tax assets that exceed specified individual and aggregate thresholds to be deducted from Common Equity Tier 1 capital.

Beginning on January 1, 2015, the U.S. Basel III final rules will replace the existing Basel I-based approach for calculating risk-weighted assets with the U.S. Basel III standardized approach that, among other things, modifies certain existing risk weights and introduces new methods for calculating risk-weighted assets of certain types of assets and exposures. In December 2013, the FRB made technical revisions to the market risk capital rule, which only applies to banking organizations with significant trading assets and liabilities. Ally is currently not subject to the market risk capital rule.

Table of Contents***Troubled Asset Relief Program***

As part of the Automotive Industry Financing Program created under the Troubled Asset Relief Program (TARP) established by the U.S. Department of Treasury (Treasury) under the Emergency Economic Stabilization Act of 2008 (the EESA), Ally has entered into agreements pursuant to which Treasury has made investments in Ally. As a result of these investments, subject to certain exceptions, Ally and its subsidiaries are generally prohibited from paying certain dividends or distributions on, or redeeming, repurchasing, or acquiring any common stock without the consent of Treasury. Ally has further agreed that until Treasury ceases to hold Ally common stock, Ally will comply with certain restrictions on executive perquisites and compensation. Ally must also take all necessary action to ensure that its corporate governance and benefit plans with respect to its senior executive officers comply with Section 111(b) of the EESA as implemented by any guidance or regulation under the EESA, as amended by the American Recovery and Reinvestment Act of 2009, as implemented by the Interim Final Rule issued by Treasury on June 15, 2009. For further details regarding these restrictions on compensation as a result of TARP investments, refer to the Compensation Discussion and Analysis in Item 11.

Depository Institutions

Ally Bank's deposits are insured by the FDIC, and Ally Bank is required to file periodic reports with the FDIC concerning its financial condition. Total assets of Ally Bank were \$98.7 billion and \$94.8 billion at December 31, 2013 and 2012, respectively. As a commercial nonmember bank chartered by the State of Utah, Ally Bank is subject to various regulatory capital adequacy requirements administered by state and federal banking agencies. The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA), among other things, identifies five capital categories for insured depository institutions (well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized) and requires the respective federal regulatory agencies to implement systems for prompt corrective action for insured depository institutions that do not meet minimum capital requirements within such categories. Depending on the category in which an institution is classified, FDICIA imposes progressively more restrictive constraints on operations, management, and capital distributions.

Failure to meet minimum capital requirements can initiate certain mandatory and discretionary actions by regulators that, if undertaken, could have a direct material effect on Ally Bank's results of operations and financial condition. FDICIA generally prohibits a depository institution from making any capital distribution, including payment of a cash dividend or paying any management fee to its holding company, if the depository institution would become under-capitalized after such payment. Under-capitalized institutions are also subject to growth limitations and are required by the appropriate federal banking agency to submit a capital restoration plan. If any depository institution subsidiary of a holding company is required to submit a capital restoration plan, the holding company would be required to provide a limited guarantee regarding compliance with the plan as a condition of approval of such plan. Failure to meet the capital guidelines could also subject a banking institution to capital raising requirements.

At December 31, 2013, we were in compliance with our regulatory capital requirements. For an additional discussion of capital adequacy requirements, refer to Note 20 to the Consolidated Financial Statements.

U.S. Mortgage Business

Our U.S. mortgage business is subject to extensive federal, state, and local laws, rules, and regulations in addition to judicial and administrative decisions that impose requirements and restrictions on this business. As a Federal Housing Administration-approved lender, Ally Bank is required to submit audited financial statements to the Department of Housing and Urban Development on an annual basis. The U.S. mortgage business is also subject to examination by the Federal Housing Commissioner to assure compliance with Federal Housing Administration regulations, policies, and procedures. The federal, state, and local laws, rules, and regulations to which our U.S. mortgage business is subject, among other things, impose licensing obligations and financial requirements; limit the interest rates, finance charges, and other fees that can be charged; regulate the use of

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credit reports and the reporting of credit information; impose underwriting requirements; regulate marketing techniques and practices; require the safeguarding of nonpublic information about customers; and regulate servicing practices, including the assessment, collection, foreclosure, claims handling, and investment and interest payments on escrow accounts.

The Dodd-Frank Act imposed new requirements regarding mortgage loan servicing, and the CFPB's final regulations implementing these provisions went into effect in January 2014. The risk retention requirement under the Dodd-Frank Act requires securitizers to retain no less than 5% of the credit risk when they create, sell, or transfer mortgage-backed securities (MBS) to third parties, with an exception for securitizations that are wholly composed of qualified residential mortgages (QRMs). Federal regulators repropose a regulation implementing this Dodd-Frank Act requirement in August 2013.

The future of the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), and the Government National Mortgage Association (Ginnie Mae) (collectively, the Government-sponsored Enterprises, or GSEs) and the role of government agencies in the U.S. mortgage markets remain uncertain. The Executive Branch has committed to work with the Federal Housing Finance Agency (FHFA) to develop a plan to responsibly reduce the role of the GSEs in the mortgage market and, ultimately, wind down Fannie Mae and Freddie Mac. In addition, proposals have been introduced in both houses of Congress to reform the role of the GSEs in the U.S. housing sector and move toward a private sector model.

Automotive Lending Business

The CFPB has focused on the area of automotive finance, particularly with respect to indirect financing arrangements and fair lending compliance. In March 2013, the CFPB provided guidance about compliance with the fair lending requirements of the Equal Credit Opportunity Act and its implementing regulations for indirect automotive finance companies that permit dealers to charge annual percentage rates to consumers in excess of buy rates used by the finance company to calculate the price paid to acquire an assignment of the retail installment sale contract. In December 2013, Ally Financial Inc. and Ally Bank entered into Consent Orders issued by the CFPB and the U.S. Department of Justice (DOJ) pertaining to the allegation of disparate impact in the automotive finance business. For further information, refer to Note 29 to the Consolidated Financial Statements.

Insurance Companies

Our Insurance operations are subject to certain minimum aggregate capital requirements, net asset and dividend restrictions under applicable state and foreign insurance law, and the rules and regulations promulgated by various U.S. and foreign regulatory agencies. Under various state and foreign insurance regulations, dividend distributions may be made only from statutory unassigned surplus with approvals required from the regulatory authorities for dividends in excess of certain statutory limitations. Our insurance operations are also subject to applicable state laws generally governing insurance companies, as well as laws and regulations for products that are not regulated as insurance, such as vehicle service contracts and guaranteed asset protection waivers.

Investments in Ally

Because Ally Bank is an FDIC-insured bank and Ally and IB Finance are bank holding companies, acquisitions of our voting stock above certain thresholds may be subject to regulatory approval or notice under federal or state law. Investors are responsible for ensuring that they do not, directly or indirectly, acquire shares of our stock in excess of the amount that may be acquired without regulatory approval under the Change in Bank Control Act, the BHC Act, and Utah state law.

Further, refer to the Tax Assets Protective Measures section of Management's Discussion and Analysis for details of certain actions taken by us during January 2014, which are intended to prevent persons from acquiring Ally common stock that exceeds certain ownership thresholds.

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Other Regulations

Some of the other more significant regulations that we are subject to include:

Privacy The GLB Act imposes additional obligations on us to safeguard the information we maintain on our customers, requires us to provide notice of our privacy practices, and permits customers to opt-out of information sharing with unaffiliated parties. The U.S. banking regulators and the Federal Trade Commission have issued regulations that establish obligations to safeguard information. In addition, several states have enacted even more stringent privacy and safeguarding legislation. If a variety of inconsistent state privacy rules or requirements are enacted, our compliance costs could increase substantially.

Fair Credit Reporting Act The Fair Credit Reporting Act regulates the use of credit reports and the reporting of information to credit reporting agencies, and also provides a national legal standard for lenders to share information with affiliates and certain third parties and to provide firm offers of credit to consumers. In late 2003, the Fair and Accurate Credit Transactions Act was enacted, making this preemption of conflicting state and local law permanent. The Fair Credit Reporting Act was also amended to place further restrictions on the use of information shared between affiliates, to provide new disclosures to consumers when risk-based pricing is used in the credit decision, and to help protect consumers from identity theft. All of these provisions impose additional regulatory and compliance costs on us and reduce the effectiveness of our marketing programs.

Truth in Lending Act The Truth in Lending Act (TILA), as amended, and Regulation Z, which implements TILA, requires lenders to provide borrowers with uniform, understandable information concerning terms and conditions in certain credit transactions. These rules apply to Ally and its subsidiaries in transactions in which they extend credit to consumers and require, in the case of certain mortgage and automotive financing transactions, conspicuous disclosure of the finance charge and annual percentage rate, if any. In addition, if an advertisement for credit states specific credit terms, Regulation Z requires that such advertisement state only those terms that actually are or will be arranged or offered by the creditor. The CFPB has recently issued substantial amendments to the mortgage requirements under TILA, and additional changes are likely in the future. Failure to comply with TILA can result in liability for damages as well as criminal and civil penalties.

Sarbanes-Oxley Act The Sarbanes-Oxley Act of 2002 implemented a broad range of corporate governance and accounting measures designed to promote honesty and transparency in corporate America. The principal provisions of the act include, among other things, (1) the creation of an independent accounting oversight board; (2) auditor independence provisions that restrict non-audit services that accountants may provide to their audit clients; (3) additional corporate governance and responsibility measures including the requirement that the principal executive and financial officers certify financial statements; (4) the potential forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer's securities by directors and senior officers in the twelve-month period following initial publication of any financial statements that later require restatement; (5) an increase in the oversight of and enhancement of certain requirements relating to audit committees and how they interact with the independent auditors; (6) requirements that audit committee members must be independent and are barred from accepting consulting, advisory, or other compensatory fees from the issuer; (7) requirements that companies disclose whether at least one member of the audit committee is a financial expert (as defined by the SEC) and, if not, why the audit committee does not have a financial expert; (8) a prohibition on personal loans to directors and officers, except certain loans made by insured financial institutions, on nonpreferential terms and in compliance with other bank regulatory requirements; (9) disclosure of a code of ethics; (10) requirements that management assess the effectiveness of internal control over financial reporting and that the Independent Registered Public Accounting firm attest to the assessment; and (11) a range of enhanced penalties for fraud and other violations.

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USA PATRIOT Act/Anti-Money-Laundering Requirements In 2001, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (USA PATRIOT Act) was signed into law. Title III of the USA PATRIOT Act amends the Bank Secrecy Act and contains provisions designed to detect and prevent the use of the U.S. financial system for money laundering and terrorist financing activities. The Bank Secrecy Act, as amended by the USA PATRIOT Act, requires bank holding companies, banks, and certain other financial companies to undertake activities including maintaining an anti-money-laundering program, verifying the identity of clients, monitoring for and reporting on suspicious transactions, reporting on cash transactions exceeding specified thresholds, and responding to requests for information by regulatory authorities and law enforcement agencies. We have implemented internal practices, procedures, and controls designed to comply with these anti-money-laundering requirements.

Community Reinvestment Act Under the Community Reinvestment Act (CRA), a bank has a continuing and affirmative obligation, consistent with the safe-and-sound operation of the institution, to help meet the credit needs of its entire community, including low- and moderate-income persons and neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions. However, institutions are rated on their performance in meeting the needs of their communities. Failure by Ally Bank to maintain a satisfactory or better rating under the CRA may adversely affect Ally's ability to make acquisitions and engage in new activities, and in the event of such a rating, the Federal Reserve must prohibit the financial holding company and its subsidiaries from engaging in any additional activities other than those permissible for bank holding companies that are not financial holding companies.

Employees

We had approximately 7,100 and 10,600 employees at December 31, 2013 and 2012, respectively. Employee head count at December 31, 2012, included employees of operations that were held-for-sale as of December 31, 2012.

Segment Information

The results of operations for each of our reportable operating segments and the products and services offered are contained in the individual business operations sections of Management's Discussion and Analysis of Financial Condition and Results of Operations. Financial information related to reportable operating segments and geographic areas is provided in Note 26 to the Consolidated Financial Statements.

Properties

Our principal corporate offices are located in Detroit, Michigan; New York, New York; and Charlotte, North Carolina. In Detroit, we lease approximately 247,000 square feet from GM pursuant to a lease agreement expiring in November 2016. In New York, we lease approximately 35,000 square feet of office space under a lease that expires in July 2015. In Charlotte, we lease approximately 133,000 square feet of office space under a lease expiring in December 2015.

The primary offices for our Dealer Financial Services operations are located in Detroit, Michigan and Southfield, Michigan. The primary office for our Automotive Finance operations is located in Detroit, Michigan, and is included in the totals referenced above. The primary office for our Insurance operations is located in Southfield, Michigan, where we lease approximately 71,000 square feet of office space under leases expiring in April 2016.

The primary offices for our Mortgage operations are located in Fort Washington, Pennsylvania and Charlotte, North Carolina. In Fort Washington, we lease approximately 96,000 square feet of office space pursuant to a lease that expires in April 2016. The office space in Charlotte is included in the totals referenced above.

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In addition to the properties described above, we lease additional space to conduct our operations. We believe our facilities are adequate for us to conduct our present business activities.

Legal Proceedings

Refer to Note 29 to the Consolidated Financial Statements for a discussion related to our legal proceedings.

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The following table presents information regarding directors, executive officers, and other significant employees of Ally.

Name	Age	Position
Franklin W. Hobbs	66	Director (Chairman of the Board)
Robert T. Blakely	72	Director (Chairman of Audit Committee)
Mayree C. Clark	56	Director (Member of Audit Committee)
Stephen A. Feinberg	53	Director
Kim S. Fennebresque	63	Director
Gerald Greenwald	78	Director
Brian P. MacDonald	48	Director (Member of Audit Committee)
Marjorie Magner	64	Director
Henry S. Miller	68	Director
Mathew Pendo	50	Director (Member of Audit Committee)
Michael A. Carpenter	66	Director and Chief Executive Officer
Jeffrey J. Brown	40	Senior Executive Vice President of Finance and Corporate Planning
Christopher A. Halmy	45	Chief Financial Officer
Barbara Yastine	54	Chief Executive Officer and President of Ally Bank
William F. Muir	59	President
William Solomon	61	Group Vice President and General Counsel
David J. DeBrunner	47	Vice President, Chief Accounting Officer, and Corporate Controller
Brian Gunn	41	Chief Risk Officer

Directors, Executive Officers, and Other Significant Employees

Franklin W. Hobbs Director of Ally since May 2009. He currently serves as Chairman of the board. Since 2004, he has been an advisor to One Equity Partners LLC, which manages investments and commitments for JPMorgan Chase & Co. in direct private equity transactions. He was previously the CEO of Houlihan Lokey Howard & Zukin. In that role, he oversaw all operations, which included advisory services for mid-market companies involved in mergers and acquisitions and corporate restructurings. He previously was Chairman of UBS AG's Warburg Dillon, Read & Co. Inc. unit. Prior to that, he was President and CEO of Dillon, Read & Co. Inc. Hobbs earned his bachelor's degree from Harvard College and master's degree in business administration from Harvard Business School. He serves as a director on the boards of the BAWAG P.S.K., Lord Abbett & Company, and Molson Coors Brewing Company.

Robert T. Blakely Director of Ally since May 2009. He currently serves as Chairman of the Audit Committee. Previously, he was a trustee of the Financial Accounting Foundation, the oversight board for the Financial Accounting Standards Board. Blakely is the former executive vice president and chief financial officer of Fannie Mae. In this role, he led the financial restatement and implementation of Sarbanes-Oxley controls. He was previously the chief financial officer of WorldCom/MCI, Lyondell Chemical, Tenneco, and US Synthetic Fuels Corporation where he gained valuable experience dealing with accounting principles and financial reporting rules and regulations, evaluating financial results, and generally overseeing the financial reporting processes of large corporations. Blakely received his PhD from Massachusetts Institute of Technology and his master's and bachelor's degrees from Cornell University.

Mayree C. Clark Director of Ally since May 2009. She currently serves on the Audit Committee. Clark is the founding partner of Eachwin Capital, an asset management firm. Previously, she was a partner and member of the executive committee of AEA Holdings and held a variety of executive positions at Morgan Stanley over a span of 24 years, serving as Global Research Director, Director of Global Private Wealth Management, and deputy to the chairman, president and CEO. Clark earned a bachelor's degree from the University of

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Southern California and a master's degree in business administration from Stanford University Graduate School of Business. She serves on the board of the Stanford Management Company and is a member of the Council on Foreign Relations, the Dean's Advisory Council of the Stanford Graduate School of Business, Women Moving Millions, and the Circle Financial Group.

Stephen A. Feinberg Director of Ally since March 2009. He co-founded Cerberus Capital Management in November 1992. Feinberg began his career at Drexel Burnham Lambert where he was actively involved in trading large pools of firm capital. From 1985 to 1992, after leaving Drexel Burnham Lambert, he managed money in separate accounts, most of which was firm capital of Gruntal & Co., Inc. Feinberg has over 25 years of experience in distressed investing, including investments in the financial services industry, and he has served as a control party in connection with investments in numerous financial institutions, including various lending institutions. Feinberg is a 1982 graduate of Princeton University.

Kim S. Fennebresque Director of Ally since May 2009. Fennebresque served as chairman and chief executive officer of Dahlman Rose & Co. and is a senior advisor at Cowen Group, Inc. He also served as its chairman, president, and chief executive officer where he oversaw all aspects of the management and operations of the company. Fennebresque has extensive business experience and has served as an investment banker for over three decades. He has demonstrated leadership capability and has extensive knowledge of the management of a publicly traded company. The depth and breadth of his exposure to areas of compensation, legal, accounting, and regulatory issues make him a skilled advisor. Prior to joining Cowen Group, Fennebresque held positions as head of the Corporate Finance and Mergers & Acquisitions departments at UBS, general partner and co-head of Investment Banking at Lazard Frères & Co., and various positions at The First Boston Corporation. Fennebresque is a graduate of Trinity College and Vanderbilt Law School. He is currently on the boards of TEAK Fellowship, Fountain House, and Common Good.

Gerald Greenwald Appointed to the Ally board of directors in August 2012. Greenwald is a founder of Greenbriar Equity Group, a private equity firm focused on the global transportation sector. Previously, Greenwald was the chairman and chief executive officer of United Airlines from 1994 to 1999. Greenwald began his career in the automotive industry at Ford Motor Company where he worked in several positions including controller, director of operations in Europe and president of Ford of Venezuela. He later joined Chrysler, where he worked in various positions including corporate controller and chief financial officer before being promoted to vice chairman. Greenwald received a bachelor's degree from Princeton University and a master's degree from Wayne State University. He serves on the boards of Align Aerospace Holdings, Inc., GENCO Distribution System, Inc., Ryan Herco Flow Solutions, Western Peterbilt, Inc. and The Aspen Institute, and Chairman of a RAND Corporation Advisory Council.

Brian P. MacDonald Appointed to the Ally board of directors in May 2013. He currently serves on the Audit Committee. MacDonald was President and Chief Executive Officer of ETP Holdco Corporation until June 2013. Prior to Energy Transfer Partners' acquisition of Sunoco, Inc. in October 2012, MacDonald served as Chairman, President and Chief Executive Officer of Sunoco, Inc., a leading logistics and retail company based in Philadelphia, Pennsylvania, and Chairman of Sunoco Logistics Partners, L.P., a master limited partnership focused on the transport and storage of crude oil and refined petroleum products. MacDonald joined Sunoco from Dell, Inc. where he had been chief financial officer for the company's commercial business unit, corporate vice president and treasurer and chairman of Dell Financial Services, the financing arm of Dell. He also previously worked for General Motors Corporation where he held a variety of positions in financial management. MacDonald has a Bachelor of Science degree from Mount Allison University and Masters in Business Administration from McGill University. He serves on the board of Computer Sciences Corporation.

Marjorie Magner Director of Ally since May 2010. Magner has over 30 years of experience in the financial services sector. She is a founding member and partner of Brysam Global Partners, a specialized private equity firm that invests in financial services. Previously, she served as chairman and chief executive officer of the Global Consumer Group at Citigroup. In this position, she was responsible for the company's operations

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serving consumers through retail banking, credit cards, and consumer finance. She earned a bachelor's degree in psychology from Brooklyn College and a master's degree from Krannert School of Management, Purdue University. Magner also serves on the boards of Accenture Ltd., Gannett Company, Inc., and the Brooklyn College Foundation. She is a member of the dean's advisory council for the Krannert School of Management.

Henry S. Miller Appointed to the Ally board of directors in August 2012. Miller has served as chairman of Marblegate Asset Management, LLC since its formation in 2009. Miller was also co-founder, chairman and managing director of Miller Buckfire & Co., LLC. Prior to founding Miller Buckfire, he was vice chairman and managing director at Dresdner Kleinwort Wasserstein. He also served as managing director and head of both the restructuring and transportation industry group of Salomon Brothers. He also previously held senior leadership roles at Prudential Securities and Lehman Brothers. Miller received his bachelor's degree from Fordham University and a master's degree in business administration from Columbia Business School. He is a trustee of Save the Children, the Washington Institute for Near East Policy, and Fordham University, as well as a member of the board of directors of AIG and a member of the board of overseers of Columbia Business School.

Mathew Pendo Appointed to the Ally board of directors in April 2013. He currently serves on the Audit Committee. Pendo is a senior member of the investment banking division at Sandler O'Neill + Partners L.P. based in New York. He is the former Chief Investment Officer of TARP. Prior to his two-year tenure with Treasury, he spent seven years as a managing director in investment banking at Barclays Capital including roles as co-head of U.S. investment banking and co-head of global industrials. Prior to Barclays, he spent 18 years at Merrill Lynch in investment banking in New York, Los Angeles, and Palo Alto working with companies in the financial services and technology industries. Pendo currently serves on the board of directors for the New Canaan Country School and previously served on the board of directors for the Collegiate Charter Schools of Brooklyn. He graduated cum laude from Princeton University in 1985 with a degree in economics.

Michael A. Carpenter Chief Executive Officer of Ally since November 2009 and a member of the Ally Board of Directors since May 2009. He oversees all Ally strategy and operations to focus on strengthening the core businesses, while positioning the company for long-term growth. Carpenter has broad and deep experience in banking, capital markets, turnarounds, and corporate strategy. Most recently, he founded Southgate Alternative Investments in 2007. From 2002 to 2006, he was chairman and chief executive officer of Citigroup Alternative Investments overseeing \$60 billion of proprietary capital and customer funds globally in various alternative investment vehicles. From 1998 to 2002, Carpenter was chairman and chief executive officer of Citigroup's Global Corporate & Investment Bank with responsibility for Salomon Smith Barney Inc. and Citibank's corporate banking activities globally. Carpenter was named chairman and CEO of Salomon Smith Barney in 1998, shortly after the merger that created Citigroup, and led the first ever successful integration of a commercial and investment bank. Prior to Citigroup, he was chairman and CEO of Travelers Life & Annuity and vice chairman of Travelers Group Inc. responsible for strategy and business development. From 1989 to 1994, he was chairman of the board, president, and CEO of Kidder Peabody Group Inc., a wholly owned subsidiary of General Electric Company. From 1986 to 1989, Carpenter was executive vice president of GE Capital Corporation. He first joined GE in 1983 as vice president of Corporate Business Development and Planning and was responsible for strategic planning and development as well as mergers and acquisitions. Earlier in his career, Carpenter spent nine years as vice president and director of the Boston Consulting Group consulting to major companies on corporate strategy and three years with Imperial Chemical Industries of the United Kingdom. Carpenter received a bachelor of science degree from the University of Nottingham, England, and an MBA from the Harvard Business School where he was a Baker Scholar. He also holds an honorary degree of Doctor of Laws from the University of Nottingham. He serves on the boards of Autobyte Inc., U.S. Retirement Partners, and the New York City Investment Fund. Carpenter has been a board member of the New York Stock Exchange, General Signal, Loews Cineplex, and various other private and public companies.

Jeffrey J. Brown Appointed Senior Executive Vice President of Finance and Corporate Planning in June 2011. In this role, Brown oversees the finance, treasury and corporate strategy activities of the company. Brown joined Ally in March 2009 as corporate treasurer with responsibility for global treasury activities, including

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funding and balance sheet management. Prior to joining Ally, Brown was the corporate treasurer for Bank of America where he had responsibility for the core treasury functions including funding and managing interest rate risk. Brown was at Bank of America for 10 years, beginning his career in finance and later joining the balance sheet management division. Brown previously served as the bank's deputy treasurer and oversaw balance sheet management and the company's corporate funding division. He was also a member of the company's Asset/Liability Management Committee. He received a bachelor's degree in economics from Clemson University and an executive master's degree in business from Queens University in Charlotte. He serves on the Trevillian Cabinet of the College of Business and Behavioral Sciences at Clemson University and on the advisory board of McColl School of Business at Queen's University in Charlotte.

Christopher A. Halmy Chief Financial Officer of Ally since November 2013. In this role, he is responsible for the oversight of the company's financial reporting, controls and analysis, accounting, and investor relations, as well as treasury activities, including capital, funding and balance sheet management. Prior to his current position, Halmy served as Ally's corporate treasurer since June 2011. He joined Ally in 2009 and previously served as structured funding executive with responsibility for the strategy, planning, and execution of securitizations and structured funding globally. In this role, he also was responsible for bank relationships and compliance related to existing transactions in the market. Prior to joining Ally, Halmy was the global funding executive at Bank of America where he was responsible for funding and liquidity activities. During his tenure at Bank of America, he also led the mortgage and automotive securitization group. Prior to joining Bank of America in 1997, Halmy held treasury, finance, and accounting positions at MBNA America, N.A., Merrill Lynch & Co., JP Morgan & Co., and Deloitte & Touche. Halmy holds a bachelor's degree in accounting and a master's degree in business administration from Villanova University. In addition, he was an adjunct professor at Wesley College from 1999 to 2006 and currently serves as an adjunct professor at Queens University. Halmy is also a certified public accountant.

Barbara A. Yastine Chief Executive Officer and President of Ally Bank since May 2012. She also continues as chair of the bank, a position she assumed when she joined Ally in 2010. Yastine is a seasoned executive with diverse experience at financial services companies. Prior to joining Ally, she served as a principal of Southgate Investment Partners, LLC, an investment and advisory firm. Before that, she was chief financial officer for Credit Suisse First Boston from 2002 to 2004 and had responsibility for controllership, treasury, risk management, strategy, mergers and acquisitions, and tax. She was with Citigroup and its predecessors for 15 years with her last position being as chief financial officer of Citigroup's Global Corporate and Investment Bank. During her time at Citigroup, she also served as chief auditor, chief administrative officer of the Global Consumer Group, and executive vice president and chief financial officer of its consumer finance business. Yastine began her career at Citigroup predecessor Primerica as the head of investor relations. Yastine serves on the board of directors of Primerica Corporation and nonprofit Phoenix House. Yastine is a former trustee of the Financial Accounting Foundation. She holds a bachelor's of arts degree in journalism and a master's degree in finance, both from New York University.

William F. Muir President of Ally since 2004, and head of its Global Automotive Services business. He oversees the company's automotive finance, insurance, vehicle remarketing and servicing operations. Muir is also a member of the Ally Bank board of directors. Chairman of Ally Insurance Group since June 1999, and a Member of the Ally Commercial Finance and Ally Bank Boards of Directors since February 2002 and March 2004, respectively. Prior to that time, Muir served as executive vice president and chief financial officer from February 1998 to 2004. From 1996 to 1998, Muir served as executive-in-charge of operations and then executive director of planning at Delphi Automotive Systems, a former subsidiary of GM. Prior to serving at Delphi Automotive Systems, Muir served in various executive capacities with Ally since first joining Ally in 1992. He also served in a number of capacities with GM since joining the company in 1983. Muir received a bachelor's degree in industrial engineering and operations research from Cornell University in 1977. He earned a master's of business administration degree from Harvard University in 1983.

William Solomon Group Vice President and General Counsel of Ally since 2004. Solomon is responsible for providing all legal services to Ally through the oversight of outside counsel and an 80-member Legal Staff.

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He is also responsible for the secretary's office, the licensing department, and the organization's record and information management activity. Prior to joining Ally, Solomon was an attorney and practice area manager for GM from 1988 to 1999, where he was responsible for commercial lending activities. He also held the positions of general counsel for Vixen Motor Company from 1985 to 1988 and regional staff attorney at Ford Motor Credit Company from 1980 to 1985. Solomon received his bachelor's degree in political science at the University of Detroit in 1973 with honors and a master's degree in political science from McMaster University in Hamilton, Ontario in 1974 with honors. Solomon received his juris doctorate from the University of Notre Dame in 1978. He has also published two articles: Solomon and Mossburg: Co-Signer Requirements Under the FTC Fair Credit Practices Rule, Summer 1982, Consumer Fin. L.Q. Rep.; and Solomon, Proposed Consumer Revision to Article 9 of the UCC, 1997 D.C.L. Law Rev., 1087. Solomon is a member of the Michigan Bar and American Bar Associations.

David J. DeBrunner Vice President, Chief Accounting Officer, and Controller of Ally since September 2007. DeBrunner joined Ally from Fifth Third Bancorp (Fifth Third) where he was senior vice president, corporate controller, and chief accounting officer from January 2002 to August 2007. Prior to that position, he served as the chief financial officer for the commercial division of Fifth Third beginning in December 1999. DeBrunner joined Fifth Third in 1992 and held various financial leadership positions throughout the company. Prior to his time at Fifth Third, he held positions at Deloitte and Touche LLP in the Chicago and Cincinnati offices. DeBrunner is a certified public accountant (inactive) and a chartered global management accountant with a bachelor's of science in accounting from Indiana University and is a member of the American Institute of Certified Public Accountants and the Ohio Society of Certified Public Accountants.

Brian Gunn Chief Risk Officer of Ally since November 2011. In this role, Gunn has overall responsibility for achieving an appropriate balance between risk and return, mitigating unnecessary risk and protecting the company's financial returns. Gunn joined Ally in 2008 as chief risk officer for the Global Automotive Services business where he was responsible for overseeing disciplined risk processes, governance and analytics in support of Ally's efforts to diversify and grow its automotive product lines. In this role, Gunn established a global automotive risk management framework for all product lines across North America, Latin America, Europe and China. Prior to joining Ally, Gunn served in a number of senior leadership positions with GE Money of Stamford, Conn., most recently as chief risk officer for GE Money Canada. In this role, he was responsible for all areas of risk management and collections across various product lines. Gunn received a master's degree in Banking and Finance from Hofstra University in Hempstead, N.Y., and a bachelor's degree in Finance from Providence College in Providence, R.I.

Ally Code of Ethics

Ally has published on its website the Ally Code of Conduct and Ethics (the Code) that is applicable to all employees. The Code further includes certain provisions that apply specifically to Ally financial professionals (as that term is defined in the Code). Any amendment to, or waiver from, a provision of the Code that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions will be posted at this same internet website location as required by applicable law.

Certain Corporate Governance Matters

Election of Directors Our current directors were elected pursuant to the terms of the Amended and Restated Governance Agreement dated May 21, 2009 (the Governance Agreement). On August 19, 2013, FIM Holdings LLC (FIM) and Treasury entered into separate agreements with Ally pursuant to which each of Ally, FIM and Treasury irrevocably relinquished and surrendered all rights, privileges and powers afforded to such party and releasing all obligations and duties owed or required to be performed under the Governance Agreement. In addition, on August 19, 2013, Ally, FIM and Treasury entered into a Stockholders Agreement (the Stockholders Agreement) in order to memorialize certain understandings relating to the composition of the Ally board of directors (the Board). Based on the current ownership of our common stock, the Stockholders

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Agreement provides that the Board is to be comprised of the following: (1) one director designated by affiliates of Cerberus Capital Management, L.P., (2) four directors designated by Treasury, (3) the chief executive officer of Ally and (4) five independent directors chosen by the members described in (1) through (3) above. Currently, the Board consists of the Cerberus appointed director, the chief executive officer of Ally, four directors designated by Treasury, and five independent directors.

The Board has independently and affirmatively determined that all Board members, except for Mr. Carpenter, meet all the requirements for independence under the rules and regulations promulgated by the NYSE and Rule 10A-3 of the Exchange Act. John D. Durrett and John J. Stack, who served as directors for a portion of our 2013 fiscal year, also satisfied the requirements for independence under these rules.

Audit Committee The Board has a standing Audit Committee. Members are Chairman Robert T. Blakely, Mayree C. Clark, Brian P. MacDonald and Mathew Pendo. Each member is independent as required by Rule 10A-3 of the Exchange Act and under rules of the NYSE, and the Board has determined that all members are also qualified as audit committee financial experts, as defined by the SEC. The Audit Committee operates pursuant to a charter that it adopted. The Audit Committee reviews and, as it deems appropriate, recommends to our Board of Directors our internal accounting and financial controls and the accounting principles and auditing practices and procedures to be employed in preparation and review of our financial statements.

Other Board Committees the Board has also established a Risk and Compliance Committee (Risk Committee) and a Compensation, Nominating, and Governance Committee (CNG Committee). Members of the Risk Committee currently are Mayree C. Clark (Committee Chairwoman), Gerald Greenwald, Franklin W. Hobbs, Marjorie Magner, and Henry S. Miller. Members of the CNG Committee currently are Kim S. Fennebresque (Committee Chairman), Robert T. Blakely, and Franklin W. Hobbs. The Risk Committee operates pursuant to a charter that it adopted. The Risk Committee assists the Board of Directors in setting risk appetite and tolerances, and overseeing our management's responsibility to manage our risk profile and implement our risk program, with emphasis on credit, market, liquidity, operational, and reputational risks from both an enterprise and a line of business perspective. Additionally, the Risk Committee oversees our management's responsibility to implement our compliance program, with emphasis on our compliance with legal and regulatory requirements. The Board has independently and affirmatively determined that all CNG Committee members meet all the requirements for independence under the rules and regulations promulgated by the NYSE and Rule 10A-3 of the Exchange Act. The CNG Committee operates pursuant to a charter that it adopted.

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EXECUTIVE COMPENSATION

Corporate Governance and Related Disclosures

The Compensation, Nominating and Governance Committee

The Ally Compensation, Nominating and Governance Committee (the Committee) is a committee of the Ally Board of Directors (Board) consisting of four non-employee independent directors, including Kim S. Fennebresque (Committee Chairman), Robert T. Blakely, Franklin W. Hobbs and Marjorie Magner.

The Committee, pursuant to its Charter, is, among other things, responsible for the following:

Discharging the Board's responsibilities with respect to the establishment, maintenance and administration of Ally's compensation plans, including determining the total compensation of the Chief Executive Officer and executive officers plus other senior executives designated by the Committee as under its purview;

Overseeing Ally's leadership development and succession planning programs;

Identifying qualified individuals for membership on the Board (consistent with criteria approved by the Board) and to recommend to the Board the director nominees;

Reviewing and recommending to the Board the director compensation for service on the Board;

Leading the Board and its committees in their annual self-evaluation and the annual review of the Board's performance;

Developing and recommending to the Board a corporate governance policy for the Board, and overseeing Ally's corporate governance procedures and practices related to the Board; and

Performing any and all duties required of it under applicable laws, rules, regulations, regulatory guidance, or other legal authority.

Compensation, Nominating and Governance Committee Process

Ally's executive compensation programs are administered by the Committee. During 2013, the Committee met 13 times.

The Committee determines the compensation of senior executives under its purview, including the compensation of our named executive officers (NEOs, who are also our Senior Executive Officers (SEOs) for purposes of the Troubled Asset Relief Program (TARP) requirements). In making its determination for senior executives other than the Chief Executive Officer (CEO), and in making changes to our executive compensation program, the Committee considers the recommendations of the CEO. The Committee determines the compensation of the CEO without recommendations from the CEO or other management. The Committee has delegated to the CEO the authority to determine cash and equity compensation for executives other than for the approximately 25 highest-compensated employees (Top 25) and other select senior executives as determined by the Committee. The Committee also meets periodically in executive session without the presence of any members of management. The Committee seeks the input of Ally's Risk Management functions, and in its deliberations on compensation related issues it also consults with the chairperson of the Board's Risk and Compliance Committee and Audit Committee.

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Frederic W. Cook & Co. (Cook) served as an independent advisor during 2013. Cook reports directly to the Committee and provides ongoing advice with respect to the plans and programs covering the executives, including our NEOs and non-employee directors, for which the Committee is responsible. Cook reviews all materials developed by management in advance of Committee meetings, provides advice and recommendations concerning changes to our plans and programs, as well as information on market practices and trends, and attends meetings of the Committee. Cook undertakes no separate work for Ally.

Ally management engaged Pearl Meyer & Partners (Pearl Meyer) to provide consulting assistance on matters pertaining to executive compensation, including a competitive assessment of the compensation paid to Ally's CEO, an updated competitive assessment of the compensation for Ally's 25 highest-compensated executives requested by the Office of the Special Master for TARP Executive Compensation (Special Master), and consulting related to a post-TARP compensation framework.

Executive Compensation Discussion and Analysis

Introduction

For the full year 2013, Ally reported net income of \$361 million. From a core business results perspective in 2013, Ally grew net financing revenue 36%, reduced cost of funds by approximately 40 basis points, grew automotive earning assets 8%, and increased retail deposits at Ally Bank by \$8.1 billion, resulting in balances increasing 23% year-over-year.

In addition to positive core business trends, 2013 brought about the conclusion of several strategically important events, including:

bolstering the common capital through a \$1.3 billion common equity raise;

achieving financial holding company status;

receiving confirmation of the ResCap bankruptcy plan;

completing the sales of nearly all international operations;

receiving credit ratings upgrades;

receiving a non-objection to the revised CCAR plan; and

repurchasing \$5.9 billion of mandatorily convertible preferred stock from the U.S. Department of Treasury (Treasury).

Executive Compensation Limitations

In connection with our participation in TARP, certain determinations of the Special Master, and other laws and regulations, Ally is subject to certain limitations on executive compensation, the most significant of which are:

Cash salaries are limited based on the determination of the Special Master;

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The majority of an SEO's compensation paid in equity that must be held long-term;

Any incentive compensation granted must be in the form of long-term restricted equity that is contingent on performance and paid out after incremental TARP repayments;

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Perquisites and other compensation capped at \$25,000, with limited exceptions;

Suspension of the accrual of benefits to supplemental executive retirement plans;

Prohibition on incentives for SEOs that could cause them to take unnecessary or excessive risks;

Clawback of any bonus or incentive compensation paid to an SEO based on statements of earnings, revenues, gains, or other performance criteria that are later found to be materially inaccurate, is based on erroneous data that resulted in an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws within the three years prior to payment, or is found to require repayment under the provisions of any other Federal law or regulation that may govern the Company's executive compensation; and

Prohibition on any severance payable to the SEOs and the next five most highly compensated employees.

Ally Compensation Program Overview and Philosophy

Working within the limitations imposed on our executive compensation by TARP, Ally's compensation philosophy has been, and continues to be, that there should be a strong linkage between compensation and performance. We believe compensation should:

Align with long-term value creation for our shareholders;

Provide appropriate incentives based on individual, business, and Company performance;

Encourage prudent, but not excessive risk taking;

Provide a total compensation opportunity competitive with market practice; and

Be internally equitable for the relative value of the employee's position at Ally.

In addition, our compensation plans are intended to achieve performance enabling us to complete the repayment to the U.S. taxpayers as quickly as practicable.

Ally supports the compensation principles underlying the TARP compensation rules, and we believe our compensation philosophy is consistent with the TARP compensation principles. The Special Master has required that the majority of compensation for NEOs and the next 20 highest-compensated employees be in the form of long-term stock or stock units, that such stock or stock units should be held for specified minimum periods of time, and that any incentive payments should be subject to recoupment if paid based on information that is subsequently found to be materially inaccurate. The Company and the Committee fully support and have implemented these principles for our NEOs and the next 20 highest-compensated employees.

Refer to the *Long-term Equity-based Incentives* section for a discussion of the long-term stock awards that are granted to our NEOs.

The Pay Process for 2013

For 2013, the total compensation opportunity for the NEOs was determined by the Special Master, following review and approval of recommended total direct compensation levels for each of the NEOs by the Committee. As part of the process for developing pay

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recommendations for submission to the Special Master, the Committee approved individual performance objectives for awarding long-term incentive restricted stock units (RSUs) at year-end.

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Assessing Ally Compensation Competitiveness

We compare our total direct compensation against a peer group of other comparably sized financial services companies with whom we compete for business and senior executive talent. We use publicly available reported pay data from a peer group of companies approved by the Committee to conduct the competitive assessment for the CEO and principal financial officer positions. For the other NEO and senior executive positions, we use market survey data from several survey sources to conduct the competitive assessments. Wherever practical, the market surveys include companies that are part of the peer group approved by the Committee.

For the 2013 competitive assessments, the peer group approved by the Committee in 2011 continued to be used. The current peer group consists of the ten financial services companies listed below:

BB&T	KeyCorp	U.S. Bancorp
Capital One Financial	PNC Financial	Wells Fargo
Discover	Regions Financial	
Fifth Third Bancorp	SunTrust Banks	

Updated 2013 survey data used for the remaining NEOs and other senior executives came from one or more survey sources, including the Hewitt Total Compensation Measurement (TCM) database, the Towers Watson Executive Financial Services survey, the McLagan Partners Investment Management survey, the McLagan Partners Fixed Income Sales and Trading survey, and the McLagan Partners Treasury and Asset Liability Management survey. Because multiple survey sources are used and not all survey participants provide data for each of the remaining NEOs, it is not possible to list the survey participants included in our competitive data analyzed for positions other than the CEO and the principal financial officer.

For executives below the Top 25 whose pay is not determined by the Special Master, our compensation philosophy is to set base salaries and employee benefits at median competitive levels and to set annual incentive compensation to deliver total annual cash and equity compensation up to or exceeding the 75th percentile when warranted by achievement of aggressive performance goals and top quartile competitive performance. If annual performance goals are not achieved, annual incentive compensation is reduced or eliminated, and total annual cash and equity compensation falls to below the market median. The size of long-term equity-based incentive awards relative to total compensation is set annually to ensure senior management maintains an appropriate level of long-term balance in their total compensation and to achieve individual differentiation of total compensation based on performance considerations and retention needs.

Due to the pay restrictions applicable to the NEOs under TARP, including limitations on incentive compensation, total direct compensation rather than individual elements of pay (i.e., base salary, annual incentives, and long-term incentives) is set to be competitive.

The Committee sets proposed total direct compensation levels for each of the NEOs based on his or her job responsibilities. Once the Committee determines and approves the proposed compensation packages for the NEOs, they are submitted to the Special Master for approval. The Special Master then reviews the proposed packages to determine if they are aligned with TARP requirements and set at appropriate market levels. The Special Master subsequently issues a Determination Letter, specifying the final design and allocation of total pay approved for the NEOs. At the end of the year, with the exception of 2012 for which there was no incentive compensation included in the NEO pay packages, the Committee reviews the performance of the NEOs relative to their individual objectives and determines the percentage of incentive compensation (i.e., the IRSUs) eligible to be awarded to each NEO.

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Role of Management in Compensation Decisions

Compensation recommendations for the NEOs other than the CEO are presented to and discussed with the Committee by the CEO. The Committee then determines and approves the proposed compensation for the NEOs, which is submitted to the Special Master for final approval.

The Committee determines and approves the compensation of the CEO without the recommendation of management.

Components of Ally Compensation Program

Special Master's 2013 Determination Letter

Pursuant to Treasury's Interim Final Rule on TARP Standards for Compensation and Corporate Governance, the Special Master determined the compensation structure for the NEOs for 2013. For 2012, the Special Master issued a Supplemental Determination Letter that the portion of total compensation previously in the form of long-term IRSUs would be payable as equity based salary in the form of deferred stock units (DSUs) under a modified compensation structure more appropriate for the strategic business issues resulting from the 2012 bankruptcy filing of our former mortgage subsidiary. The modified structure continued to be in place for the first half of 2013, after which, under the Special Master's 2013 Determination Letter, IRSUs were again included in the compensation program for NEOs and the next 20 highest-compensated employees. The Chairman of the Ally Financial Inc. Board of Directors asked the Special Master to reconsider the compensation structure described below. However, the Office of the Special Master declined to modify the structure.

The compensation structure for the Top 25 approved by the Special Master in 2013 and then adopted by the Committee are as follows:

No increase in cash salaries for any Top 25 employee.

DSUs earned by the CEO in 2013 are payable in three equal, annual installments beginning on the first anniversary of grant.

For other Top 25 employees, DSUs earned in 2013 are payable in three equal installments: the first on the final payroll date of 2013, the second ratably over 2014 and the third ratably over 2015.

Ten percent of Ally's compensation opportunities, effective July 1, 2013, should be in the form of long-term incentive awards payable upon the achievement of specified, objective performance criteria provided to the Special Master and vested after three years of service. Even if vested, as required by the Interim Final Rule, all IRSU awards may be paid only in 25% installments as Ally repays its TARP obligations in 25% increments, and will otherwise be forfeited.

Base Salary

Under our compensation philosophy, base salary is intended to provide a predictable level of compensation that is competitive in the marketplace for the position responsibilities and individual skills, knowledge, and experience of each executive. However, the pay restrictions under TARP significantly limit the form and amount of cash base salary paid in 2013. As a result, a significant portion of total direct compensation is delivered in the form of equity-based salary. Beginning in March 2010, all of the CEO's salary has been equity-based.

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The following table shows base salaries paid to the NEOs in 2013.

NEO	Cash (\$)	2013 Base salary Equity (Deferred stock units) (\$)	Total (\$)
Michael A. Carpenter		9,025,000	9,025,000
Jeffrey J. Brown	600,000	3,577,997	4,177,997
Barbara Yastine	600,000	4,327,989	4,927,989
William Muir	600,000	3,200,450	3,800,450
William Solomon	500,000	1,713,950	2,213,950
James G. Mackey	477,886	2,081,456	2,559,342

Equity salary is delivered in the form of DSUs, which are immediately vested, but are subject to restrictions on the timing of payout. Except for the CEO, DSUs and deferred cash earned in 2013 will be payable in three equal installments: the first on the final payroll date of 2013, the second ratably over 2014 and the third ratably over 2015. DSUs earned by the CEO in 2013 are payable only in three equal, annual installments beginning on the first anniversary of grant.

Annual Cash Incentives

All NEOs were ineligible to receive annual cash incentives in 2013 due to restrictions under TARP and will continue to be ineligible for as long as the TARP restrictions on executive compensation are in place.

Long-term Equity-based Incentives

For 2013, the Special Master determined that 10% of compensation effective July 1, 2013, should be paid as long-term equity-based incentives in the form of IRSUs to have an incentive compensation component in the total direct compensation opportunity for our NEOs, and to provide retention and alignment with shareholder interests. Due to the restrictions under TARP, grants of long-term IRSUs are the only incentive compensation permitted for the NEOs and the next 20 highest-compensated employees.

The long-term IRSU awards granted in 2013 to the Top 25 vest two-thirds after two years from the date they were granted and in full three years from the date they were granted. After the vesting requirement is met, the NEOs will receive payouts as the Company repays its TARP obligations. Payouts will be made in 25% increments based on the percentage of TARP obligations that have been repaid, as determined in accordance with the established guidelines for determining repayment. As of December 31, 2013, Ally had repaid 75% of its TARP obligations, as determined in accordance with the established guidelines. Therefore, 75% of IRSUs granted will be immediately payable to recipients upon the vesting dates.

Incentive Compensation Determination for the NEOs

For 2013, the Special Master determined that commencing July 1, 2013, 10% of Ally's compensation structure should be in the form of long-term incentive awards. As noted above, IRSU awards are the only permitted incentive compensation for the NEOs. Individual goals and objectives related both to Ally performance and individual performance including the performance of the individual's business unit or function were set for the awarding of incentive compensation at year-end.

Based on its reviews of Ally and individual performance, the Committee granted the IRSU awards to the NEOs in December as indicated in the Summary Compensation Table. The value of each IRSU award granted was determined at the end of the year primarily based on the 2013 performance of Ally relative to Company objectives and accomplishments and the Committee's judgment of how each NEO performed relative to his or her individual objectives, including adherence to standards set by Ally's risk, audit, model validation, loan review and compliance functions. In its determination process, the Committee did not employ any formula or

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quantitative adjustment methodology, but relied instead on its overall assessment of the individual s performance against stated objectives and its subjective judgment regarding the individual s contribution to the Company s annual performance. Forms of compensation other than IRSUs were not impacted by these reviews since they were set at the permitted levels in accordance with the applicable TARP restrictions on executive compensation.

The significant 2013 performance objectives and accomplishments for Ally are discussed in the CEO Compensation section below. Each NEO was responsible for various contributions to achieve these enterprise-wide objectives. Below is a listing of the overall responsibilities of each NEO, along with the NEO s significant individual 2013 performance objectives and applicable 2013 accomplishments. In addition to the performance objectives and accomplishments listed below, in determining the incentive compensation amounts for the NEOs, the Committee also considered the overall financial performance of Ally for 2013.

CEO Compensation

Michael A. Carpenter Chief Executive Officer of Ally since November 2009 and a member of the Ally Board of Directors since May 2009. Mr. Carpenter oversees all Ally strategy and operations to focus on strengthening the core businesses, accelerating repayment of Treasury s investment and driving toward near-term TARP exit. The 2013 performance objectives and accomplishments for Mr. Carpenter are included in the table below. In making the incentive compensation award determination for Mr. Carpenter, the Committee considered the performance objectives and accomplishments of Ally.

2013 Performance Objectives	2013 Accomplishments
Continue to grow our leading automotive services operation	Increased consumer automobile financing originations for new and used vehicles Honored with 2013 Auto Finance Excellence Award by Auto Finance News for success and contributions to the automotive finance industry
Grow Ally Bank by building upon its unique consumer value proposition	Achieved strong deposit growth and high CD retention rates at Ally Bank Ally Bank was named Money Magazine Best Online Bank for the third consecutive year
Complete the sale and separation of legacy businesses to reduce risk and best position the company to thrive	ResCap s bankruptcy process has been completed and Ally s legacy mortgage issues have been largely addressed
Improve competitiveness through lower funding costs and enhanced balance sheet management	Improved cost of funds through reduction in high cost unsecured debt and increased deposits
Position Ally to repay Treasury as soon as practical	Repaid \$5.9 billion to Treasury in November leading to a total repayment of \$12.3 billion thus far, reflecting more than 70% of the investment made in the Company

Other NEO Compensation

Mr. Carpenter, in consultation with the Committee and the Board, established the priorities for Ally and each NEO at the beginning of the year. Each is a member of the Management Council, a group which is responsible for the strategic direction and overall performance of the Company. Each NEO plays a key role in the stewardship and overall success of Ally and achievement of Ally s established performance objectives. Therefore, the 2013 Ally accomplishments outlined in the CEO Compensation section above were the main deciding factors in determining the incentive compensation awards provided to each NEO for 2013. In addition to the accomplishments of Ally, the Committee also considered each NEO s individual accomplishments discussed below in a non-formulaic manner. When awarding incentive compensation to individual NEOs, the Committee is limited in the awards that can be granted as governed by the TARP compensation rules discussed above. Mr. Mackey was ineligible for a 2013 performance review and incentive compensation as he left the Company prior to year end.

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Jeffrey J. Brown Senior Executive Vice President of Finance and Corporate Planning of Ally since June 2011. Mr. Brown oversees the finance, treasury and corporate strategy activities of the Company. In making the incentive compensation award determination for Mr. Brown, the Committee considered the performance objectives and accomplishments of Ally. The significant additional 2013 performance objectives and accomplishments for Mr. Brown are included in the table below.

2013 Performance Objectives	2013 Accomplishments
Enhance strategic flexibility for Ally	Received \$8.4 billion in proceeds related to the sale of the international operations Completed a private placement of \$1.3 billion in Ally common stock
Lead substantial repayment of TARP	Received a non-objection from the Federal Reserve to the Comprehensive Capital Analysis and Review (CCAR) Completed the repurchase of the Mandatory Convertible Preferred securities held by Treasury and the settlement of the share adjustment provision, which led to the repayment of \$5.9 billion
Drive improved funding and operational costs	Continued reduction of cost of funds through enhanced balance sheet management

Barbara Yastine Chief Executive Officer and President of Ally Bank since May 2012. Ms. Yastine also continues as chair of Ally Bank, a position she assumed when she joined Ally in 2010. In making the incentive compensation award determination for Ms. Yastine, the Committee considered the performance objectives and accomplishments of Ally. The significant additional 2013 performance objectives and accomplishments for Ms. Yastine are included in the table below.

2013 Performance Objectives	2013 Accomplishments
Grow retail deposits	Retail deposits grew by more than 20 percent Total deposits now represent more than 40 percent of Ally's funding profile
Increase customer base	Customer base grew 30 percent year-over-year
Risk framework and controls	Continued to maintain strong risk culture, with emphasis on transparency and teamwork, addressing issues quickly and aggressively

William Muir President of Ally Financial Inc. since 2004. Mr. Muir oversees the Company's automotive finance, insurance, vehicle remarketing, and service operations. Mr. Muir is also a member of the Ally Bank board of directors. In making the incentive compensation determination for Mr. Muir, the Committee considered the performance objectives and accomplishments of Ally. The significant additional 2013 performance objectives and accomplishments for Mr. Muir are included in the table below.

2013 Performance Objectives	2013 Accomplishments
Capitalize on opportunities in the automotive finance business	Ally's industry leading automotive finance franchise remained well positioned, despite significant competition Strong automotive net financing revenue growth
Strengthen and grow dealer relationships with Ally's leading insurance operations	Growth in the number of dealers participating in Ally's insurance services

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William Solomon General Counsel of Ally since 1999. Mr. Solomon is responsible for providing all legal services to Ally through the oversight of outside counsel and staff. In making the incentive compensation award determination for Mr. Solomon, the Committee considered the performance objectives and accomplishments of Ally. The significant additional 2013 performance objectives and accomplishments for Mr. Solomon are included in the table below.

2013 Performance Objectives	2013 Accomplishments
Provide effective legal support for all strategic business initiatives	Supported the sale of the discontinued international businesses
Risk framework and controls	Supported the conclusion of the ResCap bankruptcy
Reduce cost of obtaining outside legal services	Managed completion of two-year review of business operations for legal risk assessments
	Oversaw various alternative fee and counsel management programs for ad hoc projects and routine matters

Benefits and Perquisites

We provide our NEOs with health and welfare benefits under the broad-based program generally available to all of our employees. This allows them to receive certain benefits that are not readily available to individuals except through an employer and to receive certain benefits on a pretax basis. Our benefit program includes the Ally Retirement Savings Plan. We provide the savings plan in lieu of higher current cash compensation to ensure that employees have a source of retirement income and because these plans enjoy more favorable tax treatment than current compensation. Under this plan, employee contributions of up to 6% of salary were matched 100% by Ally. The plan also provided a 2% nonmatching contribution on both salary and annual cash incentives, which fully vests after being employed for three years, and a 2% nonmatching discretionary contribution on salary in light of the Company's 2013 performance.

Ally suspended nonqualified contributions to its Retirement Savings Plan in 2009 and did not make any additional nonqualified contributions in 2013. Therefore, employer contributions for 2013 were made only under the qualified portion of the plan only which limits contributions to pay up to \$255,000.

In addition to broad-based benefits, the NEOs are provided with limited supplemental benefits and perquisites to remain competitive in attracting and retaining executive talent. For 2013, in accordance with the TARP restrictions, the total value of these perquisites and supplemental benefits was capped at \$25,000.

Long-term Compensation Structure

Based on the compensation structure for 2013, long-term equity-based compensation, represented by DSUs and IRSUs, comprises a significant portion of each NEOs total compensation. The long-term equity-based portion of total compensation for each NEO and its associated percentage of total compensation for 2013 are as follows.

Name	Total compensation (\$)	Long-term equity-based compensation	
		Dollar amount awarded (\$)	Percent of total compensation (%)
Michael A. Carpenter	9,547,517	9,500,000	99.5%
Jeffrey J. Brown	4,428,824	3,797,892	85.8%
Barbara Yastine	5,216,583	4,587,357	87.9%
William Muir	4,032,411	3,400,000	84.3%
William Solomon	2,367,076	1,830,000	77.3%
James G. Mackey	2,585,578	2,081,456	80.5%

Table of Contents**Employment Agreements and Severance**

Ally currently has no employment agreement with any of the NEOs.

As a condition to participating in TARP, Ally's NEOs and the next five most highly compensated employees are not eligible for any severance in the event of termination of employment. These restrictions apply until Ally repays its TARP obligations.

Clawback Provisions

In connection with the risk assessment Ally conducted in 2013, the Company has reviewed all of its incentive compensation programs to ensure they include language allowing the Company to recoup incentive payments made to recipients in the event those payments were based on financial statements that are later found to be materially inaccurate. Incentive plans that did not include such language were revised to allow for incentive payments to be recovered. A recipient who fails to promptly repay Ally under such circumstances is subject to termination of employment.

Post-TARP Compensation

Upon our exit from TARP, we will review and revise our executive compensation programs to align them with market practice and our business goals. As a result, we expect our senior executives will receive cash base salaries and both annual and long term incentive compensation opportunities, including equity based long term incentive compensation opportunities.

Summary Compensation Table

The following table shows compensation for any person serving as principal executive officer or principal financial officer during 2013, as well as Ally's next three most highly compensated executive officers.

Name and principal position	Year	Salary	Stock	All other	Total
		(\$ (a))	awards (\$ (b) (c) (d))	compensation (\$ (e))	(\$)
Michael A. Carpenter Chief Executive Officer	2013		9,500,000	47,517	9,547,517
	2012		9,500,000	57,119	9,557,119
	2011		9,500,000	43,077	9,543,077
Jeffrey J. Brown Senior Executive Vice President of Finance and Corporate Planning	2013	600,000	3,797,892	30,932	4,428,824
	2012	600,000	3,797,892	30,167	4,428,059
	2011	600,000	3,743,678	29,609	4,373,287
Barbara Yastine Chief Executive Officer and President, Ally Bank	2013	600,000	4,587,357	29,226	5,216,583
	2012	600,000	4,587,357	28,599	5,215,956
	2011	600,000	4,587,357	27,950	5,215,307
William Muir President	2013	600,000	3,400,000	32,411	4,032,411
	2012	600,000	3,400,000	31,723	4,031,723
	2011	509,000	3,147,280	30,595	3,686,875
William Solomon General Counsel	2013	500,000	1,830,000	37,076	2,367,076
	2012	477,886	2,081,456	26,236	2,585,578
	2011	550,000	2,450,000	30,904	3,030,904
James G. Mackey Chief Financial Officer	2013	550,000	2,305,738	29,653	2,885,391

- (a) The amounts shown as salary represent the cash portion of base salary and do not include the DSU award values that are part of the executive's base salary and are shown as stock awards in this table.

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- (b) The 2013 total represents the grant date fair value of the Ally DSU and IRSU awards granted in 2013 as determined by the Ally Board of Directors. The 2013 total is not necessarily the cash payment received. For a further discussion, see footnote (a) in the Outstanding Equity Awards at 2013 Fiscal Year End Stock Awards section below and Note 23 to our Consolidated Financial Statements. The grant amounts for each NEO for 2013 are displayed in the following table.

Name	2013 DSU (\$)	2013 IRSU (\$)	Total (\$)
Michael A. Carpenter	9,025,000	475,000	9,500,000
Jeffrey J. Brown	3,577,997	219,895	3,797,892
Barbara Yastine	4,327,989	259,368	4,587,357
William Muir	3,200,450	199,550	3,400,000
William Solomon	1,713,950	116,050	1,830,000
James G. Mackey	2,081,456		2,081,456

- (c) The 2012 total represents the grant date fair value of the Ally DSU awards granted in 2012 and is not necessarily the cash payment received. The grant amounts for each NEO for 2012 are displayed in the following table.

Name	2012 DSU (\$)	2012 IRSU (\$)	Total (\$)
Michael A. Carpenter	9,500,000		9,500,000
Jeffrey J. Brown	3,797,892		3,797,892
Barbara Yastine	4,587,357		4,587,357
William Muir	3,400,000		3,400,000
James G. Mackey	2,450,000		2,450,000

- (d) The 2011 total represents the grant date fair value of the Ally DSU and IRSU awards granted in 2011 and is not necessarily the cash payment received. The grant amounts for each NEO for 2011 are displayed in the following table.

Name	2011 DSU (\$)	2011 IRSU (\$)	Total (\$)
Michael Carpenter	8,000,000	1,500,000	9,500,000
Jeffrey J. Brown	2,350,000	1,393,678	3,743,678
Barbara Yastine	2,858,238	1,729,119	4,587,357
William Muir	1,931,520	1,215,760	3,147,280
James G. Mackey	1,353,825	951,913	2,305,738

- (e) Refer to the *All Other Compensation in 2013* section for further details.

All Other Compensation in 2013

	Michael A. Carpenter	Jeffrey J. Brown	Barbara Yastine	William Muir	William Solomon	James G. Mackey
Financial counseling (a)	\$ 3,500	\$ 3,500	\$	\$	\$ 3,500	\$ 3,500
Liability insurance (b)	458	458	458	883	458	420
Total perquisites	3,958	3,958	458	883	3,958	3,920
Life insurance (c)	18,059	1,380	3,174	5,934	7,524	1,672
401(k) matching contribution (d)	25,500	25,500	25,500	25,500	25,500	20,400
Other (e)		94	94	94	94	244
Total all other compensation	\$ 47,517	\$ 30,932	\$ 29,226	\$ 32,411	\$ 37,076	\$ 26,236

- (a) We provide a taxable allowance to certain senior executives for financial counseling, tax preparation and estate planning services. Costs associated with this benefit are reflected in the table above, based on the actual charge for the services received. Any taxes assessed on the imputed income for the value of this service are the responsibility of the executive.

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- (b) We provide a taxable allowance for a personal umbrella liability insurance for certain executives. Any taxes assessed on the imputed income for the value of this service are the responsibility of the executive.
- (c) Represents tax value of the Company provided life insurance for 2013.
- (d) Represents the employer contribution, Company match contribution, and discretionary contribution made to the employees 401(k) fund.
- (e) Represents a \$150 wellness credit for participating in and completing various wellness initiatives as part of a company-wide wellness program and a \$94 award.

Grants of Plan-based Awards in 2013 Estimated Future Payments under Equity Incentive Plan Awards

The following table represents Ally DSU and IRSU awards, which are stated in phantom shares.

Name	Award	Grant Date (a)	All other stock awards: number of shares or unit of stock (b)	Grant date fair value of stock or unit awards \$(c)
Michael A. Carpenter	DSU		1002.8	9,025,000
	IRSU	12/18/2013	52.8	475,000
Jeffrey J. Brown	DSU		397.6	3,577,997
	IRSU	12/18/2013	24.4	219,895
Barbara Yastine	DSU		480.9	4,327,989
	IRSU	12/18/2013	28.8	259,368
William Muir	DSU		355.6	3,200,450
	IRSU	12/18/2013	22.2	199,550
William Solomon	DSU		190.4	1,713,950
	IRSU	12/18/2013	12.9	116,050
James G. Mackey	DSU		231.3	2,081,456
	IRSU			

- (a) For all NEOs, DSU awards were granted ratably for each pay period at one rate for the first 6 months of the year and at a different rate for the remaining 6 months of the year as noted in table below.

Name	Awards made: January 1, 2013 - June 30, 2013 (c)	Awards made: July 1, 2013 - December 31, 2013 (c)	Total 2013 \$(c)
	Michael A. Carpenter	527.8	475.0
Jeffrey J. Brown	211.0	186.6	3,577,997
Barbara Yastine	254.9	226.0	4,327,989
William Muir	188.9	166.7	3,200,450
William Solomon	101.7	88.8	1,713,950
James G. Mackey	136.1	95.2	2,081,456

- (b) The award grants are expressed as phantom shares of Ally.

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- (c) The grant date fair value amounts shown do not reflect realized cash compensation by the NEOs. For a further discussion of the valuation, see footnote (a) in the Outstanding Equity Awards at 2013 Fiscal Year End Stock Awards section below.

Table of Contents**Outstanding Equity Awards at 2013 Fiscal Year End Stock Awards**

The following table provides information for the named executive officers regarding the Ally IRSU awards outstanding at December 31, 2013.

Name	Grant date	Number of shares or units of stock that have not vested (#) (a) (b)	Market value of shares or units of stock that have not vested (\$) (a)
Michael A. Carpenter	12/19/2011	62.5	562,613
	12/18/2013	52.8	475,000
Jeffrey J. Brown	12/18/2013	24.4	219,895
Barbara Yastine	12/18/2013	28.8	259,368
William Muir	12/18/2013	22.2	199,550
William Solomon	12/18/2013	12.9	116,050
James G. Mackey	12/18/2013		

- (a) Amounts shown represent Ally IRSU awards granted to named executives that have not vested. Each award represents one phantom share of Ally. The fair market value for the phantom shares is determined by the Board at least annually, as required by the Ally Financial Long-Term Equity Compensation Incentive Plan. The fair market value for each phantom share at December 31, 2013 was determined to be \$9,000. During 2013, Sandler O'Neill & Partners, L.P. (Sandler O'Neill), an independent investment banking firm, was engaged to provide certain valuation analyses regarding the fair market value of the Company's common equity securities. The valuation amounts as of December 31, 2013 were determined based on the analyses provided by Sandler O'Neill. The analyses considered, among other things, the stock price performance, on an indexed basis, of publicly traded common stock issued by comparative companies selected by Sandler O'Neill and considered Ally's common stock as if it were freely tradable in the public markets when determining the fair market value of Ally's common equity securities.
- (b) Mr. Carpenter's 62.5 shares represent one-third of his 2011 award. All other NEO's 2011 awards fully vested in 2013 as a result of the Special Master's Supplemental Determination Letter dated June 8, 2012. No 2012 IRSU awards were granted to the NEOs. For 2013, all NEOs receive the same vesting: two-thirds after two years and one-third after the third year. Even if vested, as required by the Interim Final Rule, IRSU awards may be paid only in 25% installments (at their then value) as Ally repays its TARP obligations in 25% increments, and will otherwise be forfeited. The table below represents the amount of the unpaid increments still owed to the NEOs for the IRSU shares that have vested.

Name	Number of shares or units of stock that have vested and are unpaid (#)	Market value of shares or units of stock that have vested and are unpaid (\$) (c)
Michael A. Carpenter	91.9	827,010
Jeffrey J. Brown	127.8	1,149,705
Barbara Yastine	70.0	630,315
William Muir	105.0	945,293
William Solomon	51.6	464,199
James G. Mackey	43.2	388,947

- (c) Amounts shown represent the fair market value of shares or units of stock that have vested and are unpaid. The fair market value of these shares or units were determined as described in footnote (a) above.

Table of Contents**Options Exercised and Shares Vested in 2013**

During 2013, no stock options were held by the named executive officers.

The following table reflects the Ally IRSU awards that vested in 2013. One-fourth of the value cannot be paid until Ally pays the remaining balance of its TARP obligations.

Name	Number of shares acquired on vesting (#) (a) (b)	Value realized on vesting (\$) (b)
Michael A. Carpenter	367.6	3,308,040
Jeffrey J. Brown	174.2	1,567,888
Barbara Yastine	216.1	1,945,259
William Muir	152.0	1,367,730
William Solomon	49.1	441,563
James G. Mackey		

- (a) Amounts shown include the 2013 vesting of the continued service portion of Mr. Carpenter's 2010 IRSU grants and two-thirds of his 2011 IRSU grant. For the other NEOs, amounts shown include the 2013 vesting of the continued service portion of their 2011 IRSU grants. The 2011 IRSU vesting was modified in 2012 as a result of the Special Master Supplemental letter dated June 8, 2012. Except for Mr. Carpenter, these awards vested after two years of service from the grant date. Even if vested, as required by the Interim Final Rule, these awards may be paid only in 25% installments as Ally repays its TARP obligations in 25% increments (at their then value), and will otherwise be forfeited.
- (b) The value shown as realized for the vested shares is their fair market value as of the vesting date. For purposes of the limitation on payment of IRSUs, the table below provides 75% of the realized value that was paid in 2013 for the vested shares above and an additional 50% payment for vested awards from prior years as was also permissible in 2013 due to Ally's additional repayment of TARP obligations.

Name	Realized value: 75% of 2013 (\$)	Realized value: 50% of Prior Years (\$)
Michael A. Carpenter	2,481,030	1,523,576
Jeffrey J. Brown	1,175,916	1,515,467
Barbara Yastine	1,458,944	288,000
William Muir	1,025,798	1,206,721
William Solomon	331,172	707,617
James G. Mackey		777,894

Table of Contents**Nonqualified Deferred Compensation in 2013**

The table below reflects year-end balances, Company distributions, and all earnings associated primarily with the Ally nonqualified equalization plan. This plan allows Company contributions to this plan to continue after the IRS maximum limits under our 401(k) plan have been reached.

Nonqualified deferred compensation

Name	Plan name	Executive contributions in last FY (\$)	Registrant contributions in last FY (\$)	Aggregate earnings in last FY (\$)	Aggregate withdrawals/distributions (\$)	Aggregate balance at last FYE (\$)
Michael A. Carpenter	DSUs (a) (b)		9,025,000		7,884,532	21,000,201
Jeffrey J. Brown	Nonqualified Benefit					
	Equalization Plan (c)			3,449		30,862
	DSUs (a) (b)		3,577,997		4,454,634	4,245,357
Barbara Yastine	DSUs (a) (b)		4,327,989		5,325,829	5,110,081
William Muir	Nonqualified Benefit					
	Equalization Plan (c)			39,079		253,075
	DSUs (a) (b)		3,200,450		3,695,851	3,746,565
William Solomon	Nonqualified Benefit					
	Equalization Plan (c)			28,973		131,395
	DSUs (a) (b)		1,713,950		1,929,850	1,965,598
James G. Mackey	DSUs (a) (b)		2,081,456		2,540,826	2,546,672

- (a) In 2009, we included DSU awards, which vested at grant date, within the Options Exercised and Shares Vested in 2009 table. Starting in 2010 and continuing in 2013, we have included the DSU award information in the *Nonqualified Deferred Compensation in 2013* table to more accurately reflect the form of the awards.
- (b) The NEOs had outstanding DSU award values at December 31, 2012, of \$19,859,733 for Mr. Carpenter, \$5,121,993 for Mr. Brown, \$6,107,921 for Ms. Yastine, \$4,241,966 for Mr. Muir, \$2,181,498 for Mr. Solomon, and \$3,006,041 for Mr. Mackey.
- (c) Ally maintains a nonqualified benefit equalization plan for highly-compensated employees, including the NEOs. This plan is a nonqualified savings plan designed to allow for the equalization of benefits for highly compensated employees under the Ally 401(k) Program when such employees' contribution and benefit levels exceed the maximum limitations on contributions and benefits imposed by Section 2004 of the Employee Retirement Income Security Act of 1974, as amended, and Section 401(a)(17) and 415 of the Internal Revenue Code of 1986, as amended. This plan is maintained as an unfunded plan and all expenses for administration of the plan and payment of amounts to participants are borne by Ally. Each participant is credited with earnings based on a set of investment options selected by the participant similar to 401(k) investment option to all employees. Pursuant to the Special Master's Determination Letter dated October 22, 2009, contributions to this plan were suspended. Therefore, the amounts shown reflect contributions made by the Company prior to receipt of the Determination Letter.

Executive Compensation Post-employment and Termination Benefits

As a condition to participating in TARP, Ally's NEOs and next five highest paid employees waived any right to severance in the event of their termination of employment. These waivers apply until Ally repays its TARP obligations to Treasury.

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Ally Financial Inc. 2014 Incentive Compensation Plan

We have adopted the Ally Financial Inc. 2014 Incentive Compensation Plan (the "2014 Incentive Plan"), which allows us to grant an array of equity-based and cash incentive awards to our NEOs and other employees and service providers (other than our non-employee directors). The purpose of the 2014 Incentive Plan is to motivate and reward those employees and other individuals who are expected to contribute significantly to our success.

Plan Term. The 2014 Incentive Plan expires after ten years, unless prior to that date the maximum number of our common shares available for issuance under the 2014 Incentive Plan has been issued or our Board of Directors terminates the 2014 Incentive Plan.

Authorized Shares. Subject to adjustment as described below, the maximum number of shares of our common stock available for issuance under the 2014 Incentive Plan, including shares of our common stock to be issued in respect of stock-settled awards granted under the 2014 Executive Performance Plan (discussed below), shall not exceed 7% of the number of our fully diluted shares outstanding immediately following the closing of this offering. No participant may receive under the 2014 Incentive Plan in any three consecutive calendar years stock options and stock appreciation rights that relate to more than 1% of our fully diluted shares outstanding immediately following such closing. Further, in any three consecutive year period, no participant may receive awards of restricted stock, restricted stock units, performance awards and other stock-based awards (to the extent that such awards are denominated in shares and intended to qualify as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code")) that relate to more than 0.3% of the number of our fully diluted shares outstanding immediately following such closing. Generally, if an award expires or is canceled, forfeited or settled in cash, then the shares covered by such award again will be available for issuance under the 2014 Incentive Plan. Shares tendered or withheld in payment of an exercise price or for withholding taxes also again will be available for issuance under the 2014 Incentive Plan. It is currently contemplated that all outstanding restricted stock unit awards granted after January 1, 2010 will settle in shares, the number of which will count toward the share availability of the 2014 Incentive Plan described above.

Administration. The Committee or such other committee of the Board of Directors as may be designated by the Board of Directors (collectively referred to as the "Committee") administers the 2014 Incentive Plan and has authority to select individuals to whom awards are granted and determine the types of awards and number of shares covered and the terms and conditions of awards, including the applicable vesting schedule, performance conditions and whether the award will settle in cash or shares.

Types of Awards. The 2014 Incentive Plan provides for grants of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards (cash-based and share-based) and other stock-based awards.

Stock Options. A stock option is a contractual right to purchase shares at a future date at a specified exercise price. Generally, the per share exercise price of a stock option will be determined by the Committee but may not be less than the closing price of a share of our common stock on the grant date. The Committee will determine the date after which each stock option may be exercised and the expiration date of each option; however, no stock option will be exercisable more than ten years from the grant date unless, in the case of non-incentive stock options, the option would otherwise expire during a period during which trading in our common stock is prohibited as a matter of law or company policy, in which case such option will expire 30 days after the end of such prohibition. Stock options that are intended to qualify as incentive stock options must meet the requirements of Section 422 of the Code.

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Stock Appreciation Rights. A stock appreciation right is a contractual right to receive, in cash or shares, an amount equal to the appreciation of one share of our common stock from the grant date. Any stock appreciation right will be granted subject to the same terms and conditions as apply to stock options, as described above.

Restricted Stock. Restricted stock is an award of shares of our common stock that are subject to restrictions on transfer and a substantial risk of forfeiture.

Restricted Stock Units. Restricted stock units represent a contractual right to receive the value of a share of our common stock at a future date, subject to specified vesting and other restrictions.

Performance Awards. Performance awards, which may be denominated in cash or shares, will be earned upon the satisfaction of performance conditions specified by the Committee, which has authority to specify that any other award granted under the 2014 Incentive Plan will constitute a performance award by conditioning the exercisability or settlement of the award upon the satisfaction of performance conditions. The performance conditions with respect to awards that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code will be limited to overhead costs, general and administration expense, market price of our common stock, cash flow, reserve value, net asset value, earnings, net income, operating income, cash from operations, revenue growth, margin, EBITDA (earnings before interest, taxes, depreciation and amortization), net capital employed, return on assets, stockholder return, reserve replacement, return on equity, return on capital employed, production, assets, unit volume, sales, market share, or strategic business criteria consisting of one or more objectives based on meeting specified goals relating to acquisitions or divestitures, as consistently applied by us where applicable. These performance criteria may be measured on an absolute (*e.g.*, plan or budget) or relative basis. Relative performance may be measured against a group of peer companies, a financial market index or other acceptable objective and quantifiable indices. The amount of any performance awards denominated in cash that is intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code that may be earned in any calendar year may not exceed \$10,000,000.

Other Stock-Based Awards. The Committee is authorized to grant other stock-based awards, which may be denominated in our common shares or factors that may influence the value of our common shares, including convertible or exchangeable debt securities, other rights convertible or exchangeable into shares, purchase rights for shares, awards with value and payment contingent upon our performance or business units or any other factors designated by the Committee, including grants of our unrestricted common shares in settlement of awards granted under our 2014 Executive Performance Plan or any successor thereto.

Eligibility. Our employees, consultants, advisors and other service providers (other than our non-employee directors) are eligible to receive awards under the 2014 Incentive Plan.

Adjustments. If necessary to prevent dilution or enlargement of benefits or potential benefits under the 2014 Incentive Plan, the Committee will adjust equitably the terms of any outstanding awards and the number of our common shares issuable under the 2014 Incentive Plan to reflect any change in our common shares resulting from a dividend or other distribution, recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of our common shares or other securities or any other similar corporate transaction or event affecting our common shares.

Termination of Service and Change in Control. Except as otherwise provided in an award agreement, all unvested awards will be forfeited upon a participant's termination of service other than death, disability, retirement, termination as a result of a sale of a business unit, termination by us without cause and a qualifying termination by the participant (as such terms are defined in the 2014 Incentive Plan), in which events all or portions of the participant's unvested

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awards will become nonforfeitable and options and stock appreciation rights will be immediately exercisable and will remain outstanding for one year from the date of termination of service. In the event of a change in control (as defined in the 2014 Incentive Plan), all outstanding stock options, stock appreciation rights, restricted stock and restricted stock units not continued in effect or converted into similar awards of the survivor or successor corporation will vest upon the change in control, and all outstanding stock options, stock appreciation rights, restricted stock and restricted stock units so continued or converted will vest upon the occurrence of the participant's termination of service without cause or a qualifying termination by him or her within twelve months following the change in control.

Amendment and Termination. Our Board of Directors may amend, alter, suspend, discontinue or terminate the 2014 Incentive Plan, subject to approval of our shareholders if required by the rules of the stock exchange on which our common shares are principally traded or by applicable law. The Committee may amend, alter, suspend, discontinue or terminate any outstanding award. However, no such board or Committee action that would materially adversely affect the rights of a holder of an outstanding award may be taken without the holder's consent. The Committee also may not lower the per share exercise price of a stock option or stock appreciation right or cancel a stock option or a stock appreciation right in exchange for cash or another award when the per share exercise price exceeds the fair market value (other than in connection with a change in control or other corporation transaction necessitating an anti-dilution type adjustment in the outstanding stock options or stock appreciation rights).

Initial Awards in Connection with This Offering. In connection with this offering, we plan to make grants of restricted stock units to substantially all of our employees. The grant date fair value of each grant will range from a minimum of \$100 to a maximum of \$1,500, determined by reference to the initial public in this offering for grants made to all employees other than our top 25 most highly compensated employees. These restricted stock units will cliff vest three years from the date of grant and in the case of our U.S.-based employees, settle in shares and in the case of our employees based outside of the United States, settle in cash. Grants of such awards to our top 25 most highly compensated employees will not be made until the Company is no longer subject to TARP, and the number of restricted stock units awarded will be determined by reference to the fair market value of our common shares on the date of the grant.

Ally Financial Inc. 2014 Executive Performance Plan

We have adopted the Ally Financial Inc. 2014 Executive Performance Plan (the 2014 Performance Plan), which allows us to grant incentive compensation awards that are intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code to certain executive officers. The purpose of the 2014 Performance Plan is to attract and retain executive officers who can make significant contributions to our success by providing incentives and financial rewards to such executive officers.

Administration. The Committee administers the 2014 Performance Plan and has authority to select plan participants, determine the terms and conditions of each incentive award granted under the 2014 Performance Plan, certify the calculation of performance metrics based on which the awards are paid and the amount payable to each participant, determine the time when incentive awards will be paid and the form of such payment, determine whether and to what extent any incentive award will be reduced based on such factors as the Committee deems appropriate in its discretion, determine whether payment of awards may be in cash, in shares of our common stock issuable under our 2014 Incentive Plan, or may be deferred, interpret and administer the 2014 Performance Plan and any instrument or agreement entered into in connection with the 2014 Performance Plan, correct any defect, supply any omission or reconcile any inconsistency in the 2014 Performance Plan or any incentive award in the manner and to the extent that the Committee deems desirable to carry it into effect, establish such rules and regulations and appoint such agents as it deems appropriate for the proper administration of the 2014 Performance Plan, and make any other determination and take any other action that the Committee deems necessary or desirable for administration of the 2014 Performance Plan.

Eligibility. Participants of the 2014 Performance Plan are our Chief Executive Officer and other executive officers of the Company or a subsidiary selected by the Committee.

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Performance Period. The performance period underlying each incentive award will be our fiscal year or another period not exceeding five years in length established by the Committee. No later than 90 days after the commencement of each fiscal year, the Committee will designate one or more performance periods for such fiscal year as well as the participants for such performance period(s).

Incentive Awards. The incentive award will not exceed 3.0%, in the case of our Chief Executive Officer and 1.5%, in the case of each other participant, of our net income after taxes as reported on a consolidated basis in our audited financial statements for each calendar year in the performance period (with such adjustments not inconsistent with Section 162(m) of the Code as the Committee may deem appropriate, and proportionately adjusted for any portion of the performance period that is less than a full calendar year). The amount of incentive award actually paid to a participant will be determined by the Committee based on factors it deems appropriate and may not exceed the original amount of the incentive award established using the formula above.

Termination of Service. All unpaid incentive awards will be forfeited upon a participant's termination of service, except that in the event of the participant's death, disability, retirement, termination by us without cause and a qualifying termination (as such terms are defined in the 2014 Incentive Plan) during a performance period, the Committee may proportionately reduce the incentive award payable to such participant based on the period of his or her actual employment during the applicable performance period.

Amendment and Termination. Our Board of Directors may alter, amend, suspend or terminate the 2014 Performance Plan, subject to approval of our shareholders if required by the rules of the stock exchange on which our common shares are principally traded or by applicable law, including Section 162(m) of the Code. No amendment to, or termination of, the 2014 Performance Plan may materially impair the rights of a participant under any incentive award previously granted without such participant's consent.

Ally Financial Inc. Employee Stock Purchase Plan

We have adopted the Ally Financial Inc. Employee Stock Purchase Plan (the "ESPP"), the purpose of which is to provide our employees with an opportunity to purchase our stock at a discount and thus encourage broad-based employee ownership of our stock. The ESPP is intended to qualify as an employee stock purchase plan for purposes of Section 423 of the Code.

Authorized Shares. The aggregate number of shares authorized for sale under the ESPP will not exceed 1% of our fully diluted shares outstanding immediately following the closing of this offering.

Administration. The Committee administers the ESPP and has authority to interpret, construe, apply and make final determinations regarding the ESPP, including authority to determine eligibility under the ESPP and the terms and conditions of any purchase right under the ESPP.

Offering Period. The initial offering period under the ESPP will commence on the first trading day following the closing of this offering. This initial offering period will expire not sooner than six months after the consummation of this offering. Subsequently, the ESPP will have consecutive offering periods with a new offering period commencing approximately every six months, as determined by the Committee.

Eligibility. Any of our active employees (including active employees of our designated subsidiaries on a given offering date (*i.e.*, the first trading day of an offering period) is eligible to participate in the ESPP; however, employees who are citizens or residents of a non-U.S. jurisdiction may be excluded from participation in the ESPP or an offering if participation is prohibited under applicable local law or if complying with applicable local laws would cause the ESPP or an offering to violate Section 423 of the Code. Additionally, no employee may be granted a purchase right under the ESPP if immediately after the grant such employee would own our capital stock and/or hold outstanding purchase rights to purchase capital stock possessing 5% or more of the total combined voting

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power or value of all classes of our capital stock, or if his or her rights to purchase capital stock under all of our employee stock purchase plans accrues at a rate that exceeds \$25,000 worth of such stock (determined at the fair market value of the shares of such stock at the time such purchase right is granted) for each calendar year in which such purchase right is both outstanding and exercisable.

Enrollment and Contribution. An eligible employee may become a participant in the ESPP by completing, within the prescribed enrollment period prior to the applicable offering date, a participation election, at which time he or she may elect to have payroll deductions made on each pay day during the applicable offering period in an amount not exceeding 10% of the compensation he or she receives on each pay day during the offering period. In the case of the initial offering period, each eligible employee will be automatically enrolled in the ESPP prior to the initial offering date, and will be permitted to continue to participate in the ESPP only by making a participant election after the closing of this offering and following our filing of an appropriate Securities Act registration statement relating to shares to be offered under the ESPP.

Purchase Right. On the offering date of each offering period, each eligible employee participating in the offering period will be granted a right to purchase on the purchase date (*i.e.*, the last trading day of the offering period) a number of shares determined by dividing such employee's payroll deductions accumulated prior to the purchase date by the applicable purchase price, which will be no less than the lower of 85% of the closing price of a share of our common stock on the offering date (in the case of the initial ESPP offering period, 85% of the initial price to the public in this offering) or 85% of the closing price of a share of our common stock on the purchase date.

Purchase of Shares. On the purchase date, the maximum number of shares that may be purchased with the accumulated payroll deductions in the participant's account will be purchased for the participant at the applicable purchase price (as described above). Fractional shares may not be purchased, and any payroll deductions accumulated in a participant's account that are not sufficient to purchase a full share will, at our discretion, be returned to the participant or be retained in the participant's account for the subsequent offering period.

Delivery of Shares. As soon as reasonably practicable after each purchase date on which a purchase occurs, we will arrange for the delivery to each participant of the shares purchased to the participant's brokerage or plan account in a form determined by us.

Withdrawal. A participant may withdraw all, but not less than all, the payroll deductions credited to his or her account and not yet used to purchase shares under the ESPP by giving notice in a form or manner and time prescribed by us prior each purchase date.

Termination of Employment. Unless otherwise determined by us, upon a participant's employment termination for any reason, he or she will be deemed to have elected to withdraw from the ESPP and the payroll deductions credited to his or her account during the offering period but not yet used to purchase shares under the ESPP will be returned to him or her.

Change in Control. In the event of a change in control (as defined in the ESPP), the offering period then in progress will be shortened and end on a new purchase date, which will be before the date of the proposed merger or change in control. We will notify each participant in writing, at least ten business days prior to the new purchase date, that the purchase date for the applicable period has been changed to the new purchase date and that shares will be purchased automatically for the participant on the new purchase date. The Committee may provide for an alternative process that provides participants with the economic equivalent of the benefits described above.

Adjustments. The Committee may proportionately adjust the maximum number of shares available under the ESPP, the maximum number of shares each participant may purchase during the offering period or over a calendar year under the \$25,000 limitation and the per share price used to determine the purchase price for

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any increase or decrease in the number of issued shares resulting from any nonreciprocal transaction between us and our stockholders (*e.g.*, a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend) that affects our common stock or the price of our common stock and cause a change in the per share value of the shares underlying outstanding purchase rights.

Amendment and Termination. Subject to any applicable law or government regulation and to the rules of the stock exchange on which our common shares are principally traded, our Board of Directors may amend, modify, suspend or terminate the ESPP without the approval of our shareholders; however, no amendment may make any change in any purchase right previously granted that adversely affects the rights of any participant without the consent of the affected participant. To comply with Section 423 of the Code, we will obtain shareholder approval of any amendment in such a manner and to such a degree as required. Without shareholder approval and without regard to whether any participant rights may be considered to have been adversely affected, the Committee may change the offering periods, limit the frequency or number of changes in the amount withheld during an offering period, establish the exchange rate applicable to amounts withheld in a currency other than U.S. dollars, permit payroll withholding in excess of the amount designated by a participant to adjust for delays or mistakes in our processing of any properly completed participation election, establish reasonable waiting and adjustment periods, accounting, or crediting procedures to ensure that amounts applied toward the purchase of shares for each participant properly correspond with amounts withheld from the participant's compensation and establish such other limitations or procedures as the CNG Committee determines.

Director Compensation

Employee directors do not receive any separate compensation for their Board activities. Non-employee directors receive the compensation described below.