

Ally Financial Inc.  
Form 10-Q  
November 09, 2010  
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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2010, or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to .**

**Commission file number: 1-3754**

**ALLY FINANCIAL INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**38-0572512**  
*(I.R.S. Employer  
Identification No.)*

**200 Renaissance Center  
P.O. Box 200, Detroit, Michigan**

**48265-2000**

*(Address of principal executive offices)*

*(Zip Code)*

**(866) 710-4623**

*(Registrant's telephone number, including area code)*

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing for the past 90 days.

Yes ☒ No ☐

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for a shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated 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. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

At November 8, 2010, the number of shares outstanding of the Registrant's common stock was 799,120 shares.

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED STATEMENT OF INCOME (unaudited)**

|  | <b>Three months ended<br/>September 30,</b> |                 | <b>Nine months ended<br/>September 30,</b> |                 |
|--|---|-----------------|--|-----------------|
| <i>(\$ in millions)</i>  | <b>2010</b>                                 | <b>2009</b>     | <b>2010</b>                                | <b>2009</b>     |
| <b>Financing revenue and other interest income</b>                 |   |                 |  |                 |
| Finance receivables and loans                                      |   |                 |  |                 |
| Consumer   | <b>\$ 1,149</b>                             | <b>\$ 1,124</b> | <b>\$ 3,407</b>                            | <b>\$ 3,532</b> |
| Commercial   | <b>470</b>                                  | <b>407</b>      | <b>1,361</b>                               | <b>1,259</b>    |
| Notes receivable from General Motors                               | <b>40</b>                                   | <b>55</b>       | <b>135</b>                                 | <b>144</b>      |
| Total finance receivables and loans                                | <b>1,659</b>                                | <b>1,586</b>    | <b>4,903</b>                               | <b>4,935</b>    |
| Loans held-for-sale  | <b>153</b>                                  | <b>114</b>      | <b>524</b>                                 | <b>282</b>      |
| Interest on trading securities                                     | <b>5</b>                                    | <b>62</b>       | <b>12</b>                                  | <b>119</b>      |
| Interest and dividends on available-for-sale investment securities | <b>88</b>                                   | <b>49</b>       | <b>279</b>                                 | <b>162</b>      |
| Interest-bearing cash  | <b>22</b>                                   | <b>19</b>       | <b>54</b>                                  | <b>88</b>       |
| Other interest income, net   |   | <b>1</b>        |  | <b>56</b>       |
| Operating leases   | <b>855</b>                                  | <b>1,386</b>    | <b>3,029</b>                               | <b>4,491</b>    |
| Total financing revenue and other interest income                  | <b>2,782</b>                                | <b>3,217</b>    | <b>8,801</b>                               | <b>10,133</b>   |
| <b>Interest expense</b>  |   |                 |  |                 |
| Interest on deposits   | <b>172</b>                                  | <b>178</b>      | <b>485</b>                                 | <b>535</b>      |
| Interest on short-term borrowings                                  | <b>110</b>                                  | <b>121</b>      | <b>322</b>                                 | <b>464</b>      |
| Interest on long-term debt   | <b>1,451</b>                                | <b>1,449</b>    | <b>4,295</b>                               | <b>4,685</b>    |
| Total interest expense   | <b>1,733</b>                                | <b>1,748</b>    | <b>5,102</b>                               | <b>5,684</b>    |
| Depreciation expense on operating lease assets                     | <b>454</b>                                  | <b>894</b>      | <b>1,636</b>                               | <b>3,007</b>    |
| Net financing revenue  | <b>595</b>                                  | <b>575</b>      | <b>2,063</b>                               | <b>1,442</b>    |
| <b>Other revenue</b>   |   |                 |  |                 |
| Servicing fees   | <b>404</b>                                  | <b>379</b>      | <b>1,173</b>                               | <b>1,176</b>    |
| Servicing asset valuation and hedge activities, net                | <b>(27)</b>                                 | <b>(110)</b>    | <b>(181)</b>                               | <b>(687)</b>    |
| Total servicing income, net  | <b>377</b>                                  | <b>269</b>      | <b>992</b>                                 | <b>489</b>      |
| Insurance premiums and service revenue earned                      | <b>470</b>                                  | <b>510</b>      | <b>1,415</b>                               | <b>1,501</b>    |
| Gain on mortgage and automotive loans, net                         | <b>326</b>                                  | <b>177</b>      | <b>863</b>                                 | <b>666</b>      |
| (Loss) gain on extinguishment of debt                              | <b>(2)</b>                                  | <b>10</b>       | <b>(123)</b>                               | <b>667</b>      |
| Other gain on investments, net                                     | <b>104</b>                                  | <b>216</b>      | <b>339</b>                                 | <b>299</b>      |
| Other income, net of losses  | <b>181</b>                                  | <b>229</b>      | <b>456</b>                                 | <b>(94)</b>     |
| Total other revenue  | <b>1,456</b>                                | <b>1,411</b>    | <b>3,942</b>                               | <b>3,528</b>    |
| <b>Total net revenue</b>   | <b>2,051</b>                                | <b>1,986</b>    | <b>6,005</b>                               | <b>4,970</b>    |
| <b>Provision for loan losses</b>                                   | <b>9</b>                                    | <b>680</b>      | <b>375</b>                                 | <b>2,543</b>    |

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|   |               |                 |               |                   |
|---|---------------|-----------------|---------------|-------------------|
| <b>Noninterest expense</b>  |               |                 |               |                   |
| Compensation and benefits expense   | 393           | 416             | 1,208         | 1,170             |
| Insurance losses and loss adjustment expenses                                       | 229           | 254             | 664           | 800               |
| Other operating expenses  | 1,094         | 1,496           | 2,805         | 3,577             |
| Total noninterest expense   | 1,716         | 2,166           | 4,677         | 5,547             |
| <b>Income (loss) from continuing operations before income tax expense (benefit)</b> |               |                 |               |                   |
|   | 326           | (860)           | 953           | (3,120)           |
| Income tax expense (benefit) from continuing operations                             | 48            | (291)           | 117           | 681               |
| <b>Net income (loss) from continuing operations</b>                                 | <b>278</b>    | <b>(569)</b>    | <b>836</b>    | <b>(3,801)</b>    |
| (Loss) income from discontinued operations, net of tax                              | (9)           | (198)           | 160           | (1,544)           |
| <b>Net income (loss)</b>  | <b>\$ 269</b> | <b>\$ (767)</b> | <b>\$ 996</b> | <b>\$ (5,345)</b> |

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED BALANCE SHEET (unaudited)**

| <i>(\$ in millions)</i>   | <b>September 30, 2010</b> | <b>December 31, 2009</b> |
|---|---------------------------|--------------------------|
| <b>Assets</b>   |                           |                          |
| Cash and cash equivalents   |                           |                          |
| Noninterest-bearing   | \$ 1,414                  | \$ 1,840                 |
| Interest-bearing  | 11,175                    | 12,948                   |
| Total cash and cash equivalents                                   | 12,589                    | 14,788                   |
| Trading securities  | 211                       | 739                      |
| Investment securities   |                           |                          |
| Available-for-sale  | 11,925                    | 12,155                   |
| Held-to-maturity  |                           | 3                        |
| Total investment securities                                       | 11,925                    | 12,158                   |
| Loans held-for-sale, net (\$6,978 and \$5,545 fair value elected) | 13,265                    | 20,625                   |
| Finance receivables and loans, net                                |                           |                          |
| Consumer (\$2,948 and \$1,303 fair value elected)                 | 60,185                    | 42,849                   |
| Commercial  | 38,050                    | 33,941                   |
| Notes receivable from General Motors                              | 483                       | 911                      |
| Allowance for loan losses   | (2,054)                   | (2,445)                  |
| Total finance receivables and loans, net                          | 96,664                    | 75,256                   |
| Investment in operating leases, net                               | 10,213                    | 15,995                   |
| Mortgage servicing rights   | 2,746                     | 3,554                    |
| Premiums receivable and other insurance assets                    | 2,169                     | 2,720                    |
| Other assets  | 21,817                    | 19,887                   |
| Assets of operations held-for-sale                                | 1,592                     | 6,584                    |
| Total assets  | \$ 173,191                | \$ 172,306               |
| <b>Liabilities</b>  |                           |                          |
| Deposit liabilities   |                           |                          |
| Noninterest-bearing   | \$ 2,547                  | \$ 1,755                 |
| Interest-bearing  | 35,410                    | 30,001                   |
| Total deposit liabilities   | 37,957                    | 31,756                   |
| Debt  |                           |                          |
| Short-term borrowings   | 5,914                     | 10,292                   |
| Long-term debt (\$2,793 and \$1,293 fair value elected)           | 87,547                    | 88,021                   |
| Total debt  | 93,461                    | 98,313                   |
| Interest payable  | 1,824                     | 1,637                    |
| Unearned insurance premiums and service revenue                   | 2,937                     | 3,192                    |
| Reserves for insurance losses and loss adjustment expenses        | 922                       | 1,215                    |
| Accrued expenses and other liabilities                            | 14,370                    | 10,456                   |
| Liabilities of operations held-for-sale                           | 743                       | 4,898                    |
| Total liabilities   | 152,214                   | 151,467                  |

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|   |    |                |            |
|---|----|----------------|------------|
| <b>Equity</b>                                       |    |                |            |
| Common stock and paid-in capital                    |    | <b>13,838</b>  | 13,829     |
| Preferred stock held by U.S. Department of Treasury |    | <b>10,893</b>  | 10,893     |
| Preferred stock                                     |    | <b>1,287</b>   | 1,287      |
| Accumulated deficit                                 |    | <b>(5,480)</b> | (5,630)    |
| Accumulated other comprehensive income              |    | <b>439</b>     | 460        |
| <b>Total equity</b>                                 |    | <b>20,977</b>  | 20,839     |
|   |    |                |            |
| Total liabilities and equity                        | \$ | <b>173,191</b> | \$ 172,306 |

**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED BALANCE SHEET (unaudited)**

The assets of consolidated variable interest entities that can be used only to settle obligations of the consolidated variable interest entities and the liabilities of these entities for which creditors (or beneficial interest holders) do not have recourse to our general credit at September 30, 2010, were as follows.

*(\$ in millions)*

|   |           |
|---|-----------|
| <b>Assets</b>                               |           |
| Cash and cash equivalents                   |           |
| Noninterest-bearing                         | \$ 3      |
| Loans held-for-sale, net                    | 34        |
| Finance receivables and loans, net          |           |
| Consumer (\$2,948 fair value elected)       | 19,568    |
| Commercial                                  | 12,190    |
| Allowance for loan losses                   | (262)     |
| Total finance receivables and loans, net    | 31,496    |
| Investment in operating leases, net         | 1,803     |
| Other assets                                | 4,718     |
| Assets of operations held-for-sale          | 86        |
| Total assets                                | \$ 38,140 |
| <b>Liabilities</b>                          |           |
| <b>Debt</b>                                 |           |
| Short-term borrowings                       | \$ 1,265  |
| Long-term debt (\$2,793 fair value elected) | 26,976    |
| Total debt                                  | 28,241    |
| Interest payable                            | 28        |
| Accrued expenses and other liabilities      | 551       |
| Liabilities of operations held-for-sale     | 48        |
| Total liabilities                           | \$ 28,868 |

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.



**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (unaudited)****Nine Months Ended September 30, 2010 and 2009**

|  | Members<br>interests | Preferred<br>interests<br>held by<br>U.S.<br>Department<br>of<br>Treasury | Preferred<br>interests | Retained<br>earnings | Accumulated<br>other<br>comprehensive<br>(loss)<br>income | Total<br>equity | Comprehensive<br>(loss) income |
|--|----------------------|---|------------------------|----------------------|---|-----------------|--------------------------------|
| <i>(\$ in millions)</i>  |                      |   |                        |                      |   |                 |                                |
| Balance at January 1, 2009   | \$ 9,670             | \$ 5,000  | \$ 1,287               | \$ 6,286             | \$ (389)  | \$ 21,854       |                                |
| Capital contributions (a)  | 1,247                |   |                        |                      |   | 1,247           |                                |
| Net loss   |                      |   |                        | (4,578)              |   | (4,578)         | \$ (4,578)                     |
| Preferred interests dividends paid to the<br>U.S. Department of Treasury                           |                      |   |                        | (160)                |   | (160)           |                                |
| Preferred interests dividends  |                      |   |                        | (195)                |   | (195)           |                                |
| Dividends to members (a)   |                      |   |                        | (119)                |   | (119)           |                                |
| Issuance of preferred interests held by<br>U.S. Department of Treasury                             |                      | 7,500   |                        |                      |   | 7,500           |                                |
| Other comprehensive income   |                      |   |                        |                      | 497   | 497             | 497                            |
| Balance at June 30, 2009, before conversion from<br>limited liability company to a corporation (b) | \$ 10,917            | \$ 12,500   | \$ 1,287               | \$ 1,234             | \$ 108  | \$ 26,046       | \$ (4,081)                     |

|   | Common<br>stock and<br>paid-in<br>capital | Preferred<br>stock<br>held by<br>U.S.<br>Department<br>of<br>Treasury | Preferred<br>stock | Retained<br>earnings<br>(accumulated<br>deficit) | Accumulated<br>other<br>comprehensive<br>income | Total<br>equity | Comprehensive<br>(loss)<br>income |
|---|---|---|--------------------|--|---|-----------------|-----------------------------------|
| <i>(\$ in millions)</i>   |   |   |                    |  |   |                 |                                   |
| Balance at June 30, 2009, after conversion from<br>limited liability company to a corporation | \$ 10,917                                 | \$ 12,500   | \$ 1,287           | \$ 1,234   | \$ 108  | \$ 26,046       | \$ (4,081)                        |
| Net loss  |   |   |                    | (767)  |   | (767)           | (767)                             |
| Preferred stock dividends paid to the<br>U.S. Department of Treasury                          |   |   |                    | (271)  |   | (271)           |                                   |
| Preferred stock dividends (a)   |   |   |                    | (103)  |   | (103)           |                                   |
| Dividends to shareholders (a)   |   |   |                    | (260)  |   | (260)           |                                   |
| Other comprehensive income  |   |   |                    |  | 296   | 296             | 296                               |
| Balance at September 30, 2009   | \$ 10,917                                 | \$ 12,500   | \$ 1,287           | \$ (167)   | \$ 404  | \$ 24,941       | \$ (4,552)                        |

**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (unaudited)****Nine Months Ended September 30, 2010 and 2009**

| (\$ in millions)   | Common<br>stock and<br>paid-in<br>capital | Preferred<br>stock<br>held by<br>U.S.<br>Department<br>of<br>Treasury | Preferred<br>stock | Accumulated<br>deficit | Accumulated<br>other<br>comprehensive<br>income | Total<br>equity | Comprehensive<br>income<br>(loss) |
|--|---|---|--------------------|------------------------|---|-----------------|-----------------------------------|
| Balance at January 1, 2010, before<br>cumulative effect of adjustments   | \$ 13,829                                 | \$ 10,893   | \$ 1,287           | \$ (5,630)             | \$ 460  | \$ 20,839       |                                   |
| Cumulative effect of a change in accounting<br>principle, net of tax (c) |   |   |                    | (57)                   | 4   | (53)            |                                   |
| Balance at January 1, 2010, after cumulative<br>effect of adjustments    | \$ 13,829                                 | \$ 10,893   | \$ 1,287           | \$ (5,687)             | \$ 464  | \$ 20,786       |                                   |
| Capital contributions  | 9   |   |                    |                        |   | 9               |                                   |
| Net income   |   |   |                    | 996                    |   | 996             | \$ 996                            |
| Preferred stock dividends paid to the<br>U.S. Department of Treasury     |   |   |                    | (643)                  |   | (643)           |                                   |
| Preferred stock dividends (a)  |   |   |                    | (212)                  |   | (212)           |                                   |
| Dividends to shareholders (a)  |   |   |                    | (8)                    |   | (8)             |                                   |
| Other comprehensive loss   |   |   |                    |                        | (25)  | (25)            | (25)                              |
| Other (d)  |   |   |                    | 74                     |   | 74              |                                   |
| Balance at September 30, 2010  | \$ 13,838                                 | \$ 10,893   | \$ 1,287           | \$ (5,480)             | \$ 439  | \$ 20,977       | \$ 971                            |

(a) Refer to Note 18 to the Condensed Consolidated Financial Statements for further details.

(b) Effective June 30, 2009, we converted from a Delaware limited liability company into a Delaware corporation. Each unit of each class of common membership interest issued and outstanding immediately prior to the conversion was converted into an equivalent number of shares of common stock with substantially the same and preferences as the common membership interests. Upon conversion, holders of our preferred membership interests also received an equivalent number of preferred stock with substantially the same rights and preferences as the former preferred membership interests.

(c) Cumulative effect of change in accounting principle, net of tax, due to adoption of ASU 2009-16, *Accounting for Transfers of Financial Assets*, and ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. Refer to Note 1 for additional information.

(d) Represents a reduction of the estimated payment accrued for tax distributions as a result of the completion of the GMAC LLC U.S. Return of Partnership Income for the tax period January 1, 2009, through June 30, 2009. Refer to Note 18 to the Condensed Consolidated Financial Statements for further details.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (unaudited)**

| Nine months ended September 30, (\$ in millions)                                 | 2010     | 2009       |
|--|----------|------------|
| <b>Operating activities</b>  |          |            |
| Net income (loss)  | \$ 996   | \$ (5,345) |
| Reconciliation of net income (loss) to net cash provided by operating activities |          |            |
| Depreciation and amortization  | 3,246    | 4,746      |
| Operating lease impairment   |          | (117)      |
| Impairment of goodwill and other intangible assets                               |          | 641        |
| Other impairment   | 58       | 226        |
| Amortization and valuation adjustments of mortgage servicing rights              | 1,466    | 191        |
| Provision for loan losses  | 397      | 2,712      |
| Gain on sale of loans, net   | (861)    | (43)       |
| Net gain on investment securities  | (357)    | (22)       |
| Loss (gain) on extinguishment of debt  | 123      | (667)      |
| Originations and purchases of loans held-for-sale                                | (48,828) | (47,775)   |
| Proceeds from sales and repayments of loans held-for-sale                        | 55,046   | 42,387     |
| Net change in:   |          |            |
| Trading securities   | (22)     | 310        |
| Deferred income taxes  | (186)    | 893        |
| Interest payable   | 176      | 197        |
| Other assets   | 976      | 5,738      |
| Other liabilities  | 698      | (874)      |
| Other, net   | (1,388)  | (1,246)    |
| Net cash provided by operating activities  | 11,540   | 1,952      |
| <b>Investing activities</b>  |          |            |
| Purchases of available-for-sale securities                                       | (15,902) | (17,288)   |
| Proceeds from sales of available-for-sale securities                             | 13,380   | 6,669      |
| Proceeds from maturities of available-for-sale securities                        | 3,646    | 3,282      |
| Net (increase) decrease in finance receivables and loans                         | (12,423) | 9,813      |
| Proceeds from sales of finance receivables and loans                             | 2,554    | 457        |
| Change in notes receivable from GM   | 1        | 751        |
| Purchases of operating lease assets  | (2,405)  | (465)      |
| Disposals of operating lease assets  | 6,719    | 4,894      |
| (Purchases) sales of mortgage servicing rights, net                              | (45)     | 7          |
| Sale of business unit, net (a)   | (331)    | 96         |
| Other, net   | 1,203    | 485        |
| Net cash (used in) provided by investing activities                              | (3,603)  | 8,701      |

**Table of Contents****ALLY FINANCIAL INC.****CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (unaudited)**

| Nine months ended September 30, (\$ in millions)  | 2010      | 2009      |
|---|-----------|-----------|
| <b>Financing activities</b>   |           |           |
| Net change in short-term debt   | (4,856)   | (919)     |
| Net increase in bank deposits   | 4,776     | 8,132     |
| Proceeds from issuance of long-term debt  | 32,235    | 23,851    |
| Repayments of long-term debt  | (43,827)  | (51,000)  |
| Proceeds from issuance of preferred stock held by U.S. Department of Treasury                                   |           | 7,500     |
| Proceeds from issuance of common stock  |           | 1,247     |
| Dividends paid  | (862)     | (1,082)   |
| Other, net  | 1,255     | 1,282     |
| Net cash used in financing activities   | (11,279)  | (10,989)  |
| Effect of exchange-rate changes on cash and cash equivalents  | 501       | (28)      |
| Net decrease in cash and cash equivalents   | (2,841)   | (364)     |
| Adjustment for change in cash and cash equivalents of operations held-for-sale (a) (b)                          | 642       | (562)     |
| Cash and cash equivalents at beginning of year  | 14,788    | 15,151    |
| Cash and cash equivalents at September 30,  | \$ 12,589 | \$ 14,225 |
| <b>Supplemental disclosures</b>   |           |           |
| Cash paid for   |           |           |
| Interest  | \$ 4,055  | \$ 4,923  |
| Income taxes  | 377       | 274       |
| Noncash items   |           |           |
| Increase in finance receivables and loans due to a change in accounting principle (c)                           | 17,990    |           |
| Increase in long-term debt due to a change in accounting principle (c)  | 17,054    |           |
| Loans held-for-sale transferred to finance receivables and loans  | 37        | 803       |
| Finance receivables and loans transferred to loans held-for sale  | 596       | 1,421     |
| Finance receivables and loans transferred to other assets   | 187       | 406       |
| Originations of mortgage servicing rights from sold loans   | 628       | 586       |
| Other disclosures   |           |           |
| Proceeds from sales and repayments of mortgage loans held-for-investment originally designated as held-for-sale | 437       | 697       |
| Proceeds from sales of repossessed, foreclosed, and owned real estate   | 396       | 923       |
| Consolidation of loans, net   |           | 1,410     |
| Consolidation of collateralized borrowings  |           | 1,184     |

(a) The amounts for the nine months ended September 30, 2010, are net of cash and cash equivalents of \$1.1 billion of business units at the time of disposition.

(b) Cash flows of operations held-for-sale are reflected within operating, investing, and financing activities in the Condensed Consolidated Statement of Cash Flows. The cash balance of these operations are reported as assets of operations held-for-sale on the Condensed Consolidated Balance Sheet.

(c) Relates to the adoption of ASU 2009-16, *Accounting for Transfers of Financial Assets*, and ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. Refer to Note 1 for additional information.

The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**1. Description of Business, Basis of Presentation, and Changes in Significant Accounting Policies**

Ally Financial Inc. (formerly GMAC Inc. and referred to herein as Ally, we, our, or us) is one of the world's largest automotive financial services companies. On December 24, 2008, we became a bank holding company under the Bank Holding Company Act of 1956, as amended. Our primary banking subsidiary is Ally Bank, which is an indirect wholly owned subsidiary of Ally Financial Inc.

Our accounting and reporting policies conform to accounting principles generally accepted in the United States of America (GAAP). Additionally, where applicable, the policies conform to the accounting and reporting guidelines prescribed by bank regulatory authorities. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and that affect income and expenses during the reporting period. In developing the estimates and assumptions, management uses all available evidence; however, actual results could differ because of uncertainties associated with estimating the amounts, timing, and likelihood of possible outcomes.

The Condensed Consolidated Financial Statements at September 30, 2010, and for the three months and nine months ended September 30, 2010 and 2009, are unaudited but reflect all adjustments that are, in management's opinion, necessary for the fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements (and the related notes) included in our Annual Report on Form 10-K for the year ended December 31, 2009, as filed on February 26, 2010, with the U.S. Securities and Exchange Commission (SEC), as amended by the Current Report on Form 8-K filed with the SEC on October 12, 2010.

**Residential Capital, LLC**

Residential Capital, LLC (ResCap), one of our mortgage subsidiaries, was negatively impacted by the events and conditions in the mortgage banking industry and the broader economy. The market deterioration led to fewer sources of, and significantly reduced levels of, liquidity available to finance ResCap's operations. ResCap is highly leveraged relative to its cash flow and previously recognized credit and valuation losses resulting in a significant deterioration in capital. ResCap's consolidated tangible net worth, as defined, was \$859 million at September 30, 2010, and ResCap remained in compliance with all of its consolidated tangible net worth covenants. For this purpose, consolidated tangible net worth is defined as ResCap's consolidated equity excluding intangible assets. There continues to be a risk that ResCap may not be able to meet its debt service obligations, may default on its financial debt covenants due to insufficient capital, and/or may be in a negative liquidity position in 2010 or future periods.

ResCap actively manages its liquidity and capital positions and is continually working on initiatives to address its debt covenant compliance and liquidity needs including debt maturing in the next twelve months and other risks and uncertainties. ResCap's initiatives could include, but are not limited to, the following: continuing to work with key credit providers to optimize all available liquidity options; possible further reductions in assets and other restructuring activities; focusing production on government and prime conforming products; exploring strategic alternatives such as alliances, joint ventures, and other transactions with third parties with respect to certain ResCap assets and businesses; and continued exploration of opportunities for funding and capital support from Ally and its affiliates. The outcomes of most of these initiatives are to a great extent outside of ResCap's control resulting in increased uncertainty as to their successful execution.

During 2010, we performed a strategic review of our mortgage business. As a result of this, we effectively exited the European mortgage market through the sale of our U.K. and continental Europe operations. The sale of these operations was completed on October 1, 2010. Certain components of the sale were completed on September 30, 2010. Refer to Note 2 for additional information on the sale. We also completed the sale of certain higher-risk legacy mortgage assets and settled representation and warranty claims with certain counterparties. The ongoing focus of our Mortgage operations will be predominately the origination and servicing of conforming mortgages. While the opportunities for further risk mitigation remain, the risk in the Mortgage operations has been materially reduced as compared to recent levels.



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### **ALLY FINANCIAL INC.**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

In the future, Ally and ResCap may take additional actions with respect to ResCap as each party deems appropriate. These actions may include Ally providing or declining to provide additional liquidity and capital support for ResCap; refinancing or restructuring some or all of ResCap's existing debt; the purchase or sale of ResCap debt securities in the public or private markets for cash or other consideration; entering into derivative or other hedging or similar transactions with respect to ResCap or its debt securities; Ally purchasing assets from ResCap; or undertaking corporate transactions such as a tender offer or exchange offer for some or all of ResCap's outstanding debt securities, a merger, sale, asset sales, consolidation, spin-off, distribution, or other business combination or reorganization or similar action with respect to all or part of ResCap and/or its affiliates. In this context, Ally and ResCap typically consider a number of factors to the extent applicable and appropriate including, without limitation, the financial condition, results of operations, and prospects of Ally and ResCap; ResCap's ability to obtain third-party financing; tax considerations; the current and anticipated future trading price levels of ResCap's debt instruments; conditions in the mortgage banking industry and general economic conditions; other investment and business opportunities available to Ally and/or ResCap; and any nonpublic information that ResCap may possess or that Ally receives from ResCap.

ResCap remains heavily dependent on Ally and its affiliates for funding and capital support, and there can be no assurance that Ally or its affiliates will continue such actions or that Ally will choose to execute any further strategic transactions with respect to ResCap, or that any transactions undertaken will be successful.

Although our continued actions through various funding and capital initiatives demonstrate support for ResCap, there are currently no commitments or assurances for future funding and/or capital support. Consequently, there remains substantial doubt about ResCap's ability to continue as a going concern. Should we no longer continue to support the capital or liquidity needs of ResCap or should ResCap be unable to successfully execute other initiatives, it would have a material adverse effect on ResCap's business, results of operations, and financial position.

Ally has extensive financing and hedging arrangements with ResCap that could be at risk of nonpayment if ResCap were to file for bankruptcy. At September 30, 2010, we had approximately \$2.1 billion in secured financing arrangements with ResCap of which approximately \$1.3 billion in loans was utilized. Amounts outstanding under the secured financing and hedging arrangements fluctuate. If ResCap were to file for bankruptcy, ResCap's repayments of its financing facilities, including those with us, could be slower. In addition, we could be an unsecured creditor of ResCap to the extent that the proceeds from the sale of our collateral are insufficient to repay ResCap's obligations to us. It is possible that other ResCap creditors would seek to recharacterize our loans to ResCap as equity contributions or to seek equitable subordination of our claims so that the claims of other creditors would have priority over our claims. In addition, should ResCap file for bankruptcy, our \$859 million investment related to ResCap's equity position would likely be reduced to zero. If a ResCap bankruptcy were to occur and a substantial amount of our credit exposure is not repaid to us, it would have an adverse impact on our near-term net income and capital position, but we do not believe it would have a materially adverse impact on Ally's consolidated financial position over the longer term.

### **Corporate Conversion**

Effective June 30, 2009, we converted (the Conversion) from a Delaware limited liability company to a Delaware corporation pursuant to Section 18-216 of the Delaware Limited Liability Company Act and Section 265 of the Delaware General Corporation Law. In connection with the Conversion, each unit of each class of common and preferred membership interests issued and outstanding immediately prior to the Conversion was converted into shares of capital stock with substantially the same rights and preferences as such membership interests. Refer to Note 17 for additional information regarding the tax impact of the conversion.

### **Recently Adopted Accounting Standards**

#### ***Accounting for Transfers of Financial Assets (ASU 2009-16)***

As of January 1, 2010, we adopted ASU 2009-16 (formerly Statement of Financial Accounting Standards Board (SFAS) No. 166), which amended Accounting Standards Codification (ASC) Topic 860, *Transfers and Servicing*. This standard removes the concept of a qualifying special-purpose entity (QSPE) and creates more stringent conditions for reporting a sale when a portion of a financial asset is transferred. To

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determine if a transfer is to be accounted for as a sale, the transferor must assess whether the transferor and all of the entities included in the transferor's consolidated financial statements surrendered



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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

control of the assets. For partial asset transfers, the transferred portion must represent a pro rata component of the entire asset with no form of subordination. This standard is applied prospectively for transfers that occur on or after the effective date; however, the elimination of the QSPE concept required us to retrospectively assess all current off-balance sheet QSPE structures for consolidation under ASC Topic 810, *Consolidation*, and record a cumulative-effect adjustment to retained earnings for any consolidation change. Retrospective application of ASU 2009-16, specifically the QSPE removal, was assessed as part of the analysis required by ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. Refer to the section below for further information related to ASU 2009-17.

***Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities (ASU 2009-17)***

As of January 1, 2010, we adopted ASU 2009-17 (formerly SFAS No. 167), which amended ASC Topic 810, *Consolidation*. This standard addresses the primary beneficiary assessment criteria for determining whether an entity is required to consolidate a variable interest entity (VIE). This standard requires an entity to determine whether it is the primary beneficiary by performing a qualitative assessment rather than using the quantitative-based model that was required under the previous accounting guidance. The qualitative assessment consists of determining whether the entity has both the power to direct the activities that most significantly impact the VIE's economic performance and the right to receive benefits or obligation to absorb losses that could potentially be significant to the VIE. As a result of the implementation of ASU 2009-16 and ASU 2009-17, several of our securitization structures previously held off-balance sheet were recognized as consolidated entities resulting in a day-one increase of \$17.6 billion to assets and liabilities on our Condensed Consolidated Balance Sheet (\$10.1 billion of the increase related to operations classified as held-for-sale). As part of the day-one entry, there was an immaterial adjustment to our opening equity balance.

***Expanded Disclosures about Fair Value Measurements (ASU 2010-06)***

As of March 31, 2010, we adopted the majority of ASU 2010-06, which amends ASC Topic 820, *Fair Value Measurements*. The ASU requires fair value disclosures for each asset and liability class, disclosures related to inputs and valuation methods for measurements that use Level 2 or Level 3 inputs, disclosures of significant transfers between Levels 1 and 2, and the gross presentation of significant transfers into or out of Level 3 within the Level 3 rollforward. The ASU also requires the gross presentation of purchases, sales, issuances, and settlements within the Level 3 rollforward; however, this specific requirement will be effective for us during the three months ended March 31, 2011. The disclosure requirement by class is a higher level of disaggregation compared to the previous requirement, which was based on the major asset or liability category. While the adoption of ASU 2010-06 expanded our disclosures related to fair value measurements, it did not modify the accounting treatment or measurement of items at fair value and, as such, did not have a material impact on our financial statements.

***Derivatives and Hedging – Scope Exception Related to Embedded Credit Derivatives (ASU 2010-11)***

In March 2010, the FASB issued ASU 2010-11, which clarifies that the transfer of credit risk that is only in the form of subordination of one financial instrument to another financial instrument (such as the subordination of one beneficial interest to another tranche of a securitization) is an embedded derivative feature. The embedded derivative feature should not be subject to potential bifurcation or separate accounting under ASC 815, *Derivatives and Hedging*. In addition, the ASU provides guidance on whether other embedded credit derivatives in financial instruments are subject to bifurcation and separate accounting. ASU 2010-11 was effective for us on July 1, 2010, and the adoption did not have a material impact on our consolidated financial condition or results of operation.

**Recently Issued Accounting Standards**

***Revenue Arrangements with Multiple Deliverables (ASU 2009-13)***

In October 2009, the FASB issued ASU 2009-13, which amends ASC Topic 605, *Revenue Recognition*. The guidance significantly changes the accounting for revenue recognition in arrangements with multiple deliverables and eliminates the residual method, which allocated the discount of a multiple deliverable arrangement among the delivered items. Under the guidance, entities will be required to allocate the total consideration to all deliverables at inception using the relative selling price and to allocate any discount in the arrangement proportionally to each deliverable based on each deliverable's selling price. ASU 2009-13 is effective for revenue arrangements that we enter into or materially modify on or after January 1, 2011. We do not expect the adoption to have a material impact to our consolidated financial condition or results of operation.



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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

***Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses (ASU 2010-20)***

In July 2010, the FASB issued ASU 2010-20, which requires expanded disclosures related to the credit quality of finance receivables and loans. This disclosure will be effective for us during the December 31, 2010, reporting period. The ASU also requires a rollforward of the allowance for loan losses for each reporting period, which will be effective for us during the March 31, 2011, reporting period. Since the guidance relates only to disclosures, adoption will not have a material effect on our consolidated financial condition or results of operation.

**2. Discontinued and Held-for-sale Operations**  
**Discontinued Operations**

During 2009, we committed to sell certain operations of ResCap's International Business Group (IBG). These operations included residential mortgage loan origination, acquisition, servicing, asset management, sale, and securitizations in the United Kingdom and continental Europe (the Netherlands and Germany). During the three months ended June 30, 2010, we classified the U.K. operations as discontinued. The continental Europe operations met the discontinued operations criteria during the three months ended December 31, 2009. On September 30, 2010, and October 1, 2010, we completed the sale of these operations. The components of the sale that were completed on October 1, 2010, were classified as assets and liabilities of operations held-for-sale on our Condensed Consolidated Balance Sheet at September 30, 2010, and were valued consistently with the proceeds received from the sale.

During 2009, we committed to sell the U.S. consumer property and casualty insurance business of our Insurance operations. These operations provided vehicle and home insurance in the United States through a number of distribution channels including independent agents, affinity groups, and the internet. The sale of our U.S. consumer property and casualty insurance business was completed during the first quarter of 2010. Additionally, during 2009, we committed to sell the U.K. consumer property and casualty insurance business. We are in active negotiations and expect to complete the sale during the first half of 2011.

During the three months ended June 30, 2010, we ceased to operate at our International Automotive Finance operations in Australia and Russia and classified them as discontinued.

During 2009, we committed to sell certain operations of our International Automotive Finance operations including our Argentina, Poland, and Ecuador operations and our Masterlease operations in Australia, Belgium, France, Italy, Mexico, the Netherlands, Poland, and the United Kingdom. Our Masterlease operations provide full-service individual leasing and fleet leasing products including maintenance, fleet, and accident management services as well as fuel programs, short-term vehicle rental, and title and licensing services. During 2009, the sales of the Masterlease operations in Italy, Mexico, and the Netherlands were completed. During the three months ended June 30, 2010, we completed the sale of our Poland operations and our Masterlease operations in Australia, Poland, Belgium, and France. In July 2010, we completed the sale of our Argentina operations. We are in active negotiations to complete the sale of our Masterlease operations in the United Kingdom and are awaiting satisfaction of certain closing conditions involving third parties in order to complete the sale of our Ecuador operations. We expect both to be completed within the next six months.

During 2009, we committed to sell the North American-based factoring business of our Commercial Finance Group. On April 30, 2010, the sale of the North American-based factoring business was completed.

We classified these operations as discontinued operations using generally accepted accounting principles in the United States of America, as the associated operations and cash flows will be eliminated from our ongoing operations and we will not have any significant continuing involvement in their operations after the respective sale transactions. For all periods presented, all of the operating results for these operations were removed from continuing operations and are presented separately as discontinued operations, net of tax. The Notes to the Condensed Consolidated Financial Statements were adjusted to exclude discontinued operations unless otherwise noted.

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The pretax income or loss recognized through September 30, 2010, for the discontinued operations, including the direct costs to transact a sale, could differ from the ultimate sales price due to the fluidity of ongoing negotiations, price volatility, changing interest rates, changing foreign currency rates, and future economic conditions.

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### ALLY FINANCIAL INC.

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Selected financial information of discontinued operations is summarized below.

| (\$ in millions)   | Three months ended<br>September 30, |         | Nine months ended<br>September 30, |          |
|--|-------------------------------------|---------|------------------------------------|----------|
|  | 2010                                | 2009    | 2010                               | 2009     |
| <b>Select Mortgage operations</b>                                  |                                     |         |                                    |          |
| Total net revenue (loss)   | \$ 25                               | \$ (29) | \$ 69                              | \$ (615) |
| Pretax (loss) income including direct costs to transact a sale     | (46)                                | (91)    | 56                                 | (861)    |
| Tax expense (benefit)  | 5                                   | (2)     | (3)                                | (2)      |
| <b>Select Insurance operations</b>                                 |                                     |         |                                    |          |
| Total net revenue  | \$ 57                               | \$ 358  | \$ 357                             | \$ 1,112 |
| Pretax income (loss) including direct costs to transact a sale (a) | 3                                   | (52)    | (3)                                | (604)    |
| Tax (benefit)  |                                     | (98)    | (1)                                | (84)     |
| <b>Select International operations</b>                             |                                     |         |                                    |          |
| Total net revenue  | \$ 24                               | \$ 102  | \$ 97                              | \$ 264   |
| Pretax income (loss) including direct costs to transact a sale (a) | 34                                  | (203)   | 92                                 | (201)    |
| Tax (benefit)  | (4)                                 | (47)    | (3)                                | (43)     |
| <b>Select Commercial Finance operations</b>                        |                                     |         |                                    |          |
| Total net revenue  | \$                                  | \$ 17   | \$ 11                              | \$ 32    |
| Pretax income (loss) including direct costs to transact a sale (a) | 1                                   | 2       | 8                                  | (6)      |
| Tax expense  |                                     | 1       |                                    | 1        |

(a) Includes certain income tax activity recognized by Corporate and Other.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Held-for-sale Operations**

The assets and liabilities held-for-sale at September 30, 2010, are summarized below.

| (\$ in millions)   | Select<br>Mortgage<br>operations (a) | Select<br>Insurance<br>operations (b) | Select<br>International<br>operations (c) | Total<br>held-for-sale<br>operations |
|--|--------------------------------------|---------------------------------------|---|--------------------------------------|
| <b>Assets</b>  |                                      |                                       |   |                                      |
| Cash and cash equivalents                                  |                                      |                                       |   |                                      |
| Noninterest-bearing  | \$ 62                                | \$ 11                                 | \$ 1                                      | \$ 74                                |
| Interest-bearing   | 48                                   | 4                                     | 9   | 61                                   |
| Total cash and cash equivalents                            | 110                                  | 15                                    | 10  | 135                                  |
| Trading securities   | 25                                   |                                       |   | 25                                   |
| Investment securities available-for-sale                   |                                      | 474                                   |   | 474                                  |
| Loans held-for-sale, net                                   | 170                                  |                                       |   | 170                                  |
| Finance receivables and loans, net                         |                                      |                                       |   |                                      |
| Consumer   | 314                                  |                                       | 249                                       | 563                                  |
| Allowance for loan losses                                  | (26)                                 |                                       | (2)                                       | (28)                                 |
| Total finance receivables and loans, net                   | 288                                  |                                       | 247                                       | 535                                  |
| Investment in operating leases, net                        |                                      |                                       | 354                                       | 354                                  |
| Premiums receivable and other insurance assets             |                                      | 163                                   |   | 163                                  |
| Other assets   | 185                                  | 142                                   | 23  | 350                                  |
| Impairment on assets of held-for-sale operations           | (307)                                | (206)                                 | (101)                                     | (614)                                |
| Total assets   | \$ 471                               | \$ 588                                | \$ 533                                    | \$ 1,592                             |
| <b>Liabilities</b>   |                                      |                                       |   |                                      |
| <b>Debt</b>  |                                      |                                       |   |                                      |
| Short-term borrowings                                      | \$                                   | \$                                    | \$ 44                                     | \$ 44                                |
| Long-term debt   |                                      |                                       | 121                                       | 121                                  |
| Total debt   |                                      |                                       | 165                                       | 165                                  |
| Interest payable   |                                      |                                       | 1   | 1                                    |
| Unearned insurance premiums and service revenue            |                                      | 127                                   |   | 127                                  |
| Reserves for insurance losses and loss adjustment expenses |                                      | 372                                   |   | 372                                  |
| Accrued expenses and other liabilities                     | 8                                    | 37                                    | 33  | 78                                   |
| Total liabilities  | \$ 8                                 | \$ 536                                | \$ 199                                    | \$ 743                               |

(a) Includes operations of ResCap's International Business Group in continental Europe and in the United Kingdom. These operations were sold on October 1, 2010.

(b) Includes the U.K. consumer property and casualty insurance business and certain international insurance operations.

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(c) Includes the International Automotive Finance operations of Ecuador and Masterlease in the United Kingdom.

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The assets and liabilities of held-for-sale operations at December 31, 2009, are summarized below.

| (\$ in millions)   | Select<br>Mortgage<br>operations (a) | Select<br>Insurance<br>operations (b) | Select<br>International<br>operations (c) | Select<br>Commercial<br>Finance Group<br>operations (d) | Total<br>held-for-sale<br>operations |
|--|--------------------------------------|---------------------------------------|---|---|--------------------------------------|
| <b>Assets</b>  |                                      |                                       |   |   |                                      |
| Cash and cash equivalents                                  |                                      |                                       |   |   |                                      |
| Noninterest-bearing  | \$ 4                                 | \$ 578                                | \$ 33                                     | \$  | \$ 615                               |
| Interest-bearing   | 151                                  |                                       | 11  |   | 162                                  |
| Total cash and cash equivalents                            | 155                                  | 578                                   | 44  |   | 777                                  |
| Trading securities   | 36                                   |                                       |   |   | 36                                   |
| Investment securities available-for-sale                   |                                      | 794                                   |   |   | 794                                  |
| Loans held-for-sale, net                                   | 214                                  |                                       |   |   | 214                                  |
| Finance receivables and loans, net                         |                                      |                                       |   |   |                                      |
| Consumer   | 2,650                                |                                       | 400                                       |   | 3,050                                |
| Commercial   |                                      |                                       | 246                                       | 233   | 479                                  |
| Notes receivable from General Motors                       |                                      |                                       | 14  |   | 14                                   |
| Allowance for loan losses                                  | (89)                                 |                                       | (11)                                      |   | (100)                                |
| Total finance receivables and loans, net                   | 2,561                                |                                       | 649                                       | 233   | 3,443                                |
| Investment in operating leases, net                        |                                      |                                       | 885                                       |   | 885                                  |
| Mortgage servicing rights                                  | (26)                                 |                                       |   |   | (26)                                 |
| Premiums receivable and other insurance assets             |                                      | 1,126                                 |   |   | 1,126                                |
| Other assets   | 512                                  | 176                                   | 135                                       |   | 823                                  |
| Impairment on assets of held-for-sale operations           | (903)                                | (231)                                 | (324)                                     | (30)  | (1,488)                              |
| Total assets   | \$ 2,549                             | \$ 2,443                              | \$ 1,389                                  | \$ 203  | \$ 6,584                             |
| <b>Liabilities</b>   |                                      |                                       |   |   |                                      |
| Debt   |                                      |                                       |   |   |                                      |
| Short-term borrowings                                      | \$                                   | \$ 34                                 | \$ 57                                     | \$  | \$ 91                                |
| Long-term debt   | 1,749                                |                                       | 237                                       |   | 1,986                                |
| Total debt   | 1,749                                | 34                                    | 294                                       |   | 2,077                                |
| Interest payable   | 3                                    |                                       | 1   |   | 4                                    |
| Unearned insurance premiums and service revenue            |                                      | 517                                   |   |   | 517                                  |
| Reserves for insurance losses and loss adjustment expenses |                                      | 1,471                                 |   |   | 1,471                                |
| Accrued expenses and other liabilities                     | 430                                  | 84                                    | 128                                       | 187   | 829                                  |
| Total liabilities  | \$ 2,182                             | \$ 2,106                              | \$ 423                                    | \$ 187  | \$ 4,898                             |

(a) Includes the operations of ResCap's International Business Group in continental Europe and in the United Kingdom.



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- (b) Includes the U.S. and U.K. consumer property and casualty insurance businesses.
- (c) Includes the International Automotive Finance operations of Argentina, Ecuador, and Poland and Masterlease in Australia, Belgium, France, Poland, and the United Kingdom.
- (d) Includes the North American-based factoring business of our Commercial Finance Group.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)*****Recurring Fair Value***

The following tables display the assets and liabilities of our held-for-sale operations measured at fair value on a recurring basis. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The tables below display the hedges separately from the hedged items; therefore, they do not directly display the impact of our risk management activities. Refer to Note 19 for descriptions of valuation methodologies used to measure material assets and liabilities at fair value and details of the valuation models, key inputs to these models, and significant assumptions used.

| <b>September 30, 2010 (\$ in millions)</b> | <b>Recurring fair value measurements</b> |                |                |              |
|--|--|----------------|----------------|--------------|
|  | <b>Level 1</b>                           | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
| <b>Assets</b>                              |  |                |                |              |
| Trading securities                         |  |                |                |              |
| Mortgage-backed                            |  |                |                |              |
| Residential                                | \$                                       | \$             | \$ 25          | \$ 25        |
| Total trading securities                   |  |                | 25             | 25           |
| Investment securities                      |  |                |                |              |
| Available-for-sale securities              |  |                |                |              |
| Debt securities                            |  |                |                |              |
| Foreign government                         | 308                                      |                |                | 308          |
| Other                                      |  | 166            |                | 166          |
| Total debt securities                      | 308                                      | 166            |                | 474          |
| Total assets                               | \$ 308                                   | \$ 166         | \$ 25          | \$ 499       |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

| December 31, 2009 (\$ in millions)                        | Recurring fair value measurements |         |         |          |
|---|-----------------------------------|---------|---------|----------|
|   | Level 1                           | Level 2 | Level 3 | Total    |
| <b>Assets</b>   |                                   |         |         |          |
| Trading securities  |                                   |         |         |          |
| Mortgage-backed Residential                               | \$                                | \$      | \$ 36   | \$ 36    |
| Total trading securities                                  |                                   |         | 36      | 36       |
| Investment securities                                     |                                   |         |         |          |
| Available-for-sale securities                             |                                   |         |         |          |
| Debt securities   |                                   |         |         |          |
| U.S. Treasury and federal agencies                        | 243                               | 2       |         | 245      |
| States and political subdivisions                         |                                   | 24      |         | 24       |
| Foreign government  | 329                               |         |         | 329      |
| Corporate debt securities                                 |                                   | 7       |         | 7        |
| Other   |                                   | 189     |         | 189      |
| Total debt securities                                     | 572                               | 222     |         | 794      |
| Mortgage servicing rights                                 |                                   |         | (26)    | (26)     |
| Other assets  |                                   |         |         |          |
| Interests retained in financial asset sales               |                                   |         | 153     | 153      |
| Fair value of derivative contracts in receivable position |                                   |         |         |          |
| Interest rate contracts                                   |                                   | 60      |         | 60       |
| Total assets  | \$ 572                            | \$ 282  | \$ 163  | \$ 1,017 |
| <b>Liabilities</b>  |                                   |         |         |          |
| Accrued expenses and other liabilities                    |                                   |         |         |          |
| Fair value of derivative contracts in liability position  |                                   |         |         |          |
| Interest rate contracts                                   | \$                                | \$ (40) | \$      | \$ (40)  |
| Total liabilities   | \$                                | \$ (40) | \$      | \$ (40)  |

The following tables present the reconciliation for all Level 3 assets and liabilities of our held-for-sale operations measured at fair value on a recurring basis. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The Level 3 items presented below may be hedged by derivatives and other financial instruments that are classified as Level 1 or Level 2. Thus, the following tables do not fully reflect the impact of our risk management activities.

| (\$ in millions) | Level 3 recurring fair value measurements |   |  |   |   |
|------------------|---|---|--|---|---|
|                  | Fair value<br>at<br>July 1,<br>2010       | Net realized/ unrealized<br>gains (losses)<br><br>included<br>in earnings (a) | Purchases,<br>issuances,<br>and<br>settlements,<br>net | Fair value<br>at<br>September 30,<br>2010 | Net unrealized<br>gains<br>included<br>in<br>earnings<br>still<br>held at |

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September 30,  
2010 (a)

|  |            |    |         |            |       |
|--|------------|----|---------|------------|-------|
| <b>Assets</b>  |            |    |         |            |       |
| Trading securities                                       |            |    |         |            |       |
| Mortgage-backed  |            |    |         |            |       |
| Residential  | \$         | \$ | 3       | \$         | 25    |
| Consumer mortgage finance receivables and loans, net (b) | 8,398      | 7  | (8,405) |            |       |
| Total assets   | \$ 8,398   | \$ | 10      | \$ (8,383) | \$ 25 |
| <b>Liabilities</b>                                       |            |    |         |            |       |
| Secured debt   |            |    |         |            |       |
| On-balance sheet securitization debt (b)                 | \$ (7,857) | \$ | (254)   | \$ 8,111   | \$    |
| Total liabilities  | \$ (7,857) | \$ | (254)   | \$ 8,111   | \$    |

- (a) Reported as (loss) income from discontinued operations, net of tax, in the Condensed Consolidated Statement of Income.  
(b) Carried at fair value due to fair value option elections.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

|  | Level 3 recurring fair value measurements |  |  |                                  | Net unrealized gains                                      |
|--|---|--|--|----------------------------------|---|
|  | Fair value at January 1, 2010             | Net realized/ unrealized gains (losses) included in earnings (a) | Purchases, issuances, and settlements, net | Fair value at September 30, 2010 | included in earnings still held at September 30, 2010 (a) |
| (\$ in millions)   |   |  |  |                                  |   |
| <b>Assets</b>  |   |  |  |                                  |   |
| Trading securities                                       |   |  |  |                                  |   |
| Mortgage-backed Residential                              | \$ 36                                     | \$ 3   | \$ (14)                                    | \$ 25                            | \$ 3  |
| Total trading securities                                 | 36  | 3  | (14)                                       | 25                               | 3   |
| Consumer mortgage finance receivables and loans, net (b) |   | 422  | (422) (c)                                  |                                  |   |
| Mortgage servicing rights                                | (26)                                      |  | 26   |                                  |   |
| Other assets   |   |  |  |                                  |   |
| Interests retained in financial asset sales              | 153                                       |  | (153)                                      |                                  |   |
| Total assets   | \$ 163                                    | \$ 425   | \$ (563)                                   | \$ 25                            | \$ 3  |
| <b>Liabilities</b>                                       |   |  |  |                                  |   |
| Secured debt   |   |  |  |                                  |   |
| On-balance sheet securitization debt (b)                 | \$  | \$ (57)  | \$ 57 (c)                                  | \$                               | \$  |
| Total liabilities  | \$  | \$ (57)  | \$ 57                                      | \$                               | \$  |

(a) Reported as (loss) income from discontinued operations, net of tax, in the Condensed Consolidated Statement of Income.

(b) Carried at fair value due to fair value option elections.

(c) Includes a \$10.1 billion increase due to the adoption of ASU 2009-17 on January 1, 2010. This increase was subsequently offset when the operations were sold on September 30, 2010.

**3. Other Income, Net of Losses**

Details of other income, net of losses, were as follows.

|  | Three months ended September 30, |       | Nine months ended September 30, |       |
|--|----------------------------------|-------|---------------------------------|-------|
|  | 2010                             | 2009  | 2010                            | 2009  |
| (\$ in millions)                                   |                                  |       |                                 |       |
| Mortgage processing fees and other mortgage income | \$ 63                            | \$ 45 | \$ 157                          | \$ 58 |
| Remarketing fees                                   | 37                               | 32    | 104                             | 103   |
| Late charges and other administrative fees         | 35                               | 45    | 107                             | 117   |
| Full-service leasing fees                          | 17                               | 33    | 58                              | 96    |
| Other equity method investments                    | 15                               | 3     | 40                              | 10    |

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|  |               |        |               |         |
|--|---------------|--------|---------------|---------|
| Real estate services, net                        |               | (5)    | <b>8</b>      | (263)   |
| Change due to fair value option elections (a)    | <b>(52)</b>   | (55)   | <b>(181)</b>  | (147)   |
| Fair value adjustment on certain derivatives (b) | <b>(57)</b>   | (31)   | <b>(115)</b>  | (92)    |
| Other, net                                       | <b>123</b>    | 162    | <b>278</b>    | 24      |
|  |               |        |               |         |
| Total other income, net of losses                | <b>\$ 181</b> | \$ 229 | <b>\$ 456</b> | \$ (94) |

(a) Refer to Note 19 for a description of fair value option elections.

(b) Refer to Note 16 for a description of derivative instruments and hedging activities.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****4. Other Operating Expenses**

Details of other operating expenses were as follows.

| (\$ in millions)                                  | Three months ended<br>September 30, |          | Nine months ended<br>September 30, |          |
|---|-------------------------------------|----------|------------------------------------|----------|
|   | 2010                                | 2009     | 2010                               | 2009     |
| Mortgage representation and warranty expense, net | \$ 344                              | \$ 507   | \$ 490                             | \$ 917   |
| Insurance commissions                             | 150                                 | 170      | 446                                | 483      |
| Technology and communications expense             | 118                                 | 133      | 390                                | 434      |
| Professional services                             | 82                                  | 122      | 201                                | 327      |
| Advertising and marketing                         | 49                                  | 50       | 123                                | 124      |
| Vehicle remarketing and repossession              | 43                                  | 46       | 145                                | 151      |
| Lease and loan administration                     | 40                                  | 37       | 107                                | 118      |
| Regulatory and licensing fees                     | 32                                  | 24       | 87                                 | 72       |
| State and local non-income taxes                  | 31                                  | 45       | 92                                 | 100      |
| Premises and equipment depreciation               | 24                                  | 17       | 63                                 | 61       |
| Rent and storage                                  | 22                                  | 28       | 73                                 | 79       |
| Full-service leasing vehicle maintenance costs    | 14                                  | 35       | 50                                 | 99       |
| Restructuring expenses                            | 4                                   | 9        | 61                                 | 9        |
| Other   | 141                                 | 273      | 477                                | 603      |
| Total other operating expenses                    | \$ 1,094                            | \$ 1,496 | \$ 2,805                           | \$ 3,577 |

**5. Trading Securities**

The fair value for our portfolio of trading securities by type was as follows.

| (\$ in millions)         | September 30, 2010 | December 31, 2009 |
|--------------------------|--------------------|-------------------|
| Trading securities       |                    |                   |
| U.S. Treasury            | \$ 75              | \$                |
| Mortgage-backed          |                    |                   |
| Residential              | 46                 | 143               |
| Asset-backed             | 90                 | 596               |
| Total trading securities | \$ 211             | \$ 739            |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****6. Investment Securities**

Our portfolio of securities includes bonds, equity securities, asset- and mortgage-backed securities, notes, interests in securitization trusts, and other investments. The cost, fair value, and gross unrealized gains and losses on available-for-sale and held-to-maturity securities were as follows.

| (\$ in millions)                        | September 30, 2010 |                        |         |            | December 31, 2009 |                        |         |            |
|---|--------------------|------------------------|---------|------------|-------------------|------------------------|---------|------------|
|   | Cost               | Gross unrealized gains | losses  | Fair value | Cost              | Gross unrealized gains | losses  | Fair value |
| <b>Available-for-sale securities</b>    |                    |                        |         |            |                   |                        |         |            |
| Debt securities                         |                    |                        |         |            |                   |                        |         |            |
| U.S. Treasury and federal agencies      | \$ 2,625           | \$ 44                  | \$      | \$ 2,669   | \$ 3,501          | \$ 15                  | \$ (6)  | \$ 3,510   |
| States and political subdivisions       | 4                  |                        |         | 4          | 779               | 36                     | (4)     | 811        |
| Foreign government                      | 1,265              | 36                     | (2)     | 1,299      | 1,161             | 20                     | (8)     | 1,173      |
| Mortgage-backed                         |                    |                        |         |            |                   |                        |         |            |
| Residential (a)                         | 3,655              | 81                     | (5)     | 3,731      | 3,404             | 76                     | (19)    | 3,461      |
| Asset-backed                            | 1,676              | 20                     |         | 1,696      | 1,000             | 7                      | (2)     | 1,005      |
| Corporate debt                          | 1,339              | 59                     | (2)     | 1,396      | 1,408             | 74                     | (9)     | 1,473      |
| Other                                   |                    |                        |         |            | 47                |                        |         | 47         |
| Total debt securities (b)               | 10,564             | 240                    | (9)     | 10,795     | 11,300            | 228                    | (48)    | 11,480     |
| Equity securities                       | 1,166              | 30                     | (66)    | 1,130      | 631               | 52                     | (8)     | 675        |
| Total available-for-sale securities (c) | \$ 11,730          | \$ 270                 | \$ (75) | \$ 11,925  | \$ 11,931         | \$ 280                 | \$ (56) | \$ 12,155  |
| <b>Held-to-maturity securities</b>      |                    |                        |         |            |                   |                        |         |            |
| Total held-to-maturity securities       | \$                 | \$                     | \$      | \$         | \$ 3              | \$                     | \$      | \$ 3       |

(a) Residential mortgage-backed securities include agency-backed bonds totaling \$2,242 million and \$2,248 million at September 30, 2010, and December 31, 2009, respectively.

(b) In connection with certain borrowings and letters of credit relating to certain assumed reinsurance contracts, \$165 million and \$164 million of primarily U.K. Treasury securities were pledged as collateral at September 30, 2010, and December 31, 2009, respectively.

(c) Certain entities related to our Insurance operations are required to deposit securities with state regulatory authorities. These deposited securities totaled \$13 million and \$15 million at September 30, 2010, and December 31, 2009, respectively.

The maturity distribution of available-for-sale debt securities outstanding is summarized in the following tables. Prepayments may cause actual maturities to differ from scheduled maturities.

| September 30, 2010 (\$ in millions)                  | Total  |       | Due in one year or less |       | Due after one year through five years |       | Due after five years through ten years |       | Due after ten years (a) |       |
|--|--------|-------|-------------------------|-------|---------------------------------------|-------|--|-------|-------------------------|-------|
|  | Amount | Yield | Amount                  | Yield | Amount                                | Yield | Amount                                 | Yield | Amount                  | Yield |
| Fair value of available-for-sale debt securities (b) |        |       |                         |       |                                       |       |  |       |                         |       |



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|  |           |      |        |      |          |      |          |      |          |      |
|--|-----------|------|--------|------|----------|------|----------|------|----------|------|
| U.S. Treasury and federal agencies       | \$ 2,669  | 1.4% | \$ 384 | 0.7% | \$ 2,274 | 1.5% | \$ 11    | 3.7% | \$       | %    |
| States and political subdivisions        | 4         | 8.7  |        |      |          |      |          |      | 4        | 8.7  |
| Foreign government                       | 1,299     | 2.9  | 6      | 1.1  | 1,132    | 2.8  | 161      | 3.7  |          |      |
| Mortgage-backed                          |           |      |        |      |          |      |          |      |          |      |
| Residential                              | 3,731     | 4.6  |        |      | 58       | 3.5  | 51       | 4.5  | 3,622    | 4.6  |
| Asset-backed                             | 1,696     | 2.4  | 1      |      | 1,219    | 2.2  | 298      | 2.4  | 178      | 3.5  |
| Corporate debt                           | 1,396     | 4.3  | 25     | 5.4  | 684      | 3.8  | 517      | 4.5  | 170      | 5.2  |
| Total available-for-sale debt securities | \$ 10,795 | 3.2% | \$ 416 | 0.9% | \$ 5,367 | 2.3% | \$ 1,038 | 3.8% | \$ 3,974 | 4.6% |

Amortized cost of available-for-sale debt securities

\$ 10,564      \$ 417      \$ 5,256      \$ 992      \$ 3,899

- (a) Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment options.
- (b) Yields on tax-exempt obligations are computed on a tax-equivalent basis.

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| December 31, 2009 (\$ in millions)                   | Total     |       | Due in one year or less |       | Due after one year through five years |       | Due after five years through ten years |       | Due after ten years (a) |       |
|--|-----------|-------|-------------------------|-------|---------------------------------------|-------|--|-------|-------------------------|-------|
|  | Amount    | Yield | Amount                  | Yield | Amount                                | Yield | Amount                                 | Yield | Amount                  | Yield |
| Fair value of available-for-sale debt securities (b) |           |       |                         |       |                                       |       |  |       |                         |       |
| U.S. Treasury and federal agencies                   | \$ 3,510  | 1.9%  | \$ 103                  | 1.1%  | \$ 3,390                              | 1.9%  | \$ 17                                  | 4.1%  | \$                      | %     |
| States and political subdivisions                    | 811       | 7.0   | 9                       | 7.0   | 175                                   | 7.2   | 147                                    | 7.0   | 480                     | 6.9   |
| Foreign government                                   | 1,173     | 3.8   | 66                      | 1.7   | 872                                   | 3.8   | 229                                    | 4.5   | 6                       | 5.3   |
| Mortgage-backed                                      |           |       |                         |       |                                       |       |  |       |                         |       |
| Residential  | 3,461     | 6.5   |                         |       | 2                                     | 6.5   | 36                                     | 13.0  | 3,423                   | 6.4   |
| Asset-backed   | 1,005     | 2.5   | 34                      | 5.2   | 735                                   | 2.3   | 186                                    | 2.6   | 50                      | 3.9   |
| Corporate debt                                       | 1,473     | 5.2   | 283                     | 3.4   | 575                                   | 5.8   | 570                                    | 5.4   | 45                      | 6.9   |
| Other  | 47        | 3.6   |                         |       | 32                                    | 3.4   | 15                                     | 4.0   |                         |       |
| Total available-for-sale debt securities             | \$ 11,480 | 4.3%  | \$ 495                  | 2.8%  | \$ 5,781                              | 2.8%  | \$ 1,200                               | 5.2%  | \$ 4,004                | 6.5%  |
| Amortized cost of available-for-sale debt securities | \$ 11,300 |       | \$ 473                  |       | \$ 5,728                              |       | \$ 1,169                               |       | \$ 3,930                |       |

(a) Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment options.

(b) Yields on tax-exempt obligations are computed on a tax-equivalent basis.

Certain highly liquid investment securities with maturities of three months or less from the date of purchase are classified as cash equivalents and are composed primarily of money market accounts and short-term securities, including U.S. Treasury bills. The carrying value of cash equivalents approximates fair value. The balance of cash equivalents was \$5.8 billion and \$1.8 billion at September 30, 2010, and December 31, 2009, respectively.

The following table presents gross gains and losses realized upon the sales of available-for-sale securities and other-than-temporary impairment.

| (\$ in millions)                | Three months ended<br>September 30, |        | Nine months ended<br>September 30, |        |
|---------------------------------|-------------------------------------|--------|------------------------------------|--------|
|                                 | 2010                                | 2009   | 2010                               | 2009   |
| Gross realized gains            | \$ 102                              | \$ 112 | \$ 381                             | \$ 247 |
| Gross realized losses           | (2)                                 | (28)   | (25)                               | (86)   |
| Other-than-temporary impairment |                                     |        | (1)                                | (47)   |
| Net realized gains              | \$ 100                              | \$ 84  | \$ 355                             | \$ 114 |

The following table presents interest and dividends on available-for-sale securities.

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| (\$ in millions)   | Three months ended<br>September 30, |       | Nine months ended<br>September 30, |        |
|--|-------------------------------------|-------|------------------------------------|--------|
|  | 2010                                | 2009  | 2010                               | 2009   |
| Taxable interest   | <b>\$ 83</b>                        | \$ 36 | <b>\$ 256</b>                      | \$ 129 |
| Taxable dividends  | <b>5</b>                            | 3     | <b>13</b>                          | 6      |
| Interest and dividends exempt from U.S. federal income tax |                                     | 10    | <b>10</b>                          | 27     |
| Total interest and dividends                               | <b>\$ 88</b>                        | \$ 49 | <b>\$ 279</b>                      | \$ 162 |

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The table below summarizes available-for-sale securities in an unrealized loss position in accumulated other comprehensive income. Based on the methodology described below that was applied to these securities, we believe that the unrealized losses relate to factors other than credit losses in the current market environment. As of September 30, 2010, we do not have the intent to sell the debt securities with an unrealized loss position in accumulated other comprehensive income, and it is not more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. As of September 30, 2010, we had the ability and intent to hold equity securities with an unrealized loss position in accumulated other comprehensive income. As a result, we believe that the securities with an unrealized loss position in accumulated other comprehensive income are not considered to be other-than-temporarily impaired at September 30, 2010.

|  | September 30, 2010     |                    |                        |                    | December 31, 2009      |                    |                        |                    |
|--|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|------------------------|--------------------|
|  | Less than<br>12 months |                    | 12 months<br>or longer |                    | Less than<br>12 months |                    | 12 months<br>or longer |                    |
| (\$ in millions)   | Fair<br>value          | Unrealized<br>loss | Fair<br>value          | Unrealized<br>loss | Fair<br>value          | Unrealized<br>loss | Fair<br>value          | Unrealized<br>loss |
| <b>Available-for-sale securities</b>                     |                        |                    |                        |                    |                        |                    |                        |                    |
| Debt securities  |                        |                    |                        |                    |                        |                    |                        |                    |
| U.S. Treasury and federal agencies                       | \$ 7                   | \$                 | \$                     | \$                 | \$ 1,430               | \$ (6)             | \$                     | \$                 |
| States and political subdivisions                        |                        |                    |                        |                    | 82                     | (2)                | 8                      | (2)                |
| Foreign government securities                            | 58                     | (2)                |                        |                    | 536                    | (8)                |                        |                    |
| Mortgage-backed securities                               | 876                    | (5)                | 1                      |                    | 811                    | (14)               | 6                      | (5)                |
| Asset-backed securities                                  | 2                      |                    | 2                      |                    | 202                    | (1)                | 22                     | (1)                |
| Corporate debt securities                                | 176                    | (2)                |                        |                    | 47                     | (1)                | 120                    | (8)                |
| Other  |                        |                    |                        |                    | 7                      |                    |                        |                    |
| Total temporarily impaired debt securities               | 1,119                  | (9)                | 3                      |                    | 3,115                  | (32)               | 156                    | (16)               |
| Temporarily impaired equity securities                   | 575                    | (64)               | 19                     | (2)                | 115                    | (5)                | 52                     | (3)                |
| Total temporarily impaired available-for-sale securities | \$ 1,694               | \$ (73)            | \$ 22                  | \$ (2)             | \$ 3,230               | \$ (37)            | \$ 208                 | \$ (19)            |

We employ a systematic methodology that considers available evidence in evaluating potential other-than-temporary impairment of our investments classified as available-for-sale. If the cost of an investment exceeds its fair value, we evaluate, among other factors, the magnitude and duration of the decline in fair value, the financial health of and business outlook for the issuer, changes to the rating of the security by a rating agency, the performance of the underlying assets for interests in securitized assets, whether we intend to sell the investment, and whether it is more likely than not we will be required to sell the debt security before recovery of its amortized cost basis.

**7. Loans Held-for-sale, Net**

The composition of loans held-for-sale, net, was as follows.

| (\$ in millions) | September 30, 2010 |         |       | December 31, 2009 |         |       |
|------------------|--------------------|---------|-------|-------------------|---------|-------|
|                  | Domestic           | Foreign | Total | Domestic          | Foreign | Total |

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|                               |           |        |           |           |        |           |
|-------------------------------|-----------|--------|-----------|-----------|--------|-----------|
| Consumer                      |           |        |           |           |        |           |
| Automobile                    | \$ 930    | \$ 119 | \$ 1,049  | \$ 9,417  | \$ 184 | \$ 9,601  |
| 1st Mortgage                  | 11,135    | 143    | 11,278    | 9,269     | 530    | 9,799     |
| Home equity                   | 938       |        | 938       | 1,068     |        | 1,068     |
| Total consumer (a)            | 13,003    | 262    | 13,265    | 19,754    | 714    | 20,468    |
| Commercial                    |           |        |           |           |        |           |
| Commercial and industrial     |           |        |           |           |        |           |
| Other                         |           |        |           |           | 157    | 157       |
| Total loans held-for-sale (b) | \$ 13,003 | \$ 262 | \$ 13,265 | \$ 19,754 | \$ 871 | \$ 20,625 |

- (a) Fair value option-elected domestic residential mortgages were \$7.0 billion and \$5.5 billion at September 30, 2010, and December 31, 2009, respectively. Refer to Note 19 for additional information related to these government- and agency-eligible loans.
- (b) Totals are net of unamortized premiums and discounts and deferred fees and costs of \$148 million and \$318 million at September 30, 2010, and December 31, 2009, respectively.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****8. Finance Receivables and Loans, Net**

The composition of finance receivables and loans, net, before allowance for loan losses was as follows.

| (\$ in millions)                               | September 30, 2010 |                  |                  | December 31, 2009 |                  |                  |
|--|--------------------|------------------|------------------|-------------------|------------------|------------------|
|  | Domestic           | Foreign          | Total            | Domestic          | Foreign          | Total            |
| <b>Consumer</b>                                |                    |                  |                  |                   |                  |                  |
| Automobile                                     | \$ 29,888          | \$ 16,206        | \$ 46,094        | \$ 12,514         | \$ 17,731        | \$ 30,245        |
| 1st Mortgage                                   | 8,653              | 911              | 9,564            | 7,960             | 405              | 8,365            |
| Home equity                                    | 4,527              |                  | 4,527            | 4,238             | 1                | 4,239            |
| <b>Total consumer (a)</b>                      | <b>43,068</b>      | <b>17,117</b>    | <b>60,185</b>    | <b>24,712</b>     | <b>18,137</b>    | <b>42,849</b>    |
| <b>Commercial</b>                              |                    |                  |                  |                   |                  |                  |
| <b>Commercial and industrial</b>               |                    |                  |                  |                   |                  |                  |
| Automobile                                     | 23,576             | 7,529            | 31,105           | 19,601            | 7,035            | 26,636           |
| Mortgage                                       | 2,038              | 75               | 2,113            | 1,572             | 96               | 1,668            |
| Resort finance                                 |                    |                  |                  | 843               |                  | 843              |
| Other  | 2,061              | 375              | 2,436            | 1,845             | 437              | 2,282            |
| <b>Commercial real estate</b>                  |                    |                  |                  |                   |                  |                  |
| Automobile                                     | 2,055              | 243              | 2,298            | 2,008             | 221              | 2,229            |
| Mortgage                                       | 5                  | 93               | 98               | 121               | 162              | 283              |
| <b>Total commercial</b>                        | <b>29,735</b>      | <b>8,315</b>     | <b>38,050</b>    | <b>25,990</b>     | <b>7,951</b>     | <b>33,941</b>    |
| Notes receivable from General Motors           |                    | 483              | 483              | 3                 | 908              | 911              |
| <b>Total finance receivables and loans (b)</b> | <b>\$ 72,803</b>   | <b>\$ 25,915</b> | <b>\$ 98,718</b> | <b>\$ 50,705</b>  | <b>\$ 26,996</b> | <b>\$ 77,701</b> |

(a) Fair value option-elected residential mortgages were \$2.9 billion and \$1.3 billion at September 30, 2010, and December 31, 2009, respectively. Refer to Note 19 for additional information.

(b) Totals are net of unearned income, unamortized premiums and discounts, and deferred fees and costs of \$2.8 billion and \$2.4 billion at September 30, 2010, and December 31, 2009, respectively.

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

| Three months ended September 30, (\$ in millions) | 2010         |              |              | 2009         |              |                |
|---|--------------|--------------|--------------|--------------|--------------|----------------|
|   | Consumer     | Commercial   | Total        | Consumer     | Commercial   | Total          |
| Allowance at July 1,                              | \$ 1,779     | \$ 598       | \$ 2,377     | \$ 2,307     | \$ 994       | \$ 3,301       |
| Provision for loan losses                         | 86           | (77)         | 9            | 537          | 143          | 680            |
| <b>Charge-offs</b>                                |              |              |              |              |              |                |
| Domestic  | (248)        | (98)         | (346)        | (682)        | (244)        | (926)          |
| Foreign   | (46)         | (38)         | (84)         | (158)        | (37)         | (195)          |
| <b>Total charge-offs</b>                          | <b>(294)</b> | <b>(136)</b> | <b>(430)</b> | <b>(840)</b> | <b>(281)</b> | <b>(1,121)</b> |

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|                            |          |        |          |          |        |          |
|----------------------------|----------|--------|----------|----------|--------|----------|
| Recoveries                 |          |        |          |          |        |          |
| Domestic                   | 71       | 4      | 75       | 62       | 5      | 67       |
| Foreign                    | 19       | 2      | 21       | 20       |        | 20       |
| Total recoveries           | 90       | 6      | 96       | 82       | 5      | 87       |
| Net charge-offs            | (204)    | (130)  | (334)    | (758)    | (276)  | (1,034)  |
| Discontinued operations    |          | (1)    | (1)      | 22       | 3      | 25       |
| Other                      | 13       | (10)   | 3        | (2)      | 4      | 2        |
| Allowance at September 30, | \$ 1,674 | \$ 380 | \$ 2,054 | \$ 2,106 | \$ 868 | \$ 2,974 |

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| Nine months ended September 30, (\$ in millions)                | 2010     |            |          | 2009     |            |          |
|---|----------|------------|----------|----------|------------|----------|
|   | Consumer | Commercial | Total    | Consumer | Commercial | Total    |
| Allowance at January 1,   | \$ 1,664 | \$ 781     | \$ 2,445 | \$ 2,536 | \$ 897     | \$ 3,433 |
| Provision for loan losses                                       | 431      | (56)       | 375      | 1,832    | 711        | 2,543    |
| Charge-offs   |          |            |          |          |            |          |
| Domestic  | (795)    | (250)      | (1,045)  | (1,922)  | (716)      | (2,638)  |
| Foreign   | (157)    | (91)       | (248)    | (773)    | (55)       | (828)    |
| Total charge-offs   | (952)    | (341)      | (1,293)  | (2,695)  | (771)      | (3,466)  |
| Recoveries  |          |            |          |          |            |          |
| Domestic  | 257      | 12         | 269      | 172      | 11         | 183      |
| Foreign   | 54       | 11         | 65       | 49       | 5          | 54       |
| Total recoveries  | 311      | 23         | 334      | 221      | 16         | 237      |
| Net charge-offs   | (641)    | (318)      | (959)    | (2,474)  | (755)      | (3,229)  |
| Addition of allowance due to change in accounting principle (a) | 222      |            | 222      |          |            |          |
| Discontinued operations   | (1)      | (3)        | (4)      | 160      | 6          | 166      |
| Other   | (1)      | (24)       | (25)     | 52       | 9          | 61       |
| Allowance at September 30,                                      | \$ 1,674 | \$ 380     | \$ 2,054 | \$ 2,106 | \$ 868     | \$ 2,974 |

(a) Effect of change in accounting principle due to adoption of ASU 2009-16, *Accounting for Transfers of Financial Assets*, and ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. Refer to Note 1 for additional information.

The following tables present information about our impaired finance receivables and loans. These tables exclude loans carried at fair value due to the fair value option elections.

| (\$ in millions)                       | September 30, 2010 |            |          | December 31, 2009 |            |          |
|--|--------------------|------------|----------|-------------------|------------|----------|
|  | Consumer           | Commercial | Total    | Consumer          | Commercial | Total    |
| Impaired finance receivables and loans |                    |            |          |                   |            |          |
| With an allowance                      | \$ 430             | \$ 636     | \$ 1,066 | \$ 252            | \$ 1,760   | \$ 2,012 |
| Without an allowance                   | 40                 | 209        | 249      | 16                | 296        | 312      |
| Total impaired loans                   | \$ 470             | \$ 845     | \$ 1,315 | \$ 268            | \$ 2,056   | \$ 2,324 |
| Allowance for impaired loans           | \$ 105             | \$ 247     | \$ 352   | \$ 80             | \$ 488     | \$ 568   |

| Three months ended September 30, (\$ in millions) | 2010     |            |          | 2009     |            |          |
|---|----------|------------|----------|----------|------------|----------|
|   | Consumer | Commercial | Total    | Consumer | Commercial | Total    |
| Average balance of impaired loans                 | \$ 435   | \$ 1,318   | \$ 1,753 | \$ 769   | \$ 2,891   | \$ 3,660 |
| Interest income recognized on impaired loans      | \$ 6     | \$ 8       | \$ 14    | \$ 6     | \$ 27      | \$ 33    |



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| Nine months ended September 30, ( <i>\$ in millions</i> ) | 2010     |            |          | 2009     |            |          |
|---|----------|------------|----------|----------|------------|----------|
|   | Consumer | Commercial | Total    | Consumer | Commercial | Total    |
| Average balance of impaired loans                         | \$ 363   | \$ 1,633   | \$ 1,996 | \$ 592   | \$ 3,009   | \$ 3,601 |
| Interest income recognized on impaired loans              | \$ 13    | \$ 12      | \$ 25    | \$ 22    | \$ 47      | \$ 69    |

At September 30, 2010, and December 31, 2009, commercial commitments to lend additional funds to debtors owing receivables whose terms had been modified in troubled debt restructuring were \$16 million and \$12 million, respectively.

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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**9. Off-balance Sheet Securitizations**

We sell pools of automotive and residential mortgage loans and contracts via securitization transactions, which provide permanent funding and facilitates asset and liability management. In executing the securitization transactions, we typically sell the pools to wholly owned bankruptcy-remote special-purpose entities (SPEs), which then transfer the loans or contracts to a separate, transaction-specific SPE (a securitization trust) for cash, servicing rights, and in some transactions, other retained interests. The securitization trust issues interests and interests are sold to investors. These interests are collateralized by the secured loans or contracts and entitle the investors to specified cash flows generated from the securitized loans or contracts.

Our securitization transactions are accounted for under the requirements of ASC 810, *Consolidation*, and ASC 860, *Transfers and Servicing*. ASU 2009-16, *Accounting for Transfers of Financial Assets*, and ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, amended ASC 810 and ASC 860. These standards became effective on January 1, 2010, and required the prospective consolidation of certain securitization assets and liabilities that were previously held off-balance sheet. We reflected our economic interest in these newly consolidated structures primarily through loans and secured debt rather than as interests held in off-balance sheet securitization trusts. Refer to Note 1 for additional information related to the adoption of ASU 2009-16 and ASU 2009-17. Refer to Note 20 for additional information related to the consolidation of certain securitization trusts due to the adoption of the new standards.

The following discussion and related information is only applicable to the transfers of finance receivables and loans that qualify for off-balance sheet treatment.

Each securitization is governed by various legal documents that limit and specify the activities of the securitization vehicle. The securitization vehicle is generally allowed to acquire the loans or contracts being sold to it, to issue interests to investors to fund the acquisition of the loans or contracts, and to enter into derivatives or other yield maintenance contracts to hedge or mitigate certain risks related to the asset pool or debt securities. Additionally, the securitization vehicle is required to service the assets it holds and the debt or interest it issues. A servicer appointed within the underlying legal documents performs these functions. Servicing functions include, but are not limited to, collecting payments from borrowers, performing escrow functions, monitoring delinquencies, liquidating assets, investing funds until distribution, remitting payments to investors, and accounting for and reporting information to investors. As part of our off-balance sheet securitizations, we typically retain servicing responsibilities and, in some cases, other retained interests. Accordingly, our servicing responsibilities result in continued involvement in the form of servicing the underlying asset (primary servicing) and/or servicing the bonds resulting from the securitization transactions (master servicing) through servicing platforms. Certain securitizations require the servicer to advance scheduled principal and interest payments due on the pool regardless of whether they are received from borrowers. Accordingly, we are required to provide these servicing advances when applicable. Refer to Note 1 to the Condensed Financial Statements in our 2009 Annual Report on Form 10-K regarding the valuation of servicing rights. Subsequent to the adoption of ASU 2009-16 and ASU 2009-17 as of January 1, 2010, we generally do not hold significant or potentially significant retained interests in our securitization trusts that qualify for off-balance sheet treatment under ASU 2009-17.

Generally, the assets initially transferred into the securitization vehicle are the sole repayment source to the investors in the securitization trust and the various other parties that perform services for the transaction, such as the servicer or the trustee. In certain transactions, a liquidity provider or facility may exist to provide temporary liquidity to the structure. The liquidity provider generally is reimbursed prior to other parties in subsequent distribution periods. Bond insurance may also exist to cover certain shortfalls to certain investors. As noted above, in certain securitizations, the servicer is required to advance scheduled principal and interest payments due on the pool regardless of whether they were received from the borrowers. The servicer is allowed to reimburse itself for these servicing advances. Additionally, certain securitization transactions may allow for the acquisition of additional loans or contracts subsequent to the initial loan. Principal collections on other loans and/or the issuance of new interests, such as variable funding notes, generally fund these loans; we are often contractually required to invest in these new interests. Lastly, we provide certain guarantees as discussed in Note 30 to the Consolidated Financial Statements in our 2009 Annual Report on Form 10-K.

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The investors and/or securitization trusts have no recourse to us with the exception of market customary representation and warranty repurchase provisions and, in certain transactions, early payment default provisions. Representation and warranty repurchase provisions generally require us to repurchase loans or contracts to the extent it is determined that the loans were ineligible or were otherwise defective at the time of sale. Due to market conditions, early payment default provisions are included in certain securitization transactions that require us to repurchase loans or contracts if the borrower is delinquent in making certain specific payments subsequent to the sale.

We generally hold certain conditional repurchase options that allow us to repurchase assets from the securitization. The majority of the securitizations provide us, as servicer, with a call option that allows us to repurchase the remaining assets or outstanding debt once the asset pool reaches a predefined level, which represents the point where servicing is burdensome rather than beneficial. Such an option is referred to as a clean-up call. As servicer, we are able to exercise this option at our discretion anytime after the asset pool size falls below the predefined level. The repurchase price for the loans or contracts is typically par plus accrued interest. Additionally, we may hold other conditional repurchase options that allow us to repurchase the asset if certain events, outside our control, are met. The typical conditional repurchase option is a delinquent loan repurchase option that gives us the option to purchase the loan or contract if it exceeds a certain prespecified delinquency level. We have complete discretion regarding when or if we will exercise these options, but generally, we would do so when it is in our best interest.

The loans or contracts sold into off-balance sheet securitization transactions are removed from our balance sheet. The assets obtained from the securitization are primarily reported as cash, servicing rights, or (if retained) retained interests. Typically, we conclude that the fee we are paid for servicing retail automotive finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. We elected fair value treatment for our existing mortgage servicing rights (MSRs) portfolio. Liabilities incurred as part of the transaction, such as representation and warranty provisions, are recorded at fair value at the time of sale and are reported as accrued expenses and other liabilities on our Condensed Consolidated Balance Sheet. Upon the sale of the loans or contracts, we recognize a gain or loss on sale for the difference between the assets recognized, the assets derecognized, and the liabilities recognized as part of the transaction.

The following summarizes the pretax gains and losses recognized on the types of loans or contracts sold into off-balance sheet securitization transactions.

| (\$ in millions)   | Three months ended<br>September 30, |      | Nine months ended<br>September 30, |        |
|--|-------------------------------------|------|------------------------------------|--------|
|  | 2010                                | 2009 | 2010                               | 2009   |
| Retail finance receivables                               | \$                                  | \$   | \$                                 | \$     |
| Automotive wholesale loans                               |                                     | 8    |                                    | 110    |
| Mortgage loans   | (1)                                 |      | 3                                  | (4)    |
| Total pretax (loss) gain on off-balance sheet activities | \$ (1)                              | \$ 8 | \$ 3                               | \$ 106 |

The following summarizes the type and amount of loans held by the securitization trusts in transactions that qualified for off-balance sheet treatment.

| (\$ in billions)           | September 30, 2010 | December 31, 2009 |
|----------------------------|--------------------|-------------------|
| Retail finance receivables | \$                 | \$ 7.5            |
| Automotive wholesale loans |                    |                   |
| Mortgage loans (a)         | 72.8               | 99.6              |

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|                                    |    |             |    |       |
|------------------------------------|----|-------------|----|-------|
| Total off-balance sheet activities | \$ | <b>72.8</b> | \$ | 107.1 |
|------------------------------------|----|-------------|----|-------|

- (a) Excludes \$148 million and \$237 million of delinquent loans held by securitization trusts at September 30, 2010, and December 31, 2009, respectively, that we have the option to repurchase as they are included in consumer finance receivables and loans and mortgage loans held-for-sale.

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Investments in operating leases were as follows.

| <i>(\$ in millions)</i>                        | <b>September 30, 2010</b> | <b>December 31, 2009</b> |
|--|---------------------------|--------------------------|
| Vehicles and other equipment, after impairment | <b>\$ 15,483</b>          | <b>\$ 23,919</b>         |
| Accumulated depreciation                       | <b>(5,270)</b>            | <b>(7,924)</b>           |
| <b>Investment in operating leases, net</b>     | <b>\$ 10,213</b>          | <b>\$ 15,995</b>         |

Depreciation expense on operating lease assets includes remarketing gains and losses recognized on the sale of operating lease assets. The following summarizes the components of depreciation expense on operating lease assets.

| <i>(\$ in millions)</i>  | <b>Three months ended September 30,</b> |                 | <b>Nine months ended September 30,</b> |                 |
|--|---|-----------------|--|-----------------|
|  | <b>2010</b>                             | <b>2009</b>     | <b>2010</b>                            | <b>2009</b>     |
| Depreciation expense on operating lease assets (excluding remarketing gains) | <b>\$ 618</b>                           | <b>\$ 1,056</b> | <b>\$ 2,183</b>                        | <b>\$ 3,325</b> |
| Gross remarketing gains  | <b>(164)</b>                            | <b>(162)</b>    | <b>(547)</b>                           | <b>(318)</b>    |
| <b>Depreciation expense on operating lease assets</b>                        | <b>\$ 454</b>                           | <b>\$ 894</b>   | <b>\$ 1,636</b>                        | <b>\$ 3,007</b> |

**11. Mortgage Servicing Rights**

The following tables summarize activity related to MSRs carried at fair value. Sufficient market inputs exist to determine the fair value of our recognized servicing assets and servicing liabilities.

| <b>Three months ended September 30, (\$ in millions)</b>                      | <b>2010</b>     | <b>2009</b>     |
|---|-----------------|-----------------|
| Estimated fair value at July 1,   | <b>\$ 2,983</b> | <b>\$ 3,509</b> |
| Additions recognized on sale of mortgage loans                                | <b>260</b>      | <b>206</b>      |
| Additions from purchases of servicing assets                                  | <b>24</b>       | <b>6</b>        |
| Changes in fair value   |                 |                 |
| Due to changes in valuation inputs or assumptions used in the valuation model | <b>(278)</b>    | <b>(216)</b>    |
| Other changes in fair value (a)   | <b>(244)</b>    | <b>(278)</b>    |
| Other changes that affect the balance   | <b>1</b>        | <b>16</b>       |
| <b>Estimated fair value at September 30,</b>                                  | <b>\$ 2,746</b> | <b>\$ 3,243</b> |

(a)

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Other changes in fair value primarily include the accretion of the present value of the discount related to forecasted cash flows and the economic runoff of the portfolio.

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| Nine months ended September 30, (\$ in millions)                              | 2010     | 2009     |
|---|----------|----------|
| Estimated fair value at January 1,  | \$ 3,554 | \$ 2,848 |
| Additions recognized on sale of mortgage loans                                | 628      | 579      |
| Additions from purchases of servicing assets                                  | 45       | 12       |
| Subtractions from sales of servicing assets                                   |          | (19)     |
| Changes in fair value   |          |          |
| Due to changes in valuation inputs or assumptions used in the valuation model | (772)    | 779      |
| Other changes in fair value (a)   | (694)    | (970)    |
| Decrease due to change in accounting principle (b)                            | (19)     |          |
| Other changes that affect the balance   | 4        | 14       |
| Estimated fair value at September 30,   | \$ 2,746 | \$ 3,243 |

(a) Other changes in fair value primarily include the accretion of the present value of the discount related to forecasted cash flows and the economic runoff of the portfolio.

(b) The effect of change in accounting principle was due to the adoption of ASU 2009-16, *Accounting for Transfers of Financial Assets*, and ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*. Refer to Note 1 for additional information.

Changes in fair value due to changes in valuation inputs or assumptions used in the valuation models include all changes due to revaluation by a model or by a benchmarking exercise. Other changes in fair value primarily include the accretion of the present value of the discount related to forecasted cash flows and the economic runoff of the portfolio.

We use the following key assumptions to value our MSRs.

| September 30,              | 2010      | 2009       |
|----------------------------|-----------|------------|
| Range of prepayment speeds | 8.0 44.2% | 0.7 49.4%  |
| Range of discount rates    | 2.2 25.6% | 3.0 130.0% |

The primary risk of our servicing rights is interest rate risk and the resulting impact on prepayments. A significant decline in interest rates could lead to higher-than-expected prepayments, which could reduce the value of the MSRs. We economically hedge the income statement impact of these risks with both derivative and nonderivative financial instruments. These instruments include interest rate swaps, caps and floors, options to purchase these items, futures and forward contracts, and/or purchasing or selling U.S. Treasury and principal-only securities. Refer to Note 16 for additional information regarding derivative instruments. The net fair value of derivative financial instruments used to mitigate these risks amounted to \$817 million and \$675 million at September 30, 2010 and 2009, respectively. The changes in fair value of the derivative financial instruments amounted to a gain of \$1.3 billion and a loss of \$519 million for the nine months ended September 30, 2010 and 2009, respectively, and were included in servicing asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.

The components of mortgage servicing fees were as follows.

|  | Three months ended<br>September 30, |        | Nine months ended<br>September 30, |        |
|--|-------------------------------------|--------|------------------------------------|--------|
| (\$ in millions)   | 2010                                | 2009   | 2010                               | 2009   |
| Contractual servicing fees, net of guarantee fees and including subservicing | \$ 270                              | \$ 267 | \$ 793                             | \$ 820 |
| Late fees  | 17                                  | 18     | 56                                 | 63     |

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|                |               |        |               |        |
|----------------|---------------|--------|---------------|--------|
| Ancillary fees | <b>56</b>     | 38     | <b>146</b>    | 112    |
| Total          | <b>\$ 343</b> | \$ 323 | <b>\$ 995</b> | \$ 995 |

Our Mortgage operations that conduct primary and master servicing activities are required to maintain certain servicer ratings in accordance with master agreements entered into with government-sponsored entities. At September 30, 2010, our Mortgage operations were in compliance with the servicer-rating requirements of the master agreements.



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The components of other assets were as follows.

| <i>(\$ in millions)</i>                                   | <b>September 30, 2010</b> | <b>December 31, 2009</b> |
|---|---------------------------|--------------------------|
| Property and equipment at cost                            | \$ 1,305                  | \$ 1,416                 |
| Accumulated depreciation                                  | (943)                     | (1,080)                  |
| Net property and equipment                                | 362                       | 336                      |
| Fair value of derivative contracts in receivable position | 5,940                     | 2,654                    |
| Restricted cash collections for securitization trusts (a) | 2,879                     | 3,654                    |
| Restricted cash and cash equivalents                      | 1,955                     | 1,590                    |
| Servicer advances   | 1,954                     | 2,180                    |
| Collateral placed with counterparties                     | 1,606                     | 1,760                    |
| Cash reserve deposits held-for-securitization trusts (b)  | 1,245                     | 1,594                    |
| Other accounts receivable                                 | 809                       | 573                      |
| Debt issuance costs                                       | 755                       | 829                      |
| Prepaid expenses and deposits                             | 661                       | 749                      |
| Interests retained in financial asset sales               | 533                       | 471                      |
| Goodwill  | 525                       | 526                      |
| Investment in used vehicles held-for-sale                 | 400                       | 522                      |
| Accrued interest and rent receivable                      | 301                       | 326                      |
| Real estate and other investments                         | 270                       | 340                      |
| Reposessed and foreclosed assets                          | 263                       | 336                      |
| Other assets  | 1,359                     | 1,447                    |
| Total other assets  | \$ 21,817                 | \$ 19,887                |

(a) Represents cash collection from customer payments on securitized receivables. These funds are distributed to investors as payments on the related secured debt.

(b) Represents credit enhancement in the form of cash reserves for various securitization transactions.

**13. Deposit Liabilities**

Deposit liabilities consisted of the following.

| <i>(\$ in millions)</i>                | <b>September 30, 2010</b> | <b>December 31, 2009</b> |
|--|---------------------------|--------------------------|
| Domestic deposits                      |                           |                          |
| Noninterest-bearing deposits           | \$ 2,539                  | \$ 1,755                 |
| NOW and money market checking accounts | 7,965                     | 7,213                    |
| Certificates of deposit                | 22,516                    | 19,861                   |
| Dealer deposits                        | 1,421                     | 1,041                    |
| Total domestic deposits                | 34,441                    | 29,870                   |

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|  |           |           |
|--|-----------|-----------|
| Foreign deposits                       |           |           |
| Noninterest-bearing deposits           | 8         |           |
| NOW and money market checking accounts | 776       | 165       |
| Certificates of deposit                | 2,456     | 1,555     |
| Dealer deposits                        | 276       | 166       |
| Total foreign deposits                 | 3,516     | 1,886     |
| Total deposit liabilities              | \$ 37,957 | \$ 31,756 |

Noninterest-bearing deposits primarily represent third-party escrows associated with our Mortgage operations' loan servicing portfolio. The escrow deposits are not subject to an executed agreement and can be withdrawn without penalty at any time. At September 30, 2010, and December 31, 2009, certificates of deposit included \$6.3 billion and \$4.8 billion, respectively, of domestic certificates of deposit in denominations of \$100 thousand or more.

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The following table presents the composition of our debt portfolio at September 30, 2010, and December 31, 2009.

| (\$ in millions)                | September 30, 2010 |           |           | December 31, 2009 |           |           |
|---------------------------------|--------------------|-----------|-----------|-------------------|-----------|-----------|
|                                 | Unsecured          | Secured   | Total     | Unsecured         | Secured   | Total     |
| Short-term debt                 |                    |           |           |                   |           |           |
| Commercial paper                | \$                 | \$        | \$        | \$ 8              | \$        | \$ 8      |
| Demand notes                    | 1,799              |           | 1,799     | 1,311             |           | 1,311     |
| Bank loans and overdrafts       | 1,772              |           | 1,772     | 1,598             |           | 1,598     |
| Repurchase agreements and other | 281                | 2,062     | 2,343     | 348               | 7,027     | 7,375     |
| Total short-term debt           | 3,852              | 2,062     | 5,914     | 3,265             | 7,027     | 10,292    |
| Long-term debt                  |                    |           |           |                   |           |           |
| Due within one year             | 8,410              | 13,463    | 21,873    | 7,429             | 18,898    | 26,327    |
| Due after one year (a)          | 37,943             | 26,780    | 64,723    | 38,331            | 22,834    | 61,165    |
| Total long-term debt (b)        | 46,353             | 40,243    | 86,596    | 45,760            | 41,732    | 87,492    |
| Fair value adjustment (c)       | 951                |           | 951       | 529               |           | 529       |
| Total debt                      | \$ 51,156          | \$ 42,305 | \$ 93,461 | \$ 49,554         | \$ 48,759 | \$ 98,313 |

(a) Includes \$7.4 billion at both September 30, 2010, and December 31, 2009, guaranteed by the Federal Deposit Insurance Corporation (FDIC) under the Temporary Liquidity Guarantee Program (TLGP).

(b) Includes fair value option-elected secured long-term debt of \$2.8 billion and \$1.3 billion at September 30, 2010, and December 31, 2009, respectively. Refer to Note 19 for additional information.

(c) Amount represents the hedge accounting adjustment on fixed rate debt.

The following table presents the scheduled maturity of long-term debt at September 30, 2010, assuming that no early redemptions occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

| Year ended December 31, (\$ in millions)               | Unsecured (a) | Secured (b) | Total    |
|--|---------------|-------------|----------|
| 2010   | \$ 593        | \$ 4,231    | \$ 4,824 |
| 2011   | 9,538         | 11,974      | 21,512   |
| 2012   | 12,567        | 7,273       | 19,840   |
| 2013   | 1,884         | 7,750       | 9,634    |
| 2014   | 1,975         | 2,617       | 4,592    |
| 2015 and thereafter                                    | 23,230        | 2,930       | 26,160   |
| Original issue discount (c)                            | (3,434)       |             | (3,434)  |
| Troubled debt restructuring concession (d)             |               | 372         | 372      |
| Long-term debt   | 46,353        | 37,147      | 83,500   |
| Collateralized borrowings in securitization trusts (e) |               | 3,096       | 3,096    |

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|                      |    |        |    |        |    |        |
|----------------------|----|--------|----|--------|----|--------|
| Total long-term debt | \$ | 46,353 | \$ | 40,243 | \$ | 86,596 |
|----------------------|----|--------|----|--------|----|--------|

- (a) Scheduled maturities of ResCap unsecured long-term debt are as follows: \$0 million in 2010; \$208 million in 2011; \$358 million in 2012; \$529 million in 2013; \$102 million in 2014; and \$114 million in 2015 and thereafter. These maturities exclude ResCap debt held by Ally.
- (b) Scheduled maturities of ResCap secured long-term debt are as follows: \$0 million in 2010; \$508 million in 2011; \$0 million in 2012; \$707 million in 2013; \$707 million in 2014; and \$897 million in 2015 and thereafter. These maturities exclude ResCap debt held by Ally and collateralized borrowings in securitization trusts.
- (c) Scheduled remaining amortization of original issue discount is as follows: \$302 million in 2010; \$968 million in 2011; \$343 million in 2012; \$257 million in 2013; \$184 million in 2014; and \$1,380 million in 2015 and thereafter.
- (d) In the second quarter of 2008, ResCap executed an exchange offer that resulted in a concession being recognized as an adjustment to the carrying value of certain new secured notes. This concession is being amortized over the life of the new notes through a reduction to interest expense using an effective yield methodology. Scheduled remaining amortization of the troubled debt restructuring concession is as follows: \$25 million in 2010; \$101 million in 2011; \$105 million in 2012; \$82 million in 2013; \$46 million in 2014; and \$13 million in 2015 and thereafter.
- (e) Collateralized borrowings in securitization trusts represent mortgage-lending-related debt that is repaid using cash flows from the underlying collateral of mortgage loans.

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The following summarizes assets restricted as collateral for the payment of the related debt obligation primarily arising from secured financing arrangements, securitization transactions accounted for as secured borrowings, and repurchase agreements.

|   | <b>September 30, 2010</b> |                             | <b>December 31, 2009</b> |                             |
|---|---------------------------|-----------------------------|--------------------------|-----------------------------|
|   | <b>Assets</b>             | <b>Related secured debt</b> | <b>Assets</b>            | <b>Related secured debt</b> |
| <i>(\$ in millions)</i>   |                           |                             |                          |                             |
| Loans held-for-sale   | \$ 1,331                  | \$ 1,398                    | \$ 1,420                 | \$ 454                      |
| Consumer and commercial mortgage finance receivables and loans, net | 3,389                     | 3,415                       | 1,946                    | 1,673                       |
| Consumer automotive finance receivables and loans, net (a)          | 23,644                    | 19,939                      | 19,203                   | 13,597                      |
| Commercial automotive finance receivables and loans, net (b)        | 14,190                    | 7,577                       | 16,352                   | 8,565                       |
| Investment securities   | 40                        |                             | 63                       |                             |
| Investment in operating leases, net                                 | 4,255                     | 2,918                       | 13,323                   | 9,208                       |
| Mortgage servicing rights   | 911                       | 462                         | 1,459                    | 811                         |
| Other assets  | 2,423                     | 2,336                       | 3,009                    | 4,318                       |
| Ally Bank (c)   | 17,972                    | 4,260                       | 24,276                   | 10,133                      |
| <b>Total</b>  | <b>\$ 68,155</b>          | <b>\$ 42,305</b>            | <b>\$ 81,051</b>         | <b>\$ 48,759</b>            |

- (a) Includes \$9.8 billion of assets and \$8.3 billion of secured debt related to Ally Bank at September 30, 2010, and \$1.9 billion of assets and \$1.6 billion of secured debt related to Ally Bank at December 31, 2009.
- (b) Includes \$7.3 billion of assets and \$3.2 billion of secured debt related to Ally Bank at September 30, 2010. There were no commercial automotive finance receivables and loans, net, or secured debt related to Ally Bank at December 31, 2009.
- (c) Ally Bank has an advance agreement with the Federal Home Loan Bank of Pittsburgh (FHLB) and access to the Federal Reserve Bank Discount Window. Ally Bank had assets pledged and restricted as collateral to the FHLB and Federal Reserve Bank totaling \$13.2 billion and \$22.4 billion at September 30, 2010, and December 31, 2009, respectively. These assets were composed of consumer and commercial mortgage finance receivables and loans, net, consumer automotive finance receivables and loans, net, and investment securities. Under the agreement with the FHLB, Ally Bank also had unrestricted assets pledged as collateral under a blanket lien totaling \$4.8 billion and \$1.9 billion at September 30, 2010, and December 31, 2009, respectively. These assets were primarily composed of mortgage servicing rights, consumer automotive finance receivables and loans, net, and other assets. Availability under these programs is generally only for the operations of Ally Bank and cannot be used to fund the operations or liabilities of Ally or its subsidiaries.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Funding Facilities**

The following table highlights credit capacity under our secured and unsecured funding facilities at September 30, 2010, and December 31, 2009. We utilize both committed and uncommitted credit facilities. The financial institutions providing the uncommitted facilities are not legally obligated to advance funds under them. The amounts in the outstanding column in the table below are generally included on our Condensed Consolidated Balance Sheet.

| (\$ in billions)                            | Total capacity     |                   | Unused capacity (a) |                   | Outstanding        |                   |
|---|--------------------|-------------------|---------------------|-------------------|--------------------|-------------------|
|   | September 30, 2010 | December 31, 2009 | September 30, 2010  | December 31, 2009 | September 30, 2010 | December 31, 2009 |
| Committed unsecured                         |                    |                   |                     |                   |                    |                   |
| Automotive Finance operations               | \$ 0.8             | \$ 0.8            | \$ 0.1              | \$ 0.1            | \$ 0.7             | \$ 0.7            |
| Committed secured                           |                    |                   |                     |                   |                    |                   |
| Automotive Finance operations and other (b) | 29.8               | 36.0              | 16.5                | 12.2              | 13.3               | 23.8              |
| Mortgage operations                         | 1.7                | 2.1               | 0.6                 | 0.4               | 1.1                | 1.7               |
| Total committed facilities                  | 32.3               | 38.9              | 17.2                | 12.7              | 15.1               | 26.2              |
| Uncommitted unsecured                       |                    |                   |                     |                   |                    |                   |
| Automotive Finance operations               | 1.7                | 0.9               | 0.5                 | 0.1               | 1.2                | 0.8               |
| Uncommitted secured                         |                    |                   |                     |                   |                    |                   |
| Automotive Finance operations               |                    |                   |                     |                   |                    |                   |
| Federal Reserve funding programs            | 2.5                | 5.3               | 2.5                 | 1.9               |                    | 3.4               |
| Other facilities                            | 0.4                | 0.4               |                     | 0.1               | 0.4                | 0.3               |
| Mortgage operations                         |                    |                   |                     |                   |                    |                   |
| Federal Reserve funding programs            | 1.1                | 2.5               | 1.1                 | 0.9               |                    | 1.6               |
| Other facilities (c)                        | 5.1                | 6.1               | 0.8                 | 1.0               | 4.3                | 5.1               |
| Total uncommitted facilities                | 10.8               | 15.2              | 4.9                 | 4.0               | 5.9                | 11.2              |
| Total facilities                            | 43.1               | 54.1              | 22.1                | 16.7              | 21.0               | 37.4              |
| Whole-loan forward flow agreements (d)      | 0.9                | 9.4               | 0.9                 | 9.4               |                    |                   |
| Total                                       | \$ 44.0            | \$ 63.5           | \$ 23.0             | \$ 26.1           | \$ 21.0            | \$ 37.4           |

(a) Funding for committed secured facilities is generally available on request as excess collateral resides in certain facilities or to the extent incremental collateral is available and contributed to the facilities.

(b) At September 30, 2010, there was \$22.3 billion of total capacity for North American Automotive Finance operations and \$7.5 billion of total capacity for International Automotive Finance operations.

(c) Includes \$5.1 billion and \$5.9 billion of capacity from FHLB advances with \$4.3 billion and \$5.1 billion outstanding at September 30, 2010, and December 31, 2009, respectively.

(d) Represents commitments of financial institutions to purchase U.S. automotive retail assets.

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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**15. Regulatory Capital**

As a bank holding company, we and our wholly owned banking subsidiary, Ally Bank, are subject to risk-based capital and leverage guidelines by federal regulators that require that our capital-to-assets ratios meet certain minimum standards. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary action by regulators that, if undertaken, could have a direct material effect on our consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

The risk-based capital ratio is determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories with higher levels of capital being required for the categories perceived as representing greater risk. Under the guidelines, total capital is divided into two tiers: Tier 1 capital and Tier 2 capital. Tier 1 capital generally consists of common equity, minority interests, and qualifying preferred stock (including fixed-rate cumulative preferred stock issued and sold to the Treasury) less goodwill and other adjustments. 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.

Total risk-based capital is the sum of Tier 1 capital and Tier 2 capital. Under the guidelines, banking organizations are required to maintain a minimum Total risk-based capital ratio (total capital to risk-weighted assets) of 8% and a Tier 1 risk-based capital ratio of 4%.

The federal banking regulators also established minimum leverage ratio guidelines. The leverage ratio is defined as Tier 1 capital divided by adjusted average total assets (which reflect 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.

A banking institution is considered well-capitalized when its Total risk-based capital ratio equals or exceeds 10% and its Tier 1 risk-based capital ratio equals or exceeds 6% unless subject to regulatory directive to maintain higher capital levels and for insured depository institutions, a leverage ratio that equals or exceeds 5%.

In conjunction with the conclusion of the Supervisory Capital Assessment Program (S-CAP), the banking regulators developed an additional measure of capital called Tier 1 common defined as Tier 1 capital less noncommon elements including qualified perpetual preferred stock, qualifying minority interest in subsidiaries, and qualifying trust preferred securities.

On October 29, 2010, Ally, IB Finance Holding Company, LLC, Ally Bank, and the FDIC entered into a Capital and Liquidity Maintenance Agreement (CLMA) that supersedes the original agreement dated July 21, 2008. The CLMA requires capital at Ally Bank to be maintained at a level such that Ally Bank's leverage ratio is at least 15%, which is consistent with capital requirements currently applicable to Ally Bank and thus does not impose any additional capital requirements. For this purpose, the leverage ratio is determined in accordance with the FDIC's regulations related to capital maintenance. The effective date of the CLMA is August 24, 2010.

Additionally, on May 21, 2009, the Federal Reserve Board (FRB) granted Ally Bank an expanded exemption from Section 23A of the Federal Reserve Act. The exemption enables Ally Bank to make certain extensions of credit for the purchase of GM vehicles or vehicles floorplanned by Ally subject to certain limitations. The exemption requires Ally to maintain a Total risk-based capital ratio of 15% and Ally Bank to maintain a Tier 1 leverage ratio of 15%.

The minimum risk-based capital requirements adopted by the federal banking agencies follow the Capital Accord of the Basel Committee on Banking Supervision. Currently all U.S. banks are subject to the Basel I capital rules. The Basel Committee issued Basel II Capital Rules, and the U.S. regulators issued companion rules applicable to certain U.S.-domiciled institutions. Ally qualifies as a mandatory bank holding company that must comply with the U.S. Basel II rules. The Basel Committee on Banking Supervision issued additional guidance regarding market risk capital rules and Basel II capital rules for securitizations. U.S. banking regulators have not yet issued any companion guidance. We

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continue to monitor developments with respect to Basel II requirements and are working to ensure successful execution within the required time.



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On January 28, 2010, the federal banking agencies published a final rule amending the risk-based capital guidelines associated with the implementation of ASU 2009-16 and ASU 2009-17. The rule permits banking organizations to phase in the effects of the consolidation on risk-weighted assets and also makes provisions associated with the impact of allowance for loan and lease losses effects on Tier 2 capital during 2010. Ally elected to utilize this optional phase-in approach. Refer to Note 1 for additional information related to the adoption of ASU 2009-16 and ASU 2009-17.

The following table summarizes our capital ratios.

|  | September 30, 2010 |        | December 31, 2009 |        | Required minimum | Well-capitalized minimum |
|--|--------------------|--------|-------------------|--------|------------------|--------------------------|
| (\$ in millions)                                 | Amount             | Ratio  | Amount            | Ratio  |                  |                          |
| <b>Risk-based capital</b>                        |                    |        |                   |        |                  |                          |
| Tier 1 (to risk-weighted assets)                 |                    |        |                   |        |                  |                          |
| Ally Financial Inc.                              | \$ 22,569          | 15.36% | \$ 22,398         | 14.15% | 4.00%            | 6.00%                    |
| Ally Bank  | 9,342              | 18.53% | 7,768             | 20.85% | (a)              | 6.00%                    |
| Total (to risk-weighted assets)                  |                    |        |                   |        |                  |                          |
| Ally Financial Inc.                              |                    |        |                   |        | 15.00%           |                          |
|  | \$ 24,705          | 16.81% | \$ 24,623         | 15.55% | (b)              | 10.00%                   |
| Ally Bank  | 9,974              | 19.78% | 8,237             | 22.10% | (a)              | 10.00%                   |
| Tier 1 leverage (to adjusted average assets) (c) |                    |        |                   |        |                  |                          |
| Ally Financial Inc.                              | \$ 22,569          | 12.46% | \$ 22,398         | 12.70% | 3.00             | 4.00% (d)                |
| Ally Bank  | 9,342              | 15.87% | 7,768             | 15.42% | 15.00% (a)       | 5.00%                    |
| Tier 1 common (to risk-weighted assets)          |                    |        |                   |        |                  |                          |
| Ally Financial Inc.                              | \$ 7,848           | 5.34%  | \$ 7,678          | 4.85%  | n/a              | n/a                      |
| Ally Bank  | n/a                | n/a    | n/a               | n/a    | n/a              | n/a                      |

n/a = not applicable

(a) Ally Bank, in accordance with the FRB exemption from Section 23A, is required to maintain a Tier 1 leverage ratio of 15%. Ally Bank is also required to maintain well-capitalized levels for Tier 1 risk-based capital and total risk-based ratios pursuant to the CLMA.

(b) Ally, in accordance with the FRB exemption from Section 23A, is required to maintain a Total risk-based capital ratio of 15%.

(c) Federal regulatory reporting guidelines require the calculation of adjusted average assets using a daily average methodology. We currently calculate using a combination of monthly and daily average methodologies. We are in the process of modifying information systems to address the daily average requirement.

(d) There is no Tier 1 leverage component in the definition of a well-capitalized bank holding company.

At September 30, 2010, Ally and Ally Bank met all required minimum ratios and exceeded well-capitalized requirements under the federal regulatory agencies' definitions as summarized in the table above.

**16. Derivative Instruments and Hedging Activities**

We enter into interest rate and foreign currency swaps, futures, forwards, options, swaptions, and credit default swaps in connection with our market risk management activities. Derivative instruments are used to manage interest rate risk relating to specific groups of assets and liabilities, including investment securities, loans held-for-sale, MSRs, debt, and deposits. In addition, we use foreign exchange contracts to mitigate foreign currency risk associated with foreign-currency-denominated debt and foreign exchange transactions. Our primary objective for utilizing derivative financial instruments is to manage market risk volatility associated with interest rate and foreign currency risks related to the assets and liabilities of our Automotive Finance and Mortgage operations.

### **Interest Rate Risk**

We execute interest rate swaps to modify our exposure to interest rate risk by converting certain fixed-rate instruments to a variable rate. We apply hedge accounting for certain derivative instruments used to hedge fixed-rate debt. We monitor our mix of fixed- and variable-rate debt in relationship to the rate profile of our assets. When it is cost effective to do so, we may enter into interest rate swaps to achieve our desired mix of fixed- and variable-rate debt. Our qualifying accounting hedges consist of hedges of fixed-rate debt obligations in which receive-fixed swaps are designated as hedges of specific fixed-rate debt obligations.

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We enter into economic hedges to mitigate exposure for the following categories.

***MSRs and retained interests*** Our MSRs and retained interest portfolios are generally subject to loss in value when mortgage rates decline. Declining mortgage rates generally result in an increase in refinancing activity that increases prepayments and results in a decline in the value of MSRs and retained interests. To mitigate the impact of this risk, we maintain a portfolio of financial instruments, primarily derivatives that increase in value when interest rates decline. The primary objective is to minimize the overall risk of loss in the value of MSRs due to the change in fair value caused by interest rate changes and their interrelated impact to prepayments.

We use a multitude of derivative instruments to manage the interest rate risk related to MSRs and retained interests. They include, but are not limited to, interest rate futures contracts, call or put options on U.S. Treasuries, swaptions, MBS futures, U.S. Treasury futures, interest rate swaps, interest rate floors, and interest rate caps. While we do not utilize nonderivative instruments (e.g., U.S. Treasuries) to hedge this portfolio, we utilized them in the past and may utilize them again in the future. We monitor and actively manage our risk on a daily basis, and therefore trading volume can be large.

***Mortgage loan commitments and mortgage and automotive loans held-for-sale*** We are exposed to interest rate risk from the time an interest rate lock commitment (IRLC) is made until the time the mortgage loan is sold. Changes in interest rates impact the market price for our loans; as market interest rates decline, the value of existing IRLCs and loans held-for-sale go up and vice versa. Our primary objective in risk management activities related to IRLCs and mortgage and automotive loans held-for-sale is to eliminate or greatly reduce any interest rate risk associated with these items.

The primary derivative instrument we use to accomplish this objective for mortgage loans and IRLCs is forward sales of mortgage-backed securities, primarily the Federal National Mortgage Association (Fannie Mae) or the Federal Home Loan Mortgage Corporation (Freddie Mac) to-be-announced securities. These instruments typically are entered into at the time the IRLC is made. The value of the forward sales contracts moves in the opposite direction of the value of our IRLCs and mortgage loans held-for-sale. We also use other derivatives, such as interest rate swaps, options, and futures, to hedge automotive loans held-for-sale and certain portions of the mortgage portfolio. Nonderivative instruments may also be periodically used to economically hedge the mortgage portfolio, such as short positions on U.S. Treasuries. We monitor and actively manage our risk on a daily basis. We do not apply hedge accounting to our derivative portfolio held to economically hedge the IRLCs and mortgage and automotive loans held-for-sale.

***Debt*** As part of our previous on-balance sheet securitizations and/or secured aggregation facilities, certain interest rate swaps or interest rate caps were included within consolidated variable interest entities; these swaps or caps were generally required to meet certain rating agency requirements or were required by the facility lender or provider. The interest rate swaps and/or caps are generally entered into when the debt is issued; accordingly, current trading activity on this particular derivative portfolio is minimal. Additionally, effective January 1, 2010, the derivatives that were hedging off-balance sheet securitization activities are now hedging these securitizations as on-balance sheet securitization activities. We consolidated the off-balance sheet securitizations on January 1, 2010, due to accounting principle changes associated with ASU 2009-16 and ASU 2009-17. Refer to Note 1 for additional information related to the recent adoption.

With the exception of a portion of our fixed-rate debt, we do not apply hedge accounting to our derivative portfolio held to economically hedge our debt portfolio. Typically, the significant terms of the interest rate swaps match the significant terms of the underlying debt resulting in an effective conversion of the rate of the related debt.

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**Other** We enter into futures, options, swaptions, and credit default swaps to economically hedge our net fixed versus variable interest rate exposure.

### **Foreign Currency Risk**

We enter into derivative financial instrument contracts to hedge exposure to variability in cash flows related to foreign currency financial instruments. Currency swaps and forwards are used to hedge foreign exchange exposure on foreign-currency-denominated debt by converting the funding currency to the same currency of the assets being financed.

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Similar to our interest rate hedges, the swaps are generally entered into or traded concurrent with the debt issuance with the terms of the swap matching the terms of the underlying debt.

Our foreign subsidiaries maintain both assets and liabilities in local currencies; these local currencies are generally the subsidiaries' functional currencies for accounting purposes. Foreign currency exchange rate gains and losses arise when the assets or liabilities of our subsidiaries are denominated in currencies that differ from its functional currency. In addition, our equity is impacted by the cumulative translation adjustments resulting from the translation of foreign subsidiary results; this impact is reflected in our other comprehensive income (loss). We enter into foreign currency forwards and option-based contracts with external counterparties to hedge foreign exchange exposure on our net investments in foreign subsidiaries. Our net investment hedges are recorded at fair value with changes recorded to other comprehensive income (loss) with the exception of the spot to forward difference that is recorded in current period earnings. The net derivative gain or loss remains in other comprehensive income (loss) until earnings are impacted by the sale or the liquidation of the associated foreign operation.

In addition, we have a centralized lending program to manage liquidity for all of our subsidiary businesses. Foreign-currency-denominated loan agreements are executed with our foreign subsidiaries in their local currencies. We evaluate our foreign currency exposure resulting from intercompany lending and manage our currency risk exposure by entering into foreign currency derivatives with external counterparties. Our foreign currency derivatives are recorded at fair value with changes recorded as income offsetting the gains and losses on the hedged foreign currency transactions.

With limited exceptions, we elected not to treat any foreign currency derivatives as hedges for accounting purposes principally because the changes in the fair values of the foreign currency swaps are substantially offset by the foreign currency revaluation gains and losses of the underlying assets and liabilities.

**Credit Risk**

Derivative financial instruments contain an element of credit risk if counterparties are unable to meet the terms of the agreements. Credit risk associated with derivative financial instruments is measured as the net replacement cost should the counterparties that owe us under the contract completely fail to perform under the terms of those contracts, assuming no recoveries of underlying collateral as measured by the market value of the derivative financial instrument.

To further mitigate the risk of counterparty default, we maintain collateral agreements with certain counterparties. The agreements require both parties to maintain collateral in the event the fair values of the derivative financial instruments meet established thresholds. In the event that either party defaults on the obligation, the secured party may seize the collateral. Generally, our collateral arrangements are bilateral such that we and the counterparty post collateral for the value of their total obligation to each other. Contractual terms provide for standard and customary exchange of collateral based on changes in the market value of the outstanding derivatives. The securing party posts additional collateral when their obligation rises or removes collateral when it falls. We also have unilateral collateral agreements whereby we are the only entity required to post collateral.

We placed collateral totaling \$1.6 billion and \$1.8 billion at September 30, 2010, and December 31, 2009, respectively, in accounts maintained by counterparties. We received cash collateral from counterparties totaling \$1.6 billion and \$432 million at September 30, 2010, and December 31, 2009, respectively. The collateral placed and received are included on our Condensed Consolidated Balance Sheet in other assets and accrued expenses and other liabilities, respectively. In certain circumstances, we receive or post securities as collateral with counterparties. We do not record such collateral received on our consolidated balance sheet unless certain conditions are met.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Balance Sheet Presentation**

The following table summarizes the fair value amounts of derivative instruments reported on our Condensed Consolidated Balance Sheet. The fair value amounts are presented on a gross basis, are segregated by derivatives that are designated and qualifying as hedging instruments or those that are not, and are further segregated by type of contract within those two categories.

|  | September 30, 2010                          |                           |                    | December 31, 2009                        |                           |                    |
|--|---|---------------------------|--------------------|--|---------------------------|--------------------|
|  | Fair value of<br>derivative contracts<br>in |                           |                    | Fair value of<br>derivative contracts in |                           |                    |
|  | receivable<br>position (a)                  | liability<br>position (b) | Notional<br>amount | receivable<br>position (a)               | liability<br>position (b) | Notional<br>amount |
| (\$ in millions)   |   |                           |                    |  |                           |                    |
| Qualifying accounting hedges   |   |                           |                    |  |                           |                    |
| Interest rate risk   |   |                           |                    |  |                           |                    |
| Fair value accounting hedges   | \$ 688                                      | \$                        | \$ 10,863          | \$ 478                                   | \$ 47                     | \$ 16,938          |
| Foreign exchange risk  |   |                           |                    |  |                           |                    |
| Net investment accounting hedges   | 4   | 69                        | 4,744              | 10                                       | 41                        | 2,414              |
| Cash flow accounting hedges  | 6   | 89                        | 323                |  | 112                       | 334                |
| Total foreign exchange risk  | 10  | 158                       | 5,067              | 10                                       | 153                       | 2,748              |
| Total qualifying accounting hedges   | 698   | 158                       | 15,930             | 488                                      | 200                       | 19,686             |
| Economic hedges  |   |                           |                    |  |                           |                    |
| Interest rate risk   |   |                           |                    |  |                           |                    |
| MSRs and retained interests  | 4,604                                       | 3,787                     | 334,652            | 805                                      | 816                       | 153,818            |
| Mortgage loan commitments and mortgage and<br>automotive loans held-for-sale | 225   | 151                       | 54,005             | 225                                      | 132                       | 45,470             |
| Off-balance sheet securitization activities                                  |   |                           |                    | 139                                      |                           | 4,440              |
| Debt   | 202   | 174                       | 25,643             | 392                                      | 548                       | 53,501             |
| Other  | 12  | 134                       | 16,091             | 50                                       | 24                        | 12,629             |
| Total interest rate risk   | 5,043                                       | 4,246                     | 430,391            | 1,611                                    | 1,520                     | 269,858            |
| Foreign exchange risk  | 198   | 252                       | 12,249             | 555                                      | 175                       | 22,927             |
| Credit risk  | 1   | 1                         | 55                 |  |                           |                    |
| Total economic hedges  | 5,242                                       | 4,499                     | 442,695            | 2,166                                    | 1,695                     | 292,785            |
| Total derivatives  | \$ 5,940                                    | \$ 4,657                  | \$ 458,625         | \$ 2,654                                 | \$ 1,895                  | \$ 312,471         |

(a) Reported as other assets on the Condensed Consolidated Balance Sheet. Includes accrued interest of \$123 million and \$314 million at September 30, 2010, and December 31, 2009, respectively.

(b) Reported as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet. Includes accrued interest of \$20 million and \$91 million at September 30, 2010, and December 31, 2009, respectively.



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The following table summarizes the location and amounts of gains and losses reported in our Condensed Consolidated Statement of Income on derivative instruments.

| (\$ in millions)                                    | Three months ended<br>September 30, |        | Nine months ended<br>September 30, |          |
|---|-------------------------------------|--------|------------------------------------|----------|
|   | 2010                                | 2009   | 2010                               | 2009     |
| Qualifying accounting hedges                        |                                     |        |                                    |          |
| Gain (loss) recognized in earnings on derivatives   |                                     |        |                                    |          |
| Interest rate contracts                             |                                     |        |                                    |          |
| Interest on long-term debt                          | \$ 230                              | \$ 142 | \$ 627                             | \$ (242) |
| (Loss) gain recognized in earnings on hedged items  |                                     |        |                                    |          |
| Interest rate contracts                             |                                     |        |                                    |          |
| Interest on long-term debt                          | (215)                               | (136)  | (562)                              | 192      |
| Total qualifying accounting hedges                  | 15                                  | 6      | 65                                 | (50)     |
| Economic hedges                                     |                                     |        |                                    |          |
| Gain (loss) recognized in earnings on derivatives   |                                     |        |                                    |          |
| Interest rate contracts                             |                                     |        |                                    |          |
| Servicing asset valuation and hedge activities, net | 495                                 | 384    | 1,285                              | (519)    |
| Loss on mortgage and automotive loans, net          | (169)                               | (201)  | (570)                              | (167)    |
| Other gain (loss) on investments, net               |                                     | 2      |                                    | (5)      |
| Other income, net of losses                         | (49)                                | (6)    | (99)                               | 17       |
| Other operating expenses                            | (2)                                 | (25)   | (8)                                | (39)     |
| Total interest rate contracts                       | 275                                 | 154    | 608                                | (713)    |
| Foreign exchange contracts (a)                      |                                     |        |                                    |          |
| Interest on long-term debt                          | 4                                   | 8      | (10)                               | (3)      |
| Other income, net of losses                         | (8)                                 | (3)    | (16)                               | (198)    |
| Total foreign exchange contracts                    | (4)                                 | 5      | (26)                               | (201)    |
| Gain (loss) recognized in earnings on derivatives   | \$ 286                              | \$ 165 | \$ 647                             | \$ (964) |

(a) Amount represents the difference between the changes in the fair values of the currency hedge, net of the revaluation of the related foreign denominated debt or foreign denominated receivable.

**17. Income Taxes**

Effective June 30, 2009, we converted (the Conversion) from a limited liability company (LLC) treated as a pass-through entity for U.S. federal income tax purposes to a corporation. As a result of the Conversion, we became subject to corporate U.S. federal, state, and local taxes beginning in the third quarter of 2009. Due to this change in tax status as of June 30, 2009, an additional net deferred tax liability of \$1.2 billion



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was established through income tax expense from continuing operations.

Prior to the Conversion, certain U.S. entities were pass-through entities for U.S. federal income tax purposes. U.S. federal, state, and local income taxes were generally not provided for these entities as they were not taxable entities except in a few local jurisdictions that tax LLCs or partnerships. LLC members were required to report their share of our taxable income on their respective income tax returns. In addition, our banking, insurance, and foreign subsidiaries generally were and continue to be corporations that are subject to U.S. and foreign income taxes and are required to provide for these taxes. The Conversion did not change the tax status of these subsidiaries.

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We recognized total income tax expense from continuing operations of \$48 million and \$117 million during the three months and nine months ended September 30, 2010, respectively, and income tax benefit from continuing operations of \$291 million and income tax expense of \$681 million during the three months and nine months ended September 30, 2009, respectively. A reconciliation of the statutory U.S. federal income tax rate to our effective income tax rate for continuing operations is shown in the following table.

|   | <b>Three months ended<br/>September 30,</b> |             | <b>Nine months ended<br/>September 30,</b> |             |
|---|---|-------------|--|-------------|
|   | <b>2010</b>                                 | <b>2009</b> | <b>2010</b>                                | <b>2009</b> |
| Statutory U.S. federal tax rate                                 | <b>35.0%</b>                                | 35.0%       | <b>35.0%</b>                               | 35.0%       |
| Change in tax rate resulting from                               |   |             |  |             |
| Effect of valuation allowance change                            | <b>(16.2)</b>                               | (25.4)      | <b>(25.7)</b>                              | (7.4)       |
| Foreign capital loss  | <b>(7.6)</b>                                |             | <b>3.0</b>                                 |             |
| Prior year adjustments  | <b>3.3</b>                                  |             | <b>1.2</b>                                 |             |
| Taxes on unremitted earnings of subsidiaries                    | <b>3.1</b>                                  |             | <b>1.4</b>                                 |             |
| State and local income taxes, net of federal income tax benefit | <b>(0.8)</b>                                | 12.5        | <b>0.2</b>                                 | 4.2         |
| Foreign income tax rate differential                            | <b>(0.3)</b>                                | 1.4         | <b>(0.8)</b>                               | 0.6         |
| Tax-exempt income   | <b>(0.3)</b>                                | 0.1         | <b>(0.5)</b>                               | 0.2         |
| Change in tax status  |   | 6.0         |  | (37.3)      |
| LLC results not subject to federal or state income taxes        |   |             |  | (17.4)      |
| Other, net  | <b>(1.5)</b>                                | 4.2         | <b>(1.5)</b>                               | 0.3         |
| Effective tax rate  | <b>14.7%</b>                                | 33.8%       | <b>12.3%</b>                               | (21.8)%     |

The valuation allowances that were previously established against our domestic net deferred tax assets and certain international net deferred tax assets increased by approximately \$126 million during the three months ended September 30, 2010. The increase in the valuation allowance was due to additional realized capital losses within Mortgage operations related to the disposition of its European operations.

During the nine months ended September 30, 2010, the valuation allowance decreased \$575 million primarily as a result of profitability of our operations in various tax jurisdictions in combination with an election made by the company to treat the U.S. consumer property and casualty insurance business disposition as an asset sale versus a stock sale for U.S. tax purposes. This election resulted in a smaller ordinary loss than the capital loss that was previously recorded.

The amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate was approximately \$137 million at September 30, 2010, compared to \$157 million at December 31, 2009. We do not expect a significant change in the unrecognized tax benefits within the next 12 months.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****18. Related Party Transactions**

Related party activities represent transactions with GM, FIM Holdings LLC (FIM Holdings), and affiliated companies. GM and FIM Holdings have both a direct and indirect ownership interest in Ally.

**Balance Sheet**

A summary of the balance sheet effect of transactions with GM, FIM Holdings, and affiliated companies follows.

| (\$ in millions)  | September 30, 2010 | December 31, 2009 |
|---|--------------------|-------------------|
| <b>Assets</b>   |                    |                   |
| Available-for-sale investment in asset-backed security GM (a) | \$ 1               | \$ 20             |
| <b>Secured</b>  |                    |                   |
| Finance receivables and loans, net                            |                    |                   |
| Wholesale automotive financing GM (b)                         | 291                | 280               |
| Term loans to dealers GM (b)                                  | 59                 | 71                |
| Lending receivables affiliates of FIM Holdings                | 53                 | 54                |
| Investment in operating leases, net GM (c)                    | 67                 | 69                |
| Notes receivable from GM (d)                                  | 460                | 884               |
| Other assets  |                    |                   |
| Other GM  | 29                 | 102               |
| Total secured   | 959                | 1,460             |
| <b>Unsecured</b>  |                    |                   |
| Notes receivable from GM (d)                                  | 23                 | 27                |
| Other assets  |                    |                   |
| Subvention receivables (rate and residual support) GM         | 151                | 165               |
| Lease pull-ahead receivable GM                                | 2                  | 21                |
| Other GM  | 19                 | 26                |
| Total unsecured   | 195                | 239               |
| <b>Liabilities</b>  |                    |                   |
| <b>Unsecured debt</b>   |                    |                   |
| Notes payable to GM   | \$ 26              | \$ 154            |
| Accrued expenses and other liabilities                        |                    |                   |
| Wholesale payable GM  | 214                | 161               |
| Other payables GM   | 62                 | 18                |

(a) In November 2006, Ally retained an investment in a note secured by operating lease assets transferred to GM. As part of the transfer, Ally provided a note to a trust, a wholly owned subsidiary of GM. The note was classified in investment securities on the Condensed Consolidated Balance Sheet.

(b) Represents wholesale financing and term loans to certain dealerships wholly owned by GM or in which GM has an interest. The loans are generally secured by the underlying vehicles or assets of the dealerships.

(c) Primarily represents buildings classified as operating lease assets that are leased to GM-affiliated entities. These leases are secured by the underlying assets.

(d) Represents wholesale financing we provide to GM for vehicles, parts, and accessories in which GM retains title while consigned to us or dealers primarily in Italy and Germany in 2010 and in the United Kingdom and Italy in 2009. The financing to GM remains outstanding until the title is transferred to Ally or the dealers. The amount of financing provided to GM under this arrangement varies based on inventory levels. These loans are secured by the underlying vehicles or other assets (except loans relating to parts and accessories in Italy).



**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Statement of Income**

A summary of the statement of income effect of transactions with GM, FIM Holdings, and affiliated companies follows.

|  | <b>Three months ended<br/>September 30,</b> |             | <b>Nine months ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
| <i>(\$ in millions)</i>  | <b>2010</b>                                 | <b>2009</b> | <b>2010</b>                                | <b>2009</b> |
| <b>Net financing revenue</b>   |   |             |  |             |
| GM and affiliates lease residual value support North American operations (a) | \$ (58)                                     | \$ 26       | \$ (57)                                    | \$ 164      |
| GM and affiliates rate support North American operations                     | 172   | 194         | 498  | 577         |
| Wholesale subvention and service fees from GM                                | 49  | 45          | 134  | 159         |
| Interest earned on wholesale automotive financing                            | 2   | 2           | 7  | 12          |
| Interest earned on term loans to dealers                                     |   | 1           | 1  | 2           |
| Interest expense on loans with GM  |   | (13)        | (4)  | (37)        |
| Interest on notes receivable from GM and affiliates                          | 2   | 15          | 7  | 49          |
| Interest on wholesale settlements (b)  | 38  | 40          | 128  | 95          |
| Interest income on loans with FIM Holdings affiliates, net                   | 1   | 1           | 2  | 2           |
| Consumer lease payments from GM (c)  | (1)   | 1           | 13   | 60          |
| <b>Other revenue</b>   |   |             |  |             |
| Insurance premiums earned from GM  | 38  | 52          | 118  | 135         |
| Service fees on transactions with GM   | 2   | 1           | 6  | 5           |
| Revenues from GM-leased properties, net                                      | 2   | 2           | 6  | 7           |
| Other (d)  | 1   |             | 1  | (4)         |
| <b>Servicing fees</b>  |   |             |  |             |
| U.S. automotive operating leases (e)   |   | 4           | 2  | 22          |
| <b>Expense</b>   |   |             |  |             |
| Off-lease vehicle selling expense reimbursement (f)                          | (3)   | (6)         | (11)                                       | (21)        |
| Payments to GM for services, rent, and marketing expenses (g)                | 31  | 37          | 97   | 88          |

- (a) Represents total amount of residual support and risk sharing (incurred) earned under the residual support and risk-sharing programs.
- (b) The settlement terms related to the wholesale financing of certain GM products are at shipment date. To the extent that wholesale settlements with GM are made before the expiration of transit, we receive interest from GM.
- (c) GM sponsors lease pull-ahead programs whereby consumers are encouraged to terminate lease contracts early in conjunction with the acquisition of a new GM vehicle with the customer's remaining payment obligation waived. For certain programs, GM compensates us for the waived payments adjusted based on remarketing results associated with the underlying vehicle.
- (d) Includes income or (expense) related to derivative transactions that we enter into with GM as counterparty.
- (e) Represents servicing income related to automotive leases distributed as a dividend to GM on November 22, 2006.
- (f) An agreement with GM provides for the reimbursement of certain selling expenses incurred by us on off-lease vehicles sold by GM at auction.
- (g) We reimburse GM for certain services provided to us. This amount includes rental payments for our primary executive and administrative offices located in the Renaissance Center in Detroit, Michigan, and exclusivity and royalty fees.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Statement of Changes in Equity**

A summary of the changes to the statement of changes in equity related to transactions with GM, FIM Holdings, and affiliated companies follows.

| (\$ in millions)                      | Nine months<br>ended<br>September 30, 2010 | Year ended<br>December 31, 2009 |
|---------------------------------------|--|---------------------------------|
| <b>Equity</b>                         |  |                                 |
| Capital contributions received (a)    | \$   | \$ 1,280                        |
| Dividends to shareholders/members (b) | 8  | 393                             |
| Preferred stock dividends GM          | 77   | 128                             |
| Other (c)                             | (74)                                       |                                 |

(a) On January 16, 2009, we completed a \$1.25 billion rights offering pursuant to which we issued additional common membership interests to FIM Holdings and a subsidiary of GM.

(b) Pursuant to an operating agreement, certain of our shareholders were permitted distributions to pay the taxes they incurred from ownership of their Ally interests prior to our conversion from a tax partnership to a corporation. In March 2009, we executed a transaction that had 2008 tax-reporting implications for our shareholders. In accordance with the operating agreement, the approvals of both our Ally Board of Directors and the Treasury were obtained in advance for the payment of tax distributions to our shareholders. In 2010, the amount distributed to GM was \$8 million. This represented an accrual for GM tax settlements and refunds received related to tax periods prior to the November 30, 2006, sale by GM of a 51% interest in Ally (Sale Transactions). Amounts distributed to GM and FIM Holdings were \$220 million and \$173 million, respectively, for the year ended December 31, 2009. The 2009 amount includes \$55 million of remittances to GM for tax settlements and refunds received related to tax periods prior to the Sale Transactions as required by the terms of the Purchase and Sale Agreement between GM and FIM Holdings.

(c) Represents a reduction of the estimated payment accrued for tax distributions as a result of the completion of the GMAC LLC U.S. Return of Partnership Income for the tax period January 1, 2009, through June 30, 2009.

GM, GM dealers, and GM-related employees compose a significant portion of our customer base, and our Global Automotive Services operations are highly dependent on GM production and sales volume. As a result, a significant adverse change in GM's business, including significant adverse changes in GM's liquidity position and access to the capital markets, the production or sale of GM vehicles, the quality or resale value of GM vehicles, the use of GM marketing incentives, GM's relationships with its key suppliers, GM's relationship with the United Auto Workers and other labor unions, and other factors impacting GM or its employees could have a significant adverse effect on our profitability and financial condition.

We provide vehicle financing through purchases of retail automotive and lease contracts with retail customers of primarily GM dealers. We also finance the purchase of new and used vehicles by GM dealers through wholesale financing, extend other financing to GM dealers, provide fleet financing for GM dealers to buy vehicles they rent or lease to others, provide wholesale vehicle inventory insurance to GM dealers, provide automotive extended service contracts through GM dealers, and offer other services to GM dealers. As a result, GM's level of automobile production and sales directly impacts our financing and leasing volume; the premium revenue for wholesale vehicle inventory insurance; the volume of automotive extended service contracts; and the profitability and financial condition of the GM dealers to whom we provide wholesale financing, term loans, and fleet financing. In addition, the quality of GM vehicles affects our obligations under automotive extended service contracts relating to such vehicles. Further, the resale value of GM vehicles, which may be impacted by various factors relating to GM's business such as brand image, the number of new GM vehicles produced, the number of used vehicles remarketed, or reduction in core brands, affects the remarketing proceeds we receive upon the sale of repossessed vehicles and off-lease vehicles at lease termination.

At September 30, 2010, we had an estimated \$959 million in secured credit exposure, which included primarily wholesale vehicle financing to GM-owned dealerships, notes receivable from GM, and vehicles leased directly to GM. We further had approximately \$809 million in unsecured credit exposure, which included estimates of payments from GM related to residual support and risk-sharing agreements. Under the terms of

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certain agreements between Ally and GM, Ally has the right to offset certain of its exposures to GM against amounts Ally owes to GM.

### **Retail and Lease Programs**

GM may elect to sponsor incentive programs (on both retail contracts and operating leases) by supporting financing rates below the standard market rates at which we purchase retail contracts and leases. These marketing incentives are also referred to as rate support or subvention. When GM utilizes these marketing incentives, they pay us the present value of the difference between the customer rate and our standard rate at contract inception, which we defer and recognize as a yield adjustment over the life of the contract.

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GM may also sponsor residual support programs as a way to lower customer monthly payments. Under residual support programs, the customer's contractual residual value is adjusted above our standard residual values. In addition, under risk-sharing programs and eligible contracts, GM shares equally in residual losses at the time of the vehicle's disposal to the extent that remarketing proceeds are below our standard residual values (limited to a floor).

For contracts where we are entitled to receive residual support, GM pays the present value of the expected residual support owed to us at contract origination as opposed to after contract termination at the time of sale of the related vehicle. The residual support amount GM ultimately owes us is finalized as the leases actually terminate. Under the terms of the residual support program, in cases where the estimate was incorrect, GM may be obligated to pay us, or we may be obligated to reimburse GM.

Based on the September 30, 2010, outstanding North American operating lease and retail balloon portfolios, the additional maximum contractual amount that could be paid by GM under the residual support programs was approximately \$627 million and would be paid only in the unlikely event that the proceeds from the entire portfolio of lease assets were lower than the contractual residual value and no higher than our standard residual rates.

Based on the September 30, 2010, outstanding North American operating lease portfolio, the maximum contractual amount that could be paid under the risk-sharing arrangements was approximately \$844 million and would be paid only in the unlikely event that the proceeds from all outstanding lease vehicles were lower than our standard residual rates and no higher than the contractual risk-sharing floor.

Retail and lease contracts acquired by us that included rate and residual subvention from GM, payable directly or indirectly to GM dealers as a percentage of total new GM retail and lease contracts acquired, were as follows.

| Nine months ended September 30,                | 2010 | 2009 |
|--|------|------|
| GM and affiliates subvented contracts acquired |      |      |
| North American operations                      | 53%  | 68%  |
| International operations (a)                   | 41%  | 60%  |

(a) Represents subvention for continuing operations only.

**Other**

We entered into various services agreements with GM that are designed to document and maintain our current and historical relationship. We are required to pay GM fees in connection with certain of these agreements related to our financing of GM consumers and dealers in certain parts of the world.

GM also provides payment guarantees on certain commercial assets we have outstanding with certain third-party customers. At September 30, 2010, and December 31, 2009, commercial obligations guaranteed by GM were \$59 million and \$68 million, respectively. Additionally, GM is bound by repurchase obligations to repurchase new vehicle inventory under certain circumstances, such as dealer franchise termination.

**19. Fair Value**  
**Fair Value Measurements**



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For purposes of this disclosure, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices available in active markets (i.e., observable inputs) and the lowest priority to data lacking transparency (i.e., unobservable inputs). Additionally, entities are required to consider all aspects of nonperformance risk, including the entity's own credit standing, when measuring the fair value of a liability.

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A three-level hierarchy is to be used when measuring and disclosing fair value. An instrument's categorization within the fair value hierarchy is based on the lowest level of significant input to its valuation. The following is a description of the three hierarchy levels.

- Level 1 Inputs are quoted prices in active markets for identical assets or liabilities at the measurement date. Additionally, the entity must have the ability to access the active market, and the quoted prices cannot be adjusted by the entity.
- Level 2 Inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices in active markets for similar assets or liabilities; quoted prices in inactive markets for identical or similar assets or liabilities; or inputs that are observable or can be corroborated by observable market data by correlation or other means for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs are supported by little or no market activity. The unobservable inputs represent management's best assumptions of how market participants would price the assets or liabilities. Generally, Level 3 assets and liabilities are valued using pricing models, discounted cash flow methodologies, or similar techniques that require significant judgment or estimation.

Following are descriptions of the 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.

**Trading securities** Trading securities are recorded at fair value. Our portfolio includes U.S. Treasury, asset-backed, and mortgage-backed securities (including senior and subordinated interests) and may be investment grade, noninvestment grade, or unrated securities. We base our valuation of trading securities on observable market prices when available; however, observable market prices may not be available for a significant portion of these assets due to current illiquidity in the markets. When observable market prices are not available, valuations are primarily based on internally developed discounted cash flow models (an income approach) that use assumptions consistent with current market conditions. The valuation considers recent market transactions, experience with similar securities, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we utilize various significant assumptions including market observable inputs (e.g., forward interest rates) and internally developed inputs (e.g., prepayment speeds, delinquency levels, and credit losses). We classified 64% and 94% of the trading securities reported at fair value as Level 3 at September 30, 2010, and December 31, 2009, respectively. Trading securities account for 1% and 2% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively.

**Available-for-sale securities** Available-for-sale securities are carried at fair value primarily based on observable market prices. If observable market prices are not available, our valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate and consider recent market transactions, experience with similar securities, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we are required to utilize various significant assumptions including market observable inputs (e.g., forward interest rates) and internally developed inputs (including prepayment speeds, delinquency levels, and credit losses). We classified less than 1% of the available-for-sale securities reported at fair value as Level 3 at both September 30, 2010, and December 31, 2009. Available-for-sale securities account for 35% and 37% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively.

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***Loans held-for-sale, net*** We elected the fair value option for certain mortgage loans held-for-sale. The loans elected were government- and agency-eligible residential loans funded after July 31, 2009. These loans are presented in the table of recurring fair value measurements. Refer to the section in this note titled *Fair Value Option of Financial Assets and Financial Liabilities* for additional information. The loans not elected under the fair value option are accounted for at the lower of cost or fair value. We classified 15% and 49% of the loans held-for-sale reported at fair value as Level 3 at September 30, 2010, and December 31, 2009, respectively. Loans held-for-sale account for 24% and 32% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively.

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Approximately 3% and 4% of the total loans held-for-sale carried at fair value are automotive loans at September 30, 2010, and December 31, 2009, respectively. These automotive loans are presented in the nonrecurring fair value measurement table. We based our valuation of automotive loans held-for-sale on internally developed discounted cash flow models (an income approach) and classified all these loans as Level 3. These valuation models estimate the exit price we expect to receive in the loan's principal market, which depending on characteristics of the loans may be the whole-loan market or the securitization market. Although we utilize and give priority to market observable inputs, such as interest rates and market spreads within these models, we are typically required to utilize internal inputs, such as prepayment speeds, credit losses, and discount rates. While numerous controls exist to calibrate, corroborate, and validate these internal inputs, these internal inputs require the use of judgment and can have a significant impact on the determination of the loan's value. Accordingly, we classified all automotive loans held-for-sale as Level 3.

Approximately 97% and 96% of the total loans held-for-sale carried at fair value are mortgage loans at September 30, 2010, and December 31, 2009, respectively. We originate or purchase mortgage loans in the United States that we intend to sell to Fannie Mae, Freddie Mac, and the Government National Mortgage Association (Ginnie Mae) (collectively, the Government Sponsored Enterprises (GSEs)). Mortgage loans held-for-sale are typically pooled together and sold into certain exit markets depending on underlying attributes of the loan, such as agency eligibility (domestic only), product type, interest rate, and credit quality. Two valuation methodologies are used to determine the fair value of mortgage loans held-for-sale. The methodology used depends on the exit market as described below.

**Level 2 mortgage loans** This includes all mortgage loans carried at fair value due to fair value option elections. The election includes all domestic loans that can be sold to the Agencies, which are valued predominantly using published forward agency prices. Level 2 also includes all nonagency domestic loans or international loans where recently negotiated market prices for the loan pool exist with a counterparty (which approximates fair value) or quoted market prices for similar loans are available. As these valuations are derived from quoted market prices, we classify these valuations as Level 2 in the fair value disclosures. At September 30, 2010, and December 31, 2009, 87% and 52%, respectively, of the mortgage loans held-for-sale currently being carried at fair value were classified as Level 2.

**Level 3 mortgage loans** This includes all mortgage loans measured at fair value on a nonrecurring basis. The fair value of these loans was determined using internally developed valuation models because observable market prices were not available. These valuation models estimate the exit price we expect to receive in the loan's principal market, which depending on characteristics of the loan may be the whole-loan or securitization market. Although we utilize and give priority to market observable inputs such as interest rates and market spreads within these models, we are typically required to utilize internal inputs, such as prepayment speeds, credit losses, and discount rates. While numerous controls exist to calibrate, corroborate, and validate these internal inputs, the generation of these internal inputs requires the use of judgment and can have a significant impact on the determination of the loan's fair value. Accordingly, we classify these valuations as Level 3 in the fair value disclosures. At September 30, 2010, and December 31, 2009, 13% and 48%, respectively, of the mortgage loans held-for-sale currently being carried at fair value are classified as Level 3.

**Consumer mortgage finance receivables and loans, net** We elected the fair value option for certain consumer mortgage finance receivables and loans. The elected mortgage loans collateralized on-balance sheet securitization debt in which we estimated credit reserves pertaining to securitized assets that could have exceeded or already had exceeded our economic exposure. We also elected the fair value option for all mortgage securitization trusts required to be consolidated due to the adoption of ASU 2009-17. The elected mortgage loans represent a portion of the consumer finance receivable and loans on the Condensed Consolidated Balance Sheet. The balance that was not elected was reported on the balance sheet at the principal amount outstanding, net of charge-offs, allowance for loan losses, and premiums or discounts.

Securitized mortgage loans are legally isolated from us and are beyond the reach of our creditors. The loans are measured at fair value using a portfolio approach or an in-use premise. Values of loans held on an in-use basis may differ considerably from loans held-for-sale that can be sold in the whole-loan market. This difference arises



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primarily due to the liquidity of the asset- and mortgage-backed securitization market and is evident in the fact that spreads applied to lower rated asset- and mortgage-backed securities are considerably wider than spreads observed on senior bonds classes and in the whole-loan market. The objective in fair valuing the loans and related securitization debt is to account properly for our retained economic interest in the securitizations. As a result of reduced liquidity in capital markets, values of both these loans and the securitized bonds are expected to be volatile. Since this approach involves the use of significant unobservable inputs, we classified all the mortgage loans elected under the fair value option as Level 3, at September 30, 2010, and December 31, 2009. Consumer finance receivables and loans accounted for 9% and 4% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively. Refer to the section within this note titled *Fair Value Option of Financial Assets and Financial Liabilities* for additional information.

**Commercial finance receivables and loans, net** We evaluate our commercial finance receivables and loans, net, for impairment. We generally base the evaluation on the fair value of the underlying collateral supporting the loans when expected to be the sole source of repayment. When the carrying value exceeds the fair value of the collateral, an impairment loss is recognized and reflected as a nonrecurring fair value measurement. At both September 30, 2010 and December 31, 2009, 6% and 94% of the impaired commercial finance receivables and loans were classified as Level 2 and Level 3, respectively. Commercial finance receivables and loans accounted for 2% and 4% of all assets reported at fair value at September 30, 2010, and December 31, 2009.

**MSRs** We typically retain MSRs when we sell assets into the secondary market. MSRs currently do not trade in an active market with observable prices; therefore, we use internally developed discounted cash flow models (an income approach) to estimate the fair value of MSRs. These internal valuation models estimate net cash flows based on internal operating assumptions that we believe would be used by market participants combined with market-based assumptions for loan prepayment rates, interest rates, and discount rates that we believe approximate yields required by investors in this asset. Cash flows primarily include servicing fees, float income, and late fees in each case less operating costs to service the loans. The estimated cash flows are discounted using an option-adjusted spread-derived discount rate. All MSRs were classified as Level 3 at September 30, 2010, and December 31, 2009. MSRs accounted for 8% and 10% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively.

**Interests retained in financial asset sales** Interests retained in financial asset sales are carried at fair value. The interests retained are in securitization trusts and deferred purchase prices on the sale of whole-loans. Due to inactivity in the market, valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate. The valuation considers recent market transactions, experience with similar assets, current business conditions, and analysis of the underlying collateral, as available. To estimate cash flows, we utilize various significant assumptions, including market observable inputs (e.g., forward interest rates) and internally developed inputs (e.g., prepayment speeds, delinquency levels, and credit losses). All interests retained were classified as Level 3 at September 30, 2010, and December 31, 2009. Interests retained in financial assets sales accounted for 2% and less than 1% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively.

**Derivative instruments** We manage risk through our balance of loan production and servicing businesses while using financial instruments (including derivatives) to manage risk related specifically to the value of loans held-for-sale, loans held-for-investment, MSRs, foreign currency debt; and we enter into interest rate swaps to facilitate transactions where the underlying receivables are sold to a nonconsolidated entity. Refer to Note 16 for additional information regarding the gains and losses recognized on the fair value of economic hedges within the Condensed Consolidated Statement of Income.

We enter into a variety of derivative financial instruments as part of our hedging strategies. Certain of these derivatives are exchange traded, such as Eurodollar futures, or traded within highly active dealer markets, such as agency to-be-announced securities. To determine the fair value of these instruments, we utilize the exchange price or dealer market price for the particular derivative contract; therefore, we classified these contracts as Level 1. We



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classified less than 1% of the derivative assets and 3% of the derivative liabilities reported at fair value as Level 1 at September 30, 2010. We classified 7% of the derivative assets and 9% of the derivative liabilities reported at fair value as Level 1 at December 31, 2009.

We also execute over-the-counter derivative contracts, such as interest rate swaps, floors, caps, corridors, and swaptions. We utilize third-party-developed valuation models that are widely accepted in the market to value these over-the-counter derivative contracts. The specific terms of the contract and market observable inputs (such as interest rate forward curves and interpolated volatility assumptions) are entered into the model. We classified these over-the-counter derivative contracts as Level 2 because all significant inputs into these models were market observable. We classified 96% of the derivative assets and 94% of the derivative liabilities reported at fair value as Level 2 at September 30, 2010. We classified 77% of the derivative assets and 73% of the derivative liabilities reported at fair value as Level 2 at December 31, 2009.

We also hold certain derivative contracts that are structured specifically to meet a particular hedging objective. These derivative contracts often are utilized to hedge risks inherent within certain on-balance sheet securitizations. To hedge risks on particular bond classes or securitization collateral, the derivative's notional amount is often indexed to the hedged item. As a result, we typically are required to use internally developed prepayment assumptions as an input into the model to forecast future notional amounts on these structured derivative contracts. Accordingly, we classified these derivative contracts as Level 3. We classified 4% of the derivative assets and 3% of the derivative liabilities reported at fair value as Level 3 at September 30, 2010. We classified 16% of the derivative assets and 18% of the derivative liabilities reported at fair value as Level 3 at December 31, 2009.

We are required to consider all aspects of nonperformance risk, including our own credit standing, when measuring fair value of a liability. We consider our credit risk and the credit risk of our counterparties in the valuation of derivative instruments through a credit valuation adjustment (CVA). The CVA calculation utilizes our credit default swap spreads and the spreads of the counterparty. Additionally, we reduce credit risk on the majority of our derivatives by entering into legally enforceable agreements that enable the posting and receiving of collateral associated with the fair value of our derivative positions on an ongoing basis.

Derivative assets accounted for 17% and 8% of all assets reported at fair value at September 30, 2010, and December 31, 2009, respectively. Derivative liabilities accounted for 63% and 59% of all liabilities reported at fair value at September 30, 2010, and December 31, 2009, respectively.

***Collateral placed with counterparties*** Collateral in the form of investment securities are primarily carried at fair value using quoted prices in active markets for similar assets. We classified 100% and 96% of securities posted as collateral as Level 1 at September 30, 2010, and December 31, 2009, respectively. Securities posted as collateral accounted for 2% of all assets reported at fair value at both September 30, 2010, and December 31, 2009.

***Reposessed and foreclosed assets*** Foreclosed on or reposessed assets resulting from loan defaults are carried at the lower of either cost or fair value and are included in other assets on the Condensed Consolidated Balance Sheet. The fair value disclosures include only assets carried at fair value.

The majority of assets acquired due to default are foreclosed assets. We revalue foreclosed assets on a periodic basis. We classified properties that are valued by independent third-party appraisals as Level 2. When third-party appraisals are not obtained, valuations are typically obtained from third-party broker price opinion; however, depending on the circumstances, the property list price or other sales price information may be used in lieu of a broker price opinion. Based on historical experience, we adjust these values downward to take into account damage and other factors that typically cause the actual liquidation value of foreclosed properties to be less than broker price opinion or other price sources. This valuation adjustment is necessary to ensure the valuation ascribed to these assets considers unique factors and circumstances surrounding the foreclosed asset. As a result of applying internally developed adjustments to the third-party-provided valuation of the foreclosed property, we classified these assets as Level 3 in the fair value disclosures. At September 30, 2010, we classified 36% and 64% of foreclosed and reposessed properties carried at fair value as Level 2 and Level 3, respectively. At December 31, 2009, we classified 51% and 49% of foreclosed and reposessed properties carried at fair value as





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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Level 2 and Level 3, respectively. Repossessed and foreclosed assets account for less than 1% of all assets reported at fair value at both September 30, 2010, and December 31, 2009.

***On-balance sheet securitization debt*** We elected the fair value option for certain mortgage loans held-for-investment and the related on-balance sheet securitization debt. We value securitization debt that was elected pursuant to the fair value option and any economically retained positions using market observable prices whenever possible. The securitization debt is principally in the form of asset- and mortgage-backed securities collateralized by the underlying mortgage loans held-for-investment. Due to the attributes of the underlying collateral and current market conditions, observable prices for these instruments are typically not available. In these situations, we consider observed transactions as Level 2 inputs in our discounted cash flow models. Additionally, the discounted cash flow models utilize other market observable inputs, such as interest rates, and internally derived inputs including prepayment speeds, credit losses, and discount rates. Fair value option elected financing securitization debt is classified as Level 3 as a result of the reliance on significant assumptions and estimates for model inputs. On-balance sheet securitization debt accounted for 37% and 41% of all liabilities reported at fair value at September 30, 2010, and December 31, 2009, respectively. Refer to the section within this note titled *Fair Value Option for Financial Assets and Financial Liabilities* for further information about the election. The debt that was not elected under the fair value option is reported on the balance sheet at cost, net of premiums or discounts and issuance costs.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)*****Recurring Fair Value***

The following tables display the assets and liabilities measured at fair value on a recurring basis including financial instruments elected for the fair value option. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The tables below display the hedges separately from the hedged items; therefore, they do not directly display the impact of our risk management activities.

| <b>September 30, 2010 (\$ in millions)</b>                      | <b>Recurring fair value measurements</b> |                |                |              |
|---|--|----------------|----------------|--------------|
|   | <b>Level 1</b>                           | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
| <b>Assets</b>   |  |                |                |              |
| Trading securities  |  |                |                |              |
| U.S. Treasury and federal agencies                              | \$ 75                                    | \$             | \$             | \$ 75        |
| Mortgage-backed   |  |                |                |              |
| Residential   |  | 1              | 45             | 46           |
| Asset-backed  |  |                | 90             | 90           |
| Total trading securities  | 75                                       | 1              | 135            | 211          |
| Investment securities   |  |                |                |              |
| Available-for-sale securities                                   |  |                |                |              |
| Debt securities   |  |                |                |              |
| U.S. Treasury and federal agencies                              | 2,359                                    | 310            |                | 2,669        |
| States and political subdivisions                               |  | 4              |                | 4            |
| Foreign government  | 928                                      | 371            |                | 1,299        |
| Mortgage-backed   |  |                |                |              |
| Residential   |  | 3,729          | 2              | 3,731        |
| Asset-backed  |  | 1,695          | 1              | 1,696        |
| Corporate debt securities                                       |  | 1,396          |                | 1,396        |
| Total debt securities   | 3,287                                    | 7,505          | 3              | 10,795       |
| Equity securities   | 1,130                                    |                |                | 1,130        |
| Total available-for-sale securities                             | 4,417                                    | 7,505          | 3              | 11,925       |
| Mortgage loans held-for-sale, net (a)                           |  | 6,978          |                | 6,978        |
| Consumer mortgage finance receivables and loans, net (a)        |  |                | 2,948          | 2,948        |
| Mortgage servicing rights                                       |  |                | 2,746          | 2,746        |
| Other assets  |  |                |                |              |
| Interests retained in financial asset sales                     |  |                | 533            | 533          |
| Fair value of derivative contracts in receivable position       |  |                |                |              |
| Interest rate contracts   | 24                                       | 5,454          | 252            | 5,730        |
| Foreign currency contracts                                      |  | 210            |                | 210          |
| Total fair value of derivative contracts in receivable position | 24                                       | 5,664          | 252            | 5,940        |
| Collateral placed with counterparties (b)                       | 740                                      |                |                | 740          |
| Total assets  | \$ 5,256                                 | \$ 20,148      | \$ 6,617       | \$ 32,021    |

**Liabilities**

|  |          |            |            |            |
|--|----------|------------|------------|------------|
| Secured debt   |          |            |            |            |
| On-balance sheet securitization debt (a)                       | \$       | \$         | \$ (2,793) | \$ (2,793) |
| Accrued expenses and other liabilities                         |          |            |            |            |
| Fair value of derivative contracts in liability position       |          |            |            |            |
| Interest rate contracts  | (158)    | (3,958)    | (130)      | (4,246)    |
| Foreign currency contracts                                     |          | (411)      |            | (411)      |
| Total fair value of derivative contracts in liability position | (158)    | (4,369)    | (130)      | (4,657)    |
| Total liabilities  | \$ (158) | \$ (4,369) | \$ (2,923) | \$ (7,450) |

(a) Carried at fair value due to fair value option elections.

(b) Represents collateral in the form of investment securities. Cash collateral was excluded above.

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| December 31, 2009 (\$ in millions)                        | Recurring fair value measurements |            |            |            |
|---|-----------------------------------|------------|------------|------------|
|   | Level 1                           | Level 2    | Level 3    | Total      |
| <b>Assets</b>   |                                   |            |            |            |
| Trading securities  |                                   |            |            |            |
| Mortgage-backed   |                                   |            |            |            |
| Residential   | \$                                | \$ 44      | \$ 99      | \$ 143     |
| Asset-backed  |                                   |            | 596        | 596        |
| Total trading securities                                  |                                   | 44         | 695        | 739        |
| Investment securities                                     |                                   |            |            |            |
| Available-for-sale securities                             |                                   |            |            |            |
| Debt securities   |                                   |            |            |            |
| U.S. Treasury and federal agencies                        | 1,989                             | 1,521      |            | 3,510      |
| States and political subdivisions                         |                                   | 811        |            | 811        |
| Foreign government  | 911                               | 262        |            | 1,173      |
| Mortgage-backed   |                                   |            |            |            |
| Residential   |                                   | 3,455      | 6          | 3,461      |
| Asset-backed  |                                   | 985        | 20         | 1,005      |
| Corporate debt securities                                 | 2                                 | 1,471      |            | 1,473      |
| Other   | 47                                |            |            | 47         |
| Total debt securities                                     | 2,949                             | 8,505      | 26         | 11,480     |
| Equity securities   | 671                               | 4          |            | 675        |
| Total available-for-sale securities                       | 3,620                             | 8,509      | 26         | 12,155     |
| Mortgage loans held-for-sale, net (a)                     |                                   | 5,545      |            | 5,545      |
| Consumer mortgage finance receivables and loans, net (a)  |                                   |            | 1,303      | 1,303      |
| Mortgage servicing rights                                 |                                   |            | 3,554      | 3,554      |
| Other assets  |                                   |            |            |            |
| Cash reserve deposits held-for-securitization trusts      |                                   |            | 31         | 31         |
| Interests retained in financial asset sales               |                                   |            | 471        | 471        |
| Fair value of derivative contracts in receivable position | 184                               | 2,035      | 435        | 2,654      |
| Collateral placed with counterparties (b)                 | 808                               | 37         |            | 845        |
| Total assets  | \$ 4,612                          | \$ 16,170  | \$ 6,515   | \$ 27,297  |
| <b>Liabilities</b>  |                                   |            |            |            |
| Secured debt  |                                   |            |            |            |
| On-balance sheet securitization debt (a)                  | \$                                | \$         | \$ (1,294) | \$ (1,294) |
| Accrued expenses and other liabilities                    |                                   |            |            |            |
| Fair value of derivative contracts in liability position  | (172)                             | (1,391)    | (332)      | (1,895)    |
| Total liabilities   | \$ (172)                          | \$ (1,391) | \$ (1,626) | \$ (3,189) |

(a) Carried at fair value due to fair value option elections.

(b) Represents collateral in the form of investment securities. Cash collateral was excluded above.



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The following tables present the reconciliation for all Level 3 assets and liabilities measured at fair value on a recurring basis. Transfers into or out of any hierarchy levels, if any (including any transfers shown in the following tables), are recognized at the end of the reporting period in which the transfer occurred. We often economically hedge the fair value change of our assets or liabilities with derivatives and other financial instruments. The Level 3 items presented below may be hedged by derivatives and other financial instruments that are classified as Level 1 or Level 2. Thus, the following tables do not fully reflect the impact of our risk management activities.

|  | Level 3 recurring fair value measurements |  |  |  |                                  | Net unrealized gains (losses) included in |
|--|---|--|--|--|----------------------------------|---|
|  |   | Net realized/unrealized gains (losses) |  |  |                                  |   |
|  | Fair value at July 1, 2010                | included in earnings                   | included in other comprehensive income | Purchases, issuances, and settlements, net | Fair value at September 30, 2010 | earnings still held at September 30, 2010 |
| (\$ in millions)   |   |  |  |  |                                  |   |
| Assets   |   |  |  |  |                                  |   |
| Trading securities   |   |  |  |  |                                  |   |
| Mortgage-backed  |   |  |  |  |                                  |   |
| Residential  | \$ 46                                     | \$ 3 (a)                               | \$ 1                                   | \$ (4)                                     | \$ 45                            | \$ 7 (a)                                  |
| Asset-backed   | 87  |  | 1                                      | 2  | 90                               |   |
| Total trading securities   | 133                                       | 3                                      | 1                                      | (2)  | 135                              | 7   |
| Investment securities  |   |  |  |  |                                  |   |
| Available-for-sale securities  |   |  |  |  |                                  |   |
| Debt securities  |   |  |  |  |                                  |   |
| Mortgage-backed  |   |  |  |  |                                  |   |
| Residential  | 2   |  |  |  | 2                                |   |
| Asset-backed   | 8   |  |  | (7)  | 1                                |   |
| Total debt securities  | 10  |  |  | (7)  | 3                                |   |
| Consumer mortgage finance receivables and loans, net (b)                   | 2,345                                     | 1,126 (b)                              |  | (523)                                      | 2,948                            | 937 (b)                                   |
| Mortgage servicing rights  | 2,983                                     | (521) (c)                              |  | 284  | 2,746                            | (521) (c)                                 |
| Other assets   |   |  |  |  |                                  |   |
| Cash reserve deposits held-for-securitization trusts                       | 2   |  |  | (2)  |                                  |   |
| Interests retained in financial asset sales                                | 465                                       | 33 (d)                                 |  | 35   | 533                              | 9 (d)                                     |
| Fair value of derivative contracts in receivable (liability) position, net |   |  |  |  |                                  |   |
| Interest rate contracts, net   | 105                                       | 212 (e)                                |  | (195)                                      | 122                              | 247 (e)                                   |
| Total assets   | \$ 6,043                                  | \$ 853                                 | \$ 1                                   | \$ (410)                                   | \$ 6,487                         | \$ 679                                    |
| Liabilities  |   |  |  |  |                                  |   |
| Secured debt   |   |  |  |  |                                  |   |
| On-balance sheet securitization debt (b)                                   | \$ (2,178)                                | \$ (1,118) (b)                         | \$                                     | \$ 503                                     | \$ (2,793)                       | \$ (1,035) (b)                            |
| Total liabilities  | \$ (2,178)                                | \$ (1,118)                             | \$                                     | \$ 503                                     | \$ (2,793)                       | \$ (1,035)                                |

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- (a) The fair value adjustment was reported as other gain on investments, net, and the related interest was reported as interest and dividends on investment securities in the Condensed Consolidated Statement of Income.
- (b) Carried at fair value due to fair value option elections. Refer to the next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Income.
- (c) Fair value adjustment was reported as servicing asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.
- (d) Reported as other income, net of losses, in the Condensed Consolidated Statement of Income.
- (e) Refer to Note 16 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Income.



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|  |                            | Level 3 recurring fair value measurements |  |  |                            |                                  |   |
|--|----------------------------|---|--|--|----------------------------|----------------------------------|---|
|  |                            | Net realized/unrealized gains (losses)    |  |  |                            |                                  | Net unrealized gains (losses) included in earnings still held at September 30, 2009 |
|  | Fair value at July 1, 2009 | included in earnings                      | included in other comprehensive income | Purchases, issuances, and settlements, net | Net transfers into Level 3 | Fair value at September 30, 2009 |   |
| (\$ in millions)   |                            |   |  |  |                            |                                  |   |
| <b>Assets</b>  |                            |   |  |  |                            |                                  |   |
| Trading securities   |                            |   |  |  |                            |                                  |   |
| Mortgage-backed  |                            |   |  |  |                            |                                  |   |
| Residential  | \$ 163                     | \$  | \$                                     | \$ (18)                                    | \$                         | \$ 145                           | \$ 18 (a)   |
| Asset-backed   | 571                        | 126 (a)                                   | 5                                      |  |                            | 702                              | (83) (a)  |
| Total trading securities   | 734                        | 126                                       | 5                                      | (18)                                       |                            | 847                              | (65)  |
| Investment securities  |                            |   |  |  |                            |                                  |   |
| Available-for-sale securities  |                            |   |  |  |                            |                                  |   |
| Debt securities  |                            |   |  |  |                            |                                  |   |
| Mortgage-backed  |                            |   |  |  |                            |                                  |   |
| Residential  |                            |   |  |  |                            |                                  |   |
| Asset-backed   | 4                          |   | 1                                      |  | 1                          | 6                                |   |
| Equity securities  | 413                        | 4 (a)                                     | 2                                      | (384)                                      |                            | 35                               |   |
| Total available-for-sale securities  | 417                        | 4   | 3                                      | (384)                                      | 1                          | 41                               |   |
| Consumer mortgage finance receivables and loans, net (b)                   | 1,588                      | 339 (b)                                   |  | (384)                                      |                            | 1,543                            | 240 (b)   |
| Mortgage servicing rights  | 3,509                      | (494) (c)                                 |  | 228  |                            | 3,243                            | (494) (c)   |
| Other assets   |                            |   |  |  |                            |                                  |   |
| Cash reserve deposits held-for-securitization trusts                       |                            |   |  |  |                            |                                  |   |
|  | 33                         | 6 (d)                                     |  |  |                            | 39                               | (97) (d)  |
| Interests retained in financial asset sales                                | 662                        | 21 (d)                                    | (1)                                    | (73)                                       |                            | 609                              | (15) (d)  |
| Fair value of derivative contracts in receivable (liability) position, net | 225                        | (3)(e)                                    |  | 29   |                            | 251                              | 109 (e)   |
| Total assets   | \$ 7,168                   | \$ (1)                                    | \$ 7                                   | \$ (602)                                   | \$ 1                       | \$ 6,573                         | \$ (322)  |
| <b>Liabilities</b>   |                            |   |  |  |                            |                                  |   |
| Secured debt   |                            |   |  |  |                            |                                  |   |
| On-balance sheet securitization debt (b)                                   | \$ (1,574)                 | \$ (330) (b)                              | \$                                     | \$ 375                                     | \$                         | \$ (1,529)                       | \$ (207) (b)  |
| Total liabilities  | \$ (1,574)                 | \$ (330)                                  | \$                                     | \$ 375                                     | \$                         | \$ (1,529)                       | \$ (207)  |

- (a) The fair value adjustment was reported as other gain on investments, net, and the related interest was reported as interest and dividends on investment securities in the Condensed Consolidated Statement of Income.
- (b) Carried at fair value due to fair value option elections. Refer to next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Income.
- (c) Fair value adjustment was reported as servicing asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.
- (d) Reported as other income, net of losses, in the Condensed Consolidated Statement of Income.
- (e) Refer to Note 16 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Income.



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|  | Level 3 recurring fair value measurements |                      |  |                                 |                                  | Net unrealized gains (losses) included in |
|--|---|----------------------|--|---------------------------------|----------------------------------|---|
|  | Net realized/unrealized gains (losses)    |                      |  |                                 |                                  |   |
|  |   |                      |  | Purchases,                      |                                  |   |
|  | Fair value at January 1, 2010             | included in earnings | included in other comprehensive income | issuances, and settlements, net | Fair value at September 30, 2010 | earnings still held at September 30, 2010 |
| (\$ in millions)   |   |                      |  |                                 |                                  |   |
| Assets   |   |                      |  |                                 |                                  |   |
| Trading securities   |   |                      |  |                                 |                                  |   |
| Mortgage-backed  |   |                      |  |                                 |                                  |   |
| Residential  | \$ 99                                     | \$ 3 (a)             | \$                                     | \$ (57)                         | \$ 45                            | \$ 18 (a)                                 |
| Asset-backed   | 596                                       |                      | 1                                      | (507)                           | 90                               |   |
| Total trading securities   | 695                                       | 3                    | 1                                      | (564)                           | 135                              | 18  |
| Investment securities  |   |                      |  |                                 |                                  |   |
| Available-for-sale securities  |   |                      |  |                                 |                                  |   |
| Debt securities  |   |                      |  |                                 |                                  |   |
| Mortgage-backed  |   |                      |  |                                 |                                  |   |
| Residential  | 6   |                      | (1)                                    | (3)                             | 2                                |   |
| Asset-backed   | 20  |                      |  | (19)                            | 1                                |   |
| Total debt securities  | 26  |                      | (1)                                    | (22)                            | 3                                |   |
| Consumer mortgage finance receivables and loans, net (b)                   | 1,303                                     | 1,914 (b)            |  | (269)                           | 2,948                            | 1,305 (b)                                 |
| Mortgage servicing rights  | 3,554                                     | (1,465) (c)          |  | 657                             | 2,746                            | (1,465) (c)                               |
| Other assets   |   |                      |  |                                 |                                  |   |
| Cash reserve deposits held-for-securitization trusts                       | 31  |                      |  | (31)                            |                                  |   |
| Interests retained in financial asset sales                                | 471                                       | 66 (d)               |  | (4)                             | 533                              | 15 (d)                                    |
| Fair value of derivative contracts in receivable (liability) position, net |   |                      |  |                                 |                                  |   |
| Interest rate contracts, net   | 103                                       | 203 (e)              |  | (184)                           | 122                              | 386 (e)                                   |
| Total assets   | \$ 6,183                                  | \$ 721               | \$                                     | \$ (417)                        | \$ 6,487                         | \$ 259                                    |
| Liabilities  |   |                      |  |                                 |                                  |   |
| Secured debt   |   |                      |  |                                 |                                  |   |
| On-balance sheet securitization debt (b)                                   | \$ (1,294)                                | \$ (1,892) (b)       | \$                                     | \$ 393                          | \$ (2,793)                       | \$ (1,477) (b)                            |
| Total liabilities  | \$ (1,294)                                | \$ (1,892)           | \$                                     | \$ 393                          | \$ (2,793)                       | \$ (1,477)                                |

- (a) The fair value adjustment was reported as other gain on investments, net, and the related interest was reported as interest and dividends on investment securities in the Condensed Consolidated Statement of Income.
- (b) Carried at fair value due to fair value option elections. Refer to the next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Income.
- (c) Fair value adjustment was reported as servicing asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.
- (d) Reported as other income, net of losses, in the Condensed Consolidated Statement of Income.
- (e) Refer to Note 16 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Income.



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|   | Level 3 recurring fair value measurements |                            |  |  |   |   |  |
|---|---|----------------------------|--|--|---|---|--|
|   | Net realized/unrealized<br>(losses) gains |                            |  |  |   |   | Net<br>unrealized<br>(losses)<br>gains<br>included in<br>earnings<br>still<br>held at<br>September 30,<br>2009 |
| (\$ in millions)  | Fair<br>value<br>at<br>January 1,<br>2009 | included<br>in<br>earnings | included<br>in<br>other<br>comprehensive<br>income | Purchases,<br>issuances,<br>and<br>settlements,<br>net | Net<br>transfers<br>into/<br>(out<br>of)<br>Level 3 | Fair value<br>at<br>September 30,<br>2009 |  |
| <b>Assets</b>   |   |                            |  |  |   |   |  |
| Trading securities  |   |                            |  |  |   |   |  |
| Mortgage-backed   |   |                            |  |  |   |   |  |
| Residential   | \$ 211                                    | \$ (41) (a)                | \$   | \$ (44)  | \$ 19   | \$ 145                                    | \$ (19) (a)  |
| Asset-backed  | 509                                       | 184 (a)                    | 10   | (1)  |   | 702                                       | (569) (a)  |
| Total trading securities  | 720                                       | 143                        | 10   | (45)   | 19  | 847                                       | (588)  |
| Investment securities   |   |                            |  |  |   |   |  |
| Available-for-sale securities   |   |                            |  |  |   |   |  |
| Debt securities   |   |                            |  |  |   |   |  |
| Mortgage-backed   |   |                            |  |  |   |   |  |
| Residential   | 2   |                            | (4)  |  | 8   | 6   |  |
| Asset-backed  | 607                                       | 6 (a)                      | 5  | (583)  |   | 35  | (8) (a)  |
| Equity securities   | 22  |                            | 1  |  | (23)  |   |  |
| Total available-for-sale securities   | 631                                       | 6                          | 2  | (583)  | (15)  | 41  | (8)  |
| Consumer mortgage finance<br>receivables and loans, net (b)                   | 1,861                                     | 848 (b)                    |  | (1,166)  |   | 1,543                                     | 488 (b)  |
| Mortgage servicing rights   | 2,848                                     | (172) (c)                  |  | 567  |   | 3,243                                     | (159) (c)  |
| Other assets  |   |                            |  |  |   |   |  |
| Cash reserve deposits<br>held-for-securitization trusts                       | 41  | 2 (d)                      | (1)  | (3)  |   | 39  | (318) (d)  |
| Interests retained in financial asset<br>sales                                | 1,001                                     | (44) (d)                   | 3  | (351)  |   | 609                                       | (11) (d)   |
| Fair value of derivative contracts in<br>receivable (liability) position, net | 149                                       | 399 (e)                    | (5)  | (437)  | 145   | 251                                       | 985 (e)  |
| Total assets  | \$ 7,251                                  | \$ 1,182                   | \$ 9   | \$ (2,018)   | \$ 149  | \$ 6,573                                  | \$ 389   |
| <b>Liabilities</b>  |   |                            |  |  |   |   |  |
| Secured debt  |   |                            |  |  |   |   |  |
| On-balance sheet securitization<br>debt (b)                                   | \$ (1,899)                                | \$ (774) (b)               | \$   | \$ 1,144   | \$  | \$ (1,529)                                | \$ (431) (b)   |
| Total liabilities   | \$ (1,899)                                | \$ (774)                   | \$   | \$ 1,144   | \$  | \$ (1,529)                                | \$ (431)   |

- (a) The fair value adjustment was reported as other gain on investments, net, and the related interest was reported as interest and dividends on investment securities in the Condensed Consolidated Statement of Income.
- (b) Carried at fair value due to fair value option elections. Refer to next section of this note titled *Fair Value Option for Financial Assets and Liabilities* for the location of the gains and losses in the Condensed Consolidated Statement of Income.
- (c) Fair value adjustment was reported as servicing asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.
- (d) Reported as other income, net of losses, in the Condensed Consolidated Statement of Income.

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(e) Refer to Note 16 for information related to the location of the gains and losses on derivative instruments in the Condensed Consolidated Statement of Income.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Nonrecurring Fair Value**

We may be required to measure certain assets and liabilities at fair value from time to time. These periodic fair value measures typically result from the application of lower of cost or fair value accounting or certain impairment measures under GAAP. These items would constitute nonrecurring fair value measures.

The following tables display the assets and liabilities measured at fair value on a nonrecurring basis and held at September 30, 2010 and 2009.

|  | Nonrecurring<br>fair value measures |         |          |          | Lower of<br>cost or<br>fair value<br>or valuation<br>reserve<br>allowance | Total gains<br>(losses)<br>included<br>in<br>earnings for<br>the three<br>months ended | Total gains<br>included in<br>earnings<br>for<br>the nine<br>months ended |
|--|-------------------------------------|---------|----------|----------|---|--|---|
| September 30, 2010 (\$ in millions)                    | Level 1                             | Level 2 | Level 3  | Total    |   |  |   |
| Assets   |                                     |         |          |          |   |  |   |
| Loans held-for-sale, net (a)                           |                                     |         |          |          |   |  |   |
| Automotive   | \$                                  | \$      | \$ 234   | \$ 234   | \$ (85)   | n/m (b)  | n/m (b)   |
| Mortgage   |                                     |         | 1,041    | 1,041    | (47)  | n/m (b)  | n/m (b)   |
| Total loans held-for-sale, net                         |                                     |         | 1,275    | 1,275    | (132)   | n/m (b)  | n/m (b)   |
| Commercial finance receivables and<br>loans, net (c)   |                                     |         |          |          |   |  |   |
| Automotive   |                                     |         | 391      | 391      | (56)  | n/m (b)  | n/m (b)   |
| Mortgage   |                                     | 34      | 57       | 91       | (47)  | n/m (b)  | n/m (b)   |
| Other  |                                     |         | 77       | 77       | (70)  | n/m (b)  | n/m (b)   |
| Total commercial finance receivables and<br>loans, net |                                     | 34      | 525      | 559      | (173)   |  |   |
| Other assets   |                                     |         |          |          |   |  |   |
| Real estate and other investments (d)                  |                                     | 9       |          | 9        | n/m (e)   | \$   | \$ 2  |
| Reposessed and foreclosed assets (f)                   |                                     | 42      | 76       | 118      | (17)  | n/m (b)  | n/m (b)   |
| Total assets   | \$                                  | \$ 85   | \$ 1,876 | \$ 1,961 | \$ (322)  | \$   | \$ 2  |

n/m = not meaningful

- (a) Represents loans held-for-sale that are required to be measured at the lower of cost or fair value. The table above includes only loans with fair values below cost during 2010. The related valuation allowance represents the cumulative adjustment to fair value of those specific assets.
- (b) We consider the applicable valuation or loan loss allowance to be the most relevant indicator of the impact on earnings caused by the fair value measurement. Accordingly, the table above excludes total gains and losses included in earnings for these items. The carrying values are inclusive of the respective valuation or loan loss allowance.
- (c) Represents the portion of the portfolio specifically impaired during 2010. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.
- (d) Represents model homes impaired during 2010. The total loss included in earnings represents adjustments to the fair value of the portfolio based on the estimated fair value if the model home is under lease or the estimated value less costs to sell if the model home is marketed for sale.

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- (e) The total gain included in earnings is the most relevant indicator of the impact on earnings.
- (f) The allowance provided for repossessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.



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| September 30, 2009 (\$ in millions)                  | Nonrecurring<br>fair value measures |            |              |              | Lower of cost<br>or<br>fair value<br>or<br>valuation<br>reserve<br>allowance | Total losses<br>included in<br>earnings<br>for<br>the three<br>months ended | Total (losses)<br>gains<br>included in<br>earnings<br>for<br>the nine<br>months ended |
|--|-------------------------------------|------------|--------------|--------------|--|---|---|
|  | Level 1                             | Level 2    | Level 3      | Total        |  |   |   |
| <b>Assets</b>  |                                     |            |              |              |  |   |   |
| Loans held-for-sale, net (a)                         | \$                                  | \$ 7       | \$ 636       | \$ 643       | \$ (379)   | n/m (b)   | n/m (b)   |
| Commercial finance receivables and loans,<br>net (c) |                                     | 161        | 2,336        | 2,497        | (1,014)  | \$ (d)  | \$ (87) (d)   |
| Other assets   |                                     |            |              |              |  |   |   |
| Real estate and other investments (e)                |                                     | 85         |              | 85           | n/m (f)  | (1)   | 5   |
| Reposessed and foreclosed assets (g)                 |                                     | 173        | 107          | 280          | (97)   | n/m (b)   | n/m (b)   |
| Goodwill (h)   |                                     |            |              |              | n/m (f)  |   | (607)   |
| <br>Total assets                                     | <br>\$                              | <br>\$ 426 | <br>\$ 3,079 | <br>\$ 3,505 | <br>\$ (1,490)   | <br>\$ (1)  | <br>\$ (689)  |

n/m = not meaningful

- (a) Represents loans held-for-sale that are required to be measured at the lower of cost or fair value. The table above includes only loans with fair values below cost during 2009. The related valuation allowance represents the cumulative adjustment to fair value of those specific assets.
- (b) We consider the applicable valuation or loan loss allowance to be the most relevant indicator of the impact on earnings caused by the fair value measurement. Accordingly, the table above excludes total gains and losses included in earnings for these items. The carrying values are inclusive of the respective valuation or loan loss allowance.
- (c) Represents the portion of the portfolio specifically impaired during 2009. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.
- (d) Represents losses recognized on the impairment of our resort finance portfolio, which provided debt capital to resort and timeshare developers. Refer to footnote (b) for information related to the other commercial finance receivables and loans, net, for which impairment was recognized.
- (e) Represents model homes impaired during 2009. The total loss included in earnings represents adjustments to the fair value of the portfolio based on the estimated fair value if the model home is under lease or the estimated fair value less costs to sell if the model home is marketed for sale.
- (f) The total gain (loss) included in earnings is the most relevant indicator of the impact on earnings.
- (g) The allowance provided for reposessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.
- (h) Represents goodwill impaired during 2009. The impairment related to a reporting unit within our Insurance operations.

**Fair Value Option for Financial Assets and Financial Liabilities**

On January 1, 2008, we elected to measure at fair value certain domestic consumer mortgage finance receivables and loans and the related debt held in on-balance sheet mortgage securitization structures. During the three months ended September 30, 2009, we also elected the fair value option for government- and agency-eligible mortgage loans held-for-sale funded after July 31, 2009. As of January 1, 2010, we elected the fair value option for all on-balance sheet mortgage securitization structures that were required to be consolidated due to the adoption of ASU 2009-17. Refer to Note 1 for additional information related to the adoption. Our intent in electing fair value for all these items was to mitigate a divergence between accounting losses and economic exposure for certain assets and liabilities.

A description of the financial assets and liabilities elected to be measured at fair value is as follows.

**On-balance sheet mortgage securitizations** We carry the fair value-elected loans as consumer finance receivable and loans, net, on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest income on the fair value-elected loans (unless

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the loans are placed on nonaccrual status); however, the accrued interest was excluded from the fair value presentation. We classified the fair value adjustment recorded for the loans as other income, net of losses, in the Condensed Consolidated Statement of Income. We continued to record the fair value-elected debt balances as secured debt on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest expense on the fair value-elected securitization debt, which continues to be classified as interest expense in the Condensed Consolidated Statement of Income. We classified the fair value adjustment recorded for this fair value-elected debt as other income, net of losses, in the Condensed Consolidated Statement of Income.

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***Government- and agency-eligible loans*** During the three months ended September 31, 2009, we elected the fair value option for government- and agency-eligible mortgage loans held-for-sale funded after July 31, 2009. We elected the fair value option to mitigate earnings volatility by better matching the accounting for the assets with the related hedges.

Excluded from the fair value option were government- and agency-eligible loans funded on or prior to July 31, 2009, and those repurchased or rerecognized. The loans funded on or prior to July 31, 2009, were ineligible because the election must be made at the time of funding. Repurchased and rerecognized government- and agency-eligible loans were not elected because the election will not mitigate earning volatility. We repurchase or rerecognize loans due to representation and warranty obligations or conditional repurchase options. Typically, we will be unable to resell these assets through regular channels due to characteristics of the assets. Since the fair value of these assets is influenced by factors that cannot be hedged, we did not elect the fair value option.

We carry the fair value-elected government- and agency-eligible loans as loans held-for-sale, net, on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest income on the fair value-elected loans (unless they are placed on nonaccrual status); however, the accrued interest was excluded from the fair value presentation. Upfront fees and costs related to the fair value-elected loans were not deferred or capitalized. The fair value adjustment recorded for these loans is classified as gain (loss) on mortgage loans, net, in the Condensed Consolidated Statement of Income. In accordance with GAAP, the fair value option election is irrevocable once the asset is funded even if it is subsequently determined that a particular loan cannot be sold.

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The following tables summarize the fair value option elections and information regarding the amounts recorded as earnings for each fair value option-elected item.

| Three months ended                                   | Changes included in the Condensed Consolidated Statement of Income |                             |                        |                             |                             |                            | Change in fair value due to credit risk (a) |
|--|--|-----------------------------|------------------------|-----------------------------|-----------------------------|----------------------------|---|
|  | Consumer financing revenue   | Loans held-for-sale revenue | Total interest expense | Gain on mortgage loans, net | Other income, net of losses | Total included in earnings |   |
| September 30, (\$ in millions)                       |  |                             |                        |                             |                             |                            |   |
| <b>2010</b>  |  |                             |                        |                             |                             |                            |   |
| Assets   |  |                             |                        |                             |                             |                            |   |
| Mortgage loans held-for-sale, net                    | \$   | \$ 61 (b)                   | \$                     | \$ 368                      | \$                          | \$ 429                     | \$ (c)                                      |
| Consumer mortgage finance receivables and loans, net | 141 (b)  |                             |                        |                             | 985                         | 1,126                      | 33 (d)                                      |
| Liabilities  |  |                             |                        |                             |                             |                            |   |
| Secured debt   |  |                             |                        |                             |                             |                            |   |
| On-balance sheet securitization debt                 | \$   | \$                          | \$ (81) (e)            | \$                          | \$ (1,037)                  | \$ (1,118)                 | \$ (58) (f)                                 |
| Total  |  |                             |                        |                             |                             | \$ 437                     |   |
| <b>2009</b>  |  |                             |                        |                             |                             |                            |   |
| Assets   |  |                             |                        |                             |                             |                            |   |
| Mortgage loans held-for-sale, net                    | \$   | \$ 26 (b)                   | \$                     | \$ 181                      | \$                          | \$ 207                     | \$ (c)                                      |
| Consumer mortgage finance receivables and loans, net | 119 (b)  |                             |                        |                             | 220                         | 339                        | 129 (d)                                     |
| Liabilities  |  |                             |                        |                             |                             |                            |   |
| Secured debt   |  |                             |                        |                             |                             |                            |   |
| On-balance sheet securitization debt                 | \$   | \$                          | \$ (55) (e)            | \$                          | \$ (275)                    | \$ (330)                   | \$ (299) (f)                                |
| Total  |  |                             |                        |                             |                             | \$ 216                     |   |

- (a) Factors other than credit quality that impact fair value include changes in market interest rates and the illiquidity or marketability in the current marketplace. Lower levels of observable data points in illiquid markets generally result in wide bid/offer spreads.
- (b) Interest income is measured by multiplying the unpaid principal balance on the loans by the coupon rate and the number of days of interest due.
- (c) The credit impact for loans held-for-sale is assumed to be zero because the loans are either suitable for sale or are covered by a government guarantee.
- (d) The credit impact for consumer mortgage finance receivables and loans was quantified by applying internal credit loss assumptions to cash flow models.
- (e) Interest expense is measured by multiplying bond principal by the coupon rate and the number of days of interest due to the investor.
- (f) The credit impact for on-balance sheet securitization debt is assumed to be zero until our economic interests in a particular securitization is reduced to zero at which point the losses on the underlying collateral will be expected to be passed through to third-party bondholders. Losses allocated to third-party bondholders, including changes in the amount of losses allocated, will result in fair value changes due to credit. We also monitor credit ratings and will make credit adjustments to the extent any bond classes are downgraded by rating agencies.

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| Nine months ended<br>September 30, (\$ in millions)     | Changes included in the Condensed Consolidated Statement of Income |                                   |                              |                                      |                                   |                                  | Change in<br>fair value<br>due to<br>credit risk (a) |
|---|--|-----------------------------------|------------------------------|--------------------------------------|-----------------------------------|----------------------------------|--|
|   | Consumer<br>financing<br>revenue                                   | Loans<br>held-for-sale<br>revenue | Total<br>interest<br>expense | Gain<br>on<br>mortgage<br>loans, net | Other<br>income,<br>net of losses | Total<br>included in<br>earnings |  |
| <b>2010</b>   |  |                                   |                              |                                      |                                   |                                  |  |
| Assets  |  |                                   |                              |                                      |                                   |                                  |  |
| Mortgage loans held-for-sale, net                       | \$   | \$ 153 (b)                        | \$                           | \$ 777                               | \$                                | \$ 930                           | \$ (c)   |
| Consumer mortgage finance<br>receivables and loans, net | 469 (b)  |                                   |                              |                                      | 1,444                             | 1,913                            | (36) (d)   |
| Liabilities   |  |                                   |                              |                                      |                                   |                                  |  |
| Secured debt  |  |                                   |                              |                                      |                                   |                                  |  |
| On-balance sheet securitization debt                    | \$   | \$                                | \$ (266) (e)                 | \$                                   | \$ (1,625)                        | \$ (1,891)                       | \$ 13 (f)  |
| Total   |  |                                   |                              |                                      |                                   | \$ 952                           |  |
| <b>2009</b>   |  |                                   |                              |                                      |                                   |                                  |  |
| Assets  |  |                                   |                              |                                      |                                   |                                  |  |
| Mortgage loans held-for-sale, net                       | \$   | \$ 26 (b)                         | \$                           | \$ 181                               | \$                                | \$ 207                           | \$ (c)   |
| Consumer mortgage finance<br>receivables and loans, net | 395 (b)  |                                   |                              |                                      | 453                               | 848                              | 86 (d)   |
| Liabilities   |  |                                   |                              |                                      |                                   |                                  |  |
| Secured debt  |  |                                   |                              |                                      |                                   |                                  |  |
| On-balance sheet securitization debt                    | \$   | \$                                | \$ (174) (e)                 | \$                                   | \$ (600)                          | \$ (774)                         | \$ (215) (f)   |
| Total   |  |                                   |                              |                                      |                                   | \$ 281                           |  |

(a) Factors other than credit quality that impact fair value include changes in market interest rates and the illiquidity or marketability in the current marketplace. Lower levels of observable data points in illiquid markets generally result in wide bid/offer spreads.

(b) Interest income is measured by multiplying the unpaid principal balance on the loans by the coupon rate and the number of days of interest due.

(c) The credit impact for loans held-for-sale is assumed to be zero because the loans are either suitable for sale or are covered by a government guarantee.

(d) The credit impact for consumer mortgage finance receivables and loans was quantified by applying internal credit loss assumptions to cash flow models.

(e) Interest expense is measured by multiplying bond principal by the coupon rate and the number of days of interest due to the investor.

(f) The credit impact for on-balance sheet securitization debt is assumed to be zero until our economic interests in a particular securitization is reduced to zero at which point the losses on the underlying collateral will be expected to be passed through to third-party bondholders. Losses allocated to third-party bondholders, including changes in the amount of losses allocated, will result in fair value changes due to credit. We also monitor credit ratings and will make credit adjustments to the extent any bond classes are downgraded by rating agencies.

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The following table provides the aggregate fair value and the aggregate unpaid principal balance for the fair value option-elected loans and long-term debt instruments.

|  | September 30, 2010             |                   | December 31, 2009              |               |
|--|--------------------------------|-------------------|--------------------------------|---------------|
|  | Unpaid<br>principal<br>balance | Fair<br>value (a) | Unpaid<br>principal<br>balance | Fair<br>value |
| (\$ in millions)                                     |                                |                   |                                |               |
| <b>Assets</b>  |                                |                   |                                |               |
| Mortgage loans held-for-sale, net                    |                                |                   |                                |               |
| Total loans  | \$ 6,682                       | \$ 6,978          | \$ 5,427                       | \$ 5,546      |
| Nonaccrual loans                                     |                                |                   | 3                              | 3             |
| Loans 90+ days past due (b)                          |                                |                   |                                |               |
| Consumer mortgage finance receivables and loans, net |                                |                   |                                |               |
| Total loans  | 8,634                          | 2,948             | 7,180                          | 1,303         |
| Nonaccrual loans                                     | 2,222                          | (c)               | 2,343                          | (c)           |
| Loans 90+ days past due (b)                          | 1,364                          | (c)               | 1,434                          | (c)           |
| <b>Liabilities</b>                                   |                                |                   |                                |               |
| Secured debt   |                                |                   |                                |               |
| On-balance sheet securitization debt                 | \$ (8,659)                     | \$ (2,793)        | \$ (7,166)                     | \$ (1,293)    |

(a) Excludes accrued interest receivable.

(b) Loans 90+ days past due are also presented within the nonaccrual loan balance and the total loan balance; however, excludes government-insured loans that are still accruing interest.

(c) The fair value of consumer mortgage finance receivables and loans is calculated on a pooled basis, which does not allow us to reliably estimate the fair value of loans 90+ days past due or nonaccrual loans. As a result, the fair value of these loans is not included in the table above. Unpaid principal balances were provided to allow assessment of the materiality of loans 90+ days past due and nonaccrual loans relative to total loans. For further discussion regarding the pooled basis, refer to the previous section of this note titled *Consumer mortgage finance receivables and loans, net*.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Fair Value of Financial Instruments**

The following table presents the carrying and estimated fair value of assets and liabilities that are considered financial instruments. Accordingly, items that do not meet the definition of a financial instrument are excluded from the table. When possible, we use quoted market prices to determine fair value. Where quoted market prices are not available, the fair value is internally derived based on appropriate valuation methodologies with respect to the amount and timing of future cash flows and estimated discount rates. However, considerable judgment is required in interpreting market data to develop estimates of fair value, so the estimates are not necessarily indicative of the amounts that could be realized or would be paid in a current market exchange. The effect of using different market assumptions or estimation methodologies could be material to the estimated fair values. Fair value information presented herein was based on information available at September 30, 2010, and December 31, 2009.

|   | <b>September 30, 2010</b> |              | <b>December 31, 2009</b> |              |
|---|---------------------------|--------------|--------------------------|--------------|
|   | <b>Carrying</b>           | <b>Fair</b>  | <b>Carrying</b>          | <b>Fair</b>  |
|   | <b>value</b>              | <b>value</b> | <b>value</b>             | <b>value</b> |
| <i>(\$ in millions)</i>                                   |                           |              |                          |              |
| <b>Financial assets</b>                                   |                           |              |                          |              |
| Trading securities  | \$ 211                    | \$ 211       | \$ 739                   | \$ 739       |
| Investment securities                                     | 11,925                    | 11,925       | 12,158                   | 12,158       |
| Loans held-for-sale, net (a)                              | 13,265                    | 12,258       | 20,625                   | 19,855       |
| Finance receivables and loans, net                        | 96,664                    | 96,725       | 75,256                   | 72,213       |
| Interests retained in financial asset sales               | 533                       | 533          | 471                      | 471          |
| Fair value of derivative contracts in receivable position | 5,940                     | 5,940        | 2,654                    | 2,654        |
| Collateral placed with counterparties (b)                 | 740                       | 740          | 845                      | 845          |
| <b>Financial liabilities</b>                              |                           |              |                          |              |
| Debt (c)  | \$ 94,014                 | \$ 95,922    | \$ 98,819                | \$ 95,588    |
| Deposit liabilities (d)                                   | 36,260                    | 36,765       | 30,549                   | 30,795       |
| Fair value of derivative contracts in liability position  | 4,657                     | 4,657        | 1,895                    | 1,895        |

- (a) The balance includes options to repurchase delinquent assets from certain off-balance securitizations and agency whole-loan sales. We are not exposed to the losses on these delinquent loans, unless we exercise the repurchase option. Until we exercise the option, the carrying value of these loans equals the unpaid principal balance and the fair value is based on internal valuation models. As a result, the carrying value (or unpaid principal balance) is greater than the fair value due to the underlying characteristics of the loans.
- (b) Represents collateral in the form of investment securities. Cash collateral was excluded above.
- (c) Debt includes deferred interest for zero-coupon bonds of \$553 million and \$506 million at September 30, 2010, and December 31, 2009, respectively.
- (d) The carrying value and fair value amounts exclude dealer deposits.

The following describes the methodologies and assumptions used to determine fair value for the respective classes of financial instruments. In addition to the valuation methods discussed below, we also followed guidelines for determining whether a market was not active and a transaction was not distressed. As such, we assumed the price that would be received in an orderly transaction (including a market-based return) and not in forced liquidation or distressed sale.

**Trading securities** Refer to the previous section of this note titled *Trading securities* for a description of the methodologies and assumptions used to determine fair value.

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**Investment securities** Bonds, equity securities, notes, and other available-for-sale investment securities are carried at fair value. Refer to the previous section of this note titled *Available-for-sale securities* for a description of the methodologies and assumptions used to determine fair value. The fair value of the held-to-maturity investment securities is based on valuation models using market-based assumption.

**Loans held-for-sale, net** Refer to the previous sections of this note also titled *Loans held-for-sale, net*, for a description of methodologies and assumptions used to determine fair value.

**Finance receivables and loans, net** With the exception of mortgage loans held-for-investment, the fair value of finance receivables was based on discounted future cash flows using applicable spreads to approximate current rates applicable to each category of finance receivables (an income approach). The carrying value of wholesale receivables in certain markets and certain other automotive- and mortgage-lending receivables for which interest rates reset on a short-term basis with applicable market indices are assumed to approximate fair value either because of the short-term nature or because of the interest rate adjustment feature. The fair value of wholesale receivables in other markets was based on discounted future cash flows using applicable spreads to approximate current rates applicable to similar assets in those markets.



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For mortgage loans held-for-investment used as collateral for securitization debt, we used a portfolio approach or an in-use premise to measure these loans at fair value. The objective in fair valuing these loans (which are legally isolated and beyond the reach of our creditors) and the related collateralized borrowings is to reflect our retained economic position in the securitizations. For mortgage loans held-for-investment that are not securitized, we used valuation methods and assumptions similar to those used for mortgage loans held-for-sale. These valuations consider unique attributes of the loans such as geography, delinquency status, product type, and other factors. Refer to the previous section in this note titled *Loans held-for-sale, net*, for a description of methodologies and assumptions used to determine the fair value of mortgage loans held-for-sale.

***Derivative assets and liabilities*** Refer to the previous section of this note titled *Derivative instruments* for a description of the methodologies and assumptions used to determine fair value.

***Collateral placed with counterparties*** Collateral placed with counterparties in the table above represents only collateral in the form of investment securities. Refer to the previous section of this note also titled *Collateral placed with counterparties* for additional information.

***Interests retained in financial asset sales*** Interest retained in financial asset sales are carried at fair value. Refer to the previous sections of this note titled *Interests retained in financial asset sales* for a description of the methodologies and assumptions used to determine fair value.

***Debt*** The fair value of debt was determined using quoted market prices for the same or similar issues, if available, or was based on the current rates offered to us for debt with similar remaining maturities.

***Deposit liabilities*** Deposit liabilities represent certain consumer bank deposits as well as mortgage escrow deposits. The fair value of deposits with no stated maturity is equal to their carrying amount. The fair value of fixed-maturity deposits was estimated by discounting cash flows using currently offered rates for deposits of similar maturities.

**20. Variable Interest Entities**

We account for VIEs under the requirements of ASC 810, *Consolidation*. ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, which amended ASC 810, became effective on January 1, 2010, and upon adoption, we consolidated certain entities, including securitization trusts that were previously held off-balance sheet. On January 1, 2010, we recognized a day-one net increase of \$17.6 billion to assets and liabilities on our consolidated balance sheet (\$10.1 billion of the increase relates to operations classified as held-for-sale). Refer to Note 1 for additional information related to the adoption of ASU 2009-17. Refer to our Condensed Consolidated Balance Sheet for a detailed listing of the assets and liabilities of our consolidated VIEs at September 30, 2010.

The following describes the VIEs that we consolidated or in which we had a significant variable interest. We had certain secured funding arrangements that were structured through consolidating entities, as described in further detail in Note 14.

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***On-balance sheet securitization trusts*** We hold variable interests in certain securitization transactions that are VIEs. The nature of, purpose of, activities of, and our continuing involvement with the consolidated securitization trusts is virtually identical to those of our off-balance sheet securitization trusts, which are discussed in Note 9. As part of our securitizations, we typically retain servicing responsibilities. We also hold retained interests in these consolidated securitization trusts, which represent a continuing economic interest in the securitization. The retained interests include, but are not limited to, senior or subordinate mortgage- or asset-backed securities, interest-only strips, principal-only strips, and residuals. Certain of these retained interests provide credit enhancement to the securitization structure as they may absorb credit losses or other cash shortfalls. Additionally, the securitization documents may require cash flows to be directed away from certain of our retained interests due to specific over collateralization requirements, which may or may not be performance-driven. Because the securitization trusts are consolidated, these retained interests are not recognized as a separate asset on our Condensed Consolidated Balance Sheet.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Prior to the adoption of ASU 2009-17, we were the primary beneficiary because we typically held the first loss position in these securitization transactions and, as a result, anticipated absorbing the majority of the expected losses of the VIE; thus, we consolidated these entities. Subsequent to adoption of ASU 2009-17, we are the primary beneficiary because we have a controlling financial interest in the VIE as we have both power over the VIE, primarily due to our servicing activities, and we hold a variable interest in the VIE. The assets (and associated beneficial interests) of the consolidated securitization trusts totaled \$37.2 billion and \$38.4 billion at September 30, 2010, and December 31, 2009, respectively. The majority of the assets are included as finance receivables and loans, net, on the Condensed Consolidated Balance Sheet. The majority of the beneficial interests were included as secured debt on the Condensed Consolidated Balance Sheet. We do not have a contractual obligation to provide any type of financial support in the future, nor did we provide noncontractual financial support to the entity during the three months ended September 30, 2010.

The assets of the securitization trusts generally are the sole source of repayment on the securitization trusts' liabilities. The creditors of the securitization trusts do not have recourse to our general credit with the exception of the customary representation and warranty repurchase provisions and, in certain transactions, early payment default provisions as discussed in Note 30 to the Consolidated Financial Statements in our 2009 Annual Report on Form 10-K.

***Servicing funding*** To assist in the financing of our servicing advance receivables, our Mortgage operations formed an SPE to issue term notes to third-party investors that are collateralized by servicing advance receivables. These servicing advance receivables were transferred to the SPE and consisted of delinquent principal and interest advances made by our Mortgage operations, as servicer, to various investors; property taxes and insurance premiums advanced to taxing authorities and insurance companies on behalf of borrowers; and amounts advanced for mortgages in foreclosure. The SPE funds the purchase of the receivables through financing obtained from the third-party investors and subordinated loans or an equity contribution from our Mortgage operations. Management determined that we were the primary beneficiary of the SPE and therefore consolidated the entity. The assets of this entity totaled \$1.0 billion and \$1.4 billion at September 30, 2010, and December 31, 2009, respectively, and were included in other assets on the Consolidated Balance Sheet. The liabilities of this entity totaled \$1.0 billion at September 30, 2010, consisting of \$748 million in third-party term notes that were included in debt on the Condensed Consolidated Balance Sheet and \$241 million in affiliate payables to ResCap, which were eliminated in consolidation. The liabilities of this entity totaled \$1.4 billion at December 31, 2009, consisting of \$700 million in third-party term notes that were included in debt on the Consolidated Balance Sheet and \$677 million in affiliate payables to ResCap that were eliminated in consolidation. The beneficial interest holder of this VIE does not have legal recourse to our general credit. We do not have a contractual obligation to provide any type of financial support in the future, nor did we provide noncontractual financial support to the entity during the three months ended September 30, 2010.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****21. Segment Information**

Financial information for our reportable operating segments is summarized as follows.

| Three months ended<br>September 30,<br><br>(\$ in millions)<br><b>2010</b>         | Global Automotive Services (a)                           |  |                         |                            |                               | Consolidated (e) |
|--|--|--|-------------------------|----------------------------|-------------------------------|------------------|
|  | North<br>American<br>Automotive<br>Finance<br>operations | International<br>Automotive<br>Finance<br>operations (b) | Insurance<br>operations | Mortgage<br>operations (c) | Corporate<br>and<br>Other (d) |                  |
| Net financing revenue (loss)   | \$ 817   | \$ 176   | \$                      | \$ 147                     | \$ (545)                      | \$ 595           |
| Other revenue  | 144  | 77   | 567                     | 658                        | 10                            | 1,456            |
| Total net revenue (loss)   | 961  | 253  | 567                     | 805                        | (535)                         | 2,051            |
| Provision for loan losses  | 60   | (5)  |                         | 22                         | (68)                          | 9                |
| Other noninterest expense  | 333  | 184  | 453                     | 629                        | 117                           | 1,716            |
| Income (loss) from continuing<br>operations before income tax<br>expense (benefit) | 568  | 74   | 114                     | 154                        | (584)                         | 326              |
| Income tax expense (benefit) from<br>continuing operations                         | 161  | 9  | 17                      | 5                          | (144)                         | 48               |
| Net income (loss) from continuing<br>operations                                    | 407  | 65   | 97                      | 149                        | (440)                         | 278              |
| Income (loss) from discontinued<br>operations, net of tax                          |  | 38   | 3                       | (51)                       | 1                             | (9)              |
| Net income (loss)  | \$ 407   | \$ 103   | \$ 100                  | \$ 98                      | \$ (439)                      | \$ 269           |
| Total assets   | \$ 77,295  | \$ 17,500  | \$ 8,796                | \$ 40,963                  | \$ 28,637                     | \$ 173,191       |
| <b>2009</b>  |  |  |                         |                            |                               |                  |
| Net financing revenue (loss)   | \$ 784   | \$ 197   | \$                      | \$ 152                     | \$ (558)                      | \$ 575           |
| Other revenue  | 78   | 79   | 607                     | 428                        | 219                           | 1,411            |
| Total net revenue (loss)   | 862  | 276  | 607                     | 580                        | (339)                         | 1,986            |
| Provision for loan losses  | 123  | 32   |                         | 330                        | 195                           | 680              |
| Other noninterest expense  | 467  | 213  | 498                     | 902                        | 86                            | 2,166            |
| Income (loss) from continuing<br>operations before income tax (benefit)<br>expense | 272  | 31   | 109                     | (652)                      | (620)                         | (860)            |

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|   |           |           |           |           |           |            |
|---|-----------|-----------|-----------|-----------|-----------|------------|
| Income tax (benefit) expense from continuing operations | (27)      | 28        | 59        | (151)     | (200)     | (291)      |
| Net income (loss) from continuing operations            | 299       | 3         | 50        | (501)     | (420)     | (569)      |
| (Loss) income from discontinued operations, net of tax  |           | (156)     | 46        | (89)      | 1         | (198)      |
| Net income (loss)                                       | \$ 299    | \$ (153)  | \$ 96     | \$ (590)  | \$ (419)  | \$ (767)   |
| Total assets  | \$ 67,070 | \$ 24,118 | \$ 11,660 | \$ 40,773 | \$ 34,633 | \$ 178,254 |

- (a) North American operations consist of automotive financing in the United States, Canada, and Puerto Rico and include the automotive activities of Ally Bank and ResMor Trust. International operations consist of automotive financing and full-service leasing in all other countries.
- (b) Amounts include intrasegment eliminations between North American operations, International operations, and Insurance operations.
- (c) Represents the ResCap legal entity and the mortgage activities of Ally Bank and ResMor Trust.
- (d) Represents our Commercial Finance Group, certain equity investments, other corporate activities, the residual impacts from our corporate funds transfer pricing and treasury asset liability management activities, and reclassifications and eliminations between the reportable operating segments. At September 30, 2010, total assets were \$1.9 billion for the Commercial Finance Group.
- (e) Net financing revenue (loss) after the provision for loan losses totaled \$586 million and \$(105) million for the three months ended September 30, 2010 and 2009, respectively.

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

| Nine months ended<br>September 30,<br><br>(\$ in millions)                         | Global Automotive Services (a)                           |  |                         |                            |                               | Consolidated (e) |
|--|--|--|-------------------------|----------------------------|-------------------------------|------------------|
|  | North<br>American<br>Automotive<br>Finance<br>operations | International<br>Automotive<br>Finance<br>operations (b) | Insurance<br>operations | Mortgage<br>operations (c) | Corporate<br>and<br>Other (d) |                  |
| <b>2010</b>  |  |  |                         |                            |                               |                  |
| Net financing revenue (loss)   | \$ 2,619   | \$ 532   | \$                      | \$ 483                     | \$ (1,571)                    | \$ 2,063         |
| Other revenue (loss)   | 533  | 256  | 1,761                   | 1,558                      | (166)                         | 3,942            |
| Total net revenue (loss)   | 3,152  | 788  | 1,761                   | 2,041                      | (1,737)                       | 6,005            |
| Provision for loan losses  | 267  | 29   |                         | 121                        | (42)                          | 375              |
| Other noninterest expense  | 1,034  | 538  | 1,356                   | 1,380                      | 369                           | 4,677            |
| Income (loss) from continuing<br>operations before income tax expense<br>(benefit) | 1,851  | 221  | 405                     | 540                        | (2,064)                       | 953              |
| Income tax expense (benefit) from<br>continuing operations                         | 594  |  | 100                     | 11                         | (588)                         | 117              |
| Net income (loss) from continuing<br>operations                                    | 1,257  | 221  | 305                     | 529                        | (1,476)                       | 836              |
| Income (loss) from discontinued<br>operations, net of tax                          |  | 84   | (2)                     | 59                         | 19                            | 160              |
| Net income (loss)  | \$ 1,257   | \$ 305   | \$ 303                  | \$ 588                     | \$ (1,457)                    | \$ 996           |
| Total assets   | \$ 77,295  | \$ 17,500  | \$ 8,796                | \$ 40,963                  | \$ 28,637                     | \$ 173,191       |
| <b>2009</b>  |  |  |                         |                            |                               |                  |
| Net financing revenue (loss)   | \$ 2,374   | \$ 525   | \$                      | \$ 421                     | \$ (1,878)                    | \$ 1,442         |
| Other revenue  | 527  | 242  | 1,703                   | 400                        | 656                           | 3,528            |
| Total net revenue (loss)   | 2,901  | 767  | 1,703                   | 821                        | (1,222)                       | 4,970            |
| Provision for loan losses  | 272  | 141  |                         | 1,762                      | 368                           | 2,543            |
| Other noninterest expense  | 1,245  | 602  | 1,459                   | 1,973                      | 268                           | 5,547            |
| Income (loss) from continuing<br>operations before income tax<br>expense (benefit) | 1,384  | 24   | 244                     | (2,914)                    | (1,858)                       | (3,120)          |
| Income tax expense (benefit) from<br>continuing operations                         | 989  | 166  | 93                      | (421)                      | (146)                         | 681              |
| Net income (loss) from continuing<br>operations                                    | 395  | (142)  | 151                     | (2,493)                    | (1,712)                       | (3,801)          |

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|   |           |           |           |            |            |            |
|---|-----------|-----------|-----------|------------|------------|------------|
| Loss from discontinued operations, net of tax |           | (157)     | (521)     | (859)      | (7)        | (1,544)    |
| Net income (loss)                             | \$ 395    | \$ (299)  | \$ (370)  | \$ (3,352) | \$ (1,719) | \$ (5,345) |
| Total assets                                  | \$ 67,070 | \$ 24,118 | \$ 11,660 | \$ 40,773  | \$ 34,633  | \$ 178,254 |

- (a) North American operations consist of automotive financing in the United States, Canada, and Puerto Rico and include the automotive activities of Ally Bank and ResMor Trust. International operations consist of automotive financing and full-service leasing in all other countries.
- (b) Amounts include intrasegment eliminations between North American operations, International operations, and Insurance operations.
- (c) Represents the ResCap legal entity and the mortgage activities of Ally Bank and ResMor Trust.
- (d) Represents our Commercial Finance Group, certain equity investments, other corporate activities, the residual impacts from our corporate funds transfer pricing and treasury asset liability management activities, and reclassifications and eliminations between the reportable operating segments. At September 30, 2010, total assets were \$1.9 billion for the Commercial Finance Group.
- (e) Net financing revenue (loss) after the provision for loan losses totaled \$1,688 million and \$(1,101) million for the nine months ended September 30, 2010 and 2009, respectively.

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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**22. Supplemental Financial Information**

Certain of our senior notes are guaranteed by a group of subsidiaries (the Guarantors). The Guarantors, each of which is a 100% directly owned subsidiary of Ally Financial Inc, are Ally US LLC, IB Finance Holding Company, LLC, GMAC Latin America Holdings LLC, GMAC International Holdings B.V., and GMAC Continental LLC. The Guarantors fully and unconditionally guarantee the senior notes on a joint and several basis.

The following financial statements present condensed consolidating financial data for (i) Ally Financial Inc. (on a parent company only basis), (ii) the combined Guarantors, (iii) the combined nonguarantor subsidiaries (all other subsidiaries), (iv) an elimination column for adjustments to arrive at the information for the parent company, Guarantors, and nonguarantors on a consolidated basis, and (v) the parent company and our subsidiaries on a consolidated basis.

Investments in subsidiaries are accounted for by the parent company and the Guarantors using the equity method for this presentation. Results of operations of subsidiaries are therefore classified in the parent company's and Guarantors' investment in subsidiaries accounts. The elimination entries set forth in the following condensed consolidating financial statements eliminate distributed and undistributed income of subsidiaries, investments in subsidiaries, and intercompany balances and transactions between the parent, Guarantors, and nonguarantors.



**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Condensed Consolidating Statement of Income****Three months ended September 30, 2010**

| <i>(\$ in millions)</i>   | Parent | Guarantors | Non-guarantors | Consolidating adjustments | Ally consolidated |
|---|--------|------------|----------------|---------------------------|-------------------|
| <b>Financing revenue and other interest income</b>                              |        |            |                |                           |                   |
| Finance receivables and loans   |        |            |                |                           |                   |
| Consumer  | \$ 180 | \$ 3       | \$ 966         | \$                        | \$ 1,149          |
| Commercial  | 18     | 3          | 449            |                           | 470               |
| Notes receivable from General Motors  | 13     |            | 27             |                           | 40                |
| Intercompany  | 107    | 1          | 1              | (109)                     |                   |
| Total finance receivables and loans   | 318    | 7          | 1,443          | (109)                     | 1,659             |
| Loans held-for-sale   | 7      |            | 146            |                           | 153               |
| Interest on trading securities  |        |            | 5              |                           | 5                 |
| Interest and dividends on available-for-sale investment securities              |        |            | 88             |                           | 88                |
| Interest and dividends on available-for-sale investment securities intercompany | 75     |            | 3              | (78)                      |                   |
| Interest-bearing cash   | 6      |            | 16             |                           | 22                |
| Operating leases  | 297    |            | 558            |                           | 855               |
| Total financing revenue and other interest income                               | 703    | 7          | 2,259          | (187)                     | 2,782             |
| <b>Interest expense</b>   |        |            |                |                           |                   |
| Interest on deposits  | 14     |            | 158            |                           | 172               |
| Interest on short-term borrowings   | 12     |            | 98             |                           | 110               |
| Interest on long-term debt  | 977    | 3          | 471            |                           | 1,451             |
| Interest on intercompany debt   | (5)    | 1          | 109            | (105)                     |                   |
| Total interest expense  | 998    | 4          | 836            | (105)                     | 1,733             |
| Depreciation expense on operating lease assets                                  | 143    |            | 311            |                           | 454               |
| Net financing (loss) revenue  | (438)  | 3          | 1,112          | (82)                      | 595               |
| Dividends from subsidiary   |        |            |                |                           |                   |
| Bank subsidiary   |        |            |                |                           |                   |
| Nonbank subsidiaries  | 129    |            |                | (129)                     |                   |
| <b>Other revenue</b>  |        |            |                |                           |                   |
| Servicing fees  | 104    |            | 301            | (1)                       | 404               |
| Servicing asset valuation and hedge activities, net                             |        |            | (27)           |                           | (27)              |
| Total servicing income, net   | 104    |            | 274            | (1)                       | 377               |
| Insurance premiums and service revenue earned                                   |        |            | 470            |                           | 470               |
| Gain on mortgage and automotive loans, net                                      | 17     |            | 309            |                           | 326               |
| Loss on extinguishment of debt  |        |            | (2)            |                           | (2)               |
| Other gain on investments, net  |        |            | 104            |                           | 104               |

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|  |               |               |               |                   |               |
|--|---------------|---------------|---------------|-------------------|---------------|
| Other income, net of losses  | (2)           |               | 322           | (139)             | 181           |
| Total other revenue  | 119           |               | 1,477         | (140)             | 1,456         |
| <b>Total net revenue</b>   | <b>(190)</b>  | <b>3</b>      | <b>2,589</b>  | <b>(351)</b>      | <b>2,051</b>  |
| <b>Provision for loan losses</b>   | <b>(165)</b>  |               | <b>174</b>    |                   | <b>9</b>      |
| <b>Noninterest expense</b>   |               |               |               |                   |               |
| Compensation and benefits expense  | 190           | 1             | 202           |                   | 393           |
| Insurance losses and loss adjustment expenses  |               |               | 229           |                   | 229           |
| Other operating expenses   | 160           | 7             | 1,102         | (175)             | 1,094         |
| Total noninterest expense  | 350           | 8             | 1,533         | (175)             | 1,716         |
| <b>(Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries</b> | <b>(375)</b>  | <b>(5)</b>    | <b>882</b>    | <b>(176)</b>      | <b>326</b>    |
| Income tax (benefit) expense from continuing operations  | (98)          |               | 146           |                   | 48            |
| <b>Net (loss) income from continuing operations</b>  | <b>(277)</b>  | <b>(5)</b>    | <b>736</b>    | <b>(176)</b>      | <b>278</b>    |
| Income (loss) from discontinued operations, net of tax   | 34            |               | (43)          |                   | (9)           |
| Undistributed income of subsidiaries   |               |               |               |                   |               |
| Bank subsidiary  | 253           | 253           |               | (506)             |               |
| Nonbank subsidiaries   | 259           | 102           |               | (361)             |               |
| <b>Net income</b>  | <b>\$ 269</b> | <b>\$ 350</b> | <b>\$ 693</b> | <b>\$ (1,043)</b> | <b>\$ 269</b> |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Three months ended September 30, 2009

| (\$ in millions)  | Parent | Guarantors | Non-guarantors | Consolidating adjustments | Ally consolidated |
|---|--------|------------|----------------|---------------------------|-------------------|
| <b>Financing revenue and other interest income</b>                              |        |            |                |                           |                   |
| Finance receivables and loans   |        |            |                |                           |                   |
| Consumer  | \$ 116 | \$ 5       | \$ 1,003       | \$                        | \$ 1,124          |
| Commercial  | 71     | 3          | 333            |                           | 407               |
| Notes receivable from General Motors  | 31     | 1          | 23             |                           | 55                |
| Intercompany  | 178    |            | 6              | (184)                     |                   |
| Total finance receivables and loans   | 396    | 9          | 1,365          | (184)                     | 1,586             |
| Loans held-for-sale   | 64     |            | 50             |                           | 114               |
| Interest on trading securities  |        |            | 62             |                           | 62                |
| Interest and dividends on available-for-sale investment securities              |        |            | 49             |                           | 49                |
| Interest and dividends on available-for-sale investment securities intercompany | 20     |            | 5              | (25)                      |                   |
| Interest-bearing cash   | 4      |            | 15             |                           | 19                |
| Other interest income, net  |        |            | 1              |                           | 1                 |
| Operating leases  | 814    |            | 572            |                           | 1,386             |
| Total financing revenue and other interest income                               | 1,298  | 9          | 2,119          | (209)                     | 3,217             |
| <b>Interest expense</b>   |        |            |                |                           |                   |
| Interest on deposits  | 7      |            | 171            |                           | 178               |
| Interest on short-term borrowings   | 5      |            | 116            |                           | 121               |
| Interest on long-term debt  | 849    | 5          | 662            | (67)                      | 1,449             |
| Interest in intercompany debt   | (13)   | 2          | 115            | (104)                     |                   |
| Total interest expense  | 848    | 7          | 1,064          | (171)                     | 1,748             |
| Depreciation expense on operating lease assets                                  | 502    |            | 392            |                           | 894               |
| Net financing (loss) revenue  | (52)   | 2          | 663            | (38)                      | 575               |
| Dividends from subsidiaries   |        |            |                |                           |                   |
| Nonbank subsidiaries  | 10     |            |                | (10)                      |                   |
| <b>Other revenue</b>  |        |            |                |                           |                   |
| Servicing fees  | 157    |            | 222            |                           | 379               |
| Servicing asset valuation and hedge activities, net                             |        |            | (110)          |                           | (110)             |
| Total servicing income, net   | 157    |            | 112            |                           | 269               |
| Insurance premiums and service revenue earned                                   |        |            | 510            |                           | 510               |
| (Loss) gain on mortgage and automotive loans, net                               | (28)   |            | 205            |                           | 177               |
| Gain on extinguishment of debt  |        |            | 7              | 3                         | 10                |
| Other gain on investments, net  | 5      |            | 212            | (1)                       | 216               |
| Other income, net of losses   | (39)   | 1          | 412            | (145)                     | 229               |
| Total other revenue   | 95     | 1          | 1,458          | (143)                     | 1,411             |

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|   |          |         |          |        |          |
|---|----------|---------|----------|--------|----------|
| <b>Total net revenue</b>  | 53       | 3       | 2,121    | (191)  | 1,986    |
| <b>Provision for loan losses</b>  | (8)      | (1)     | 689      |        | 680      |
| <b>Noninterest expense</b>  |          |         |          |        |          |
| Compensation and benefits expense   | 156      | 3       | 257      |        | 416      |
| Insurance losses and loss adjustment expenses   |          |         | 254      |        | 254      |
| Other operating expenses  | 253      | (2)     | 1,395    | (150)  | 1,496    |
| Total noninterest expense   | 409      | 1       | 1,906    | (150)  | 2,166    |
| <b>(Loss) income from continuing operations before income tax (benefit) expense and undistributed (loss) income of subsidiaries</b> | (348)    | 3       | (474)    | (41)   | (860)    |
| Income tax (benefit) expense from continuing operations   | (208)    | 1       | (84)     |        | (291)    |
| <b>Net (loss) income from continuing operations</b>   | (140)    | 2       | (390)    | (41)   | (569)    |
| Loss from discontinued operations, net of tax   | (174)    |         | (24)     |        | (198)    |
| Undistributed (loss) income of subsidiaries   |          |         |          |        |          |
| Bank subsidiary   | (30)     | (30)    |          | 60     |          |
| Nonbank subsidiaries  | (423)    | 8       |          | 415    |          |
| <b>Net loss</b>   | \$ (767) | \$ (20) | \$ (414) | \$ 434 | \$ (767) |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Nine months ended September 30, 2010**

| <i>(\$ in millions)</i>   | <b>Parent</b> | <b>Guarantors</b> | <b>Non-guarantors</b> | <b>Consolidating adjustments</b> | <b>Ally consolidated</b> |
|---|---------------|-------------------|-----------------------|----------------------------------|--------------------------|
| <b>Financing revenue and other interest income</b>                              |               |                   |                       |                                  |                          |
| Finance receivables and loans   |               |                   |                       |                                  |                          |
| Consumer  | \$ 627        | \$ 10             | \$ 2,770              | \$                               | \$ 3,407                 |
| Commercial  | 20            | 10                | 1,331                 |                                  | 1,361                    |
| Notes receivable from General Motors  | 55            |                   | 80                    |                                  | 135                      |
| Intercompany  | 421           | 2                 | 1                     | (424)                            |                          |
| Total finance receivables and loans   | 1,123         | 22                | 4,182                 | (424)                            | 4,903                    |
| Loans held-for-sale   | 74            |                   | 450                   |                                  | 524                      |
| Interest on trading securities  |               |                   | 12                    |                                  | 12                       |
| Interest and dividends on available-for-sale investment securities              |               |                   | 281                   | (2)                              | 279                      |
| Interest and dividends on available-for-sale investment securities intercompany | 115           |                   | 5                     | (120)                            |                          |
| Interest-bearing cash   | 11            |                   | 43                    |                                  | 54                       |
| Operating leases  | 780           |                   | 2,249                 |                                  | 3,029                    |
| Total financing revenue and other interest income                               | 2,103         | 22                | 7,222                 | (546)                            | 8,801                    |
| <b>Interest expense</b>   |               |                   |                       |                                  |                          |
| Interest on deposits  | 36            |                   | 449                   |                                  | 485                      |
| Interest on short-term borrowings   | 31            |                   | 291                   |                                  | 322                      |
| Interest on long-term debt  | 2,806         | 12                | 1,477                 |                                  | 4,295                    |
| Interest on intercompany debt   | (16)          | 2                 | 447                   | (433)                            |                          |
| Total interest expense  | 2,857         | 14                | 2,664                 | (433)                            | 5,102                    |
| Depreciation expense on operating lease assets                                  | 292           |                   | 1,344                 |                                  | 1,636                    |
| Net financing (loss) revenue  | (1,046)       | 8                 | 3,214                 | (113)                            | 2,063                    |
| Dividends from subsidiaries   |               |                   |                       |                                  |                          |
| Bank subsidiary   |               |                   |                       |                                  |                          |
| Nonbank subsidiaries  | 145           | 1                 |                       | (146)                            |                          |
| <b>Other revenue</b>  |               |                   |                       |                                  |                          |
| Servicing fees  | 347           |                   | 827                   | (1)                              | 1,173                    |
| Servicing asset valuation and hedge activities, net                             |               |                   | (181)                 |                                  | (181)                    |
| Total servicing income, net   | 347           |                   | 646                   | (1)                              | 992                      |
| Insurance premiums and service revenue earned                                   |               |                   | 1,415                 |                                  | 1,415                    |
| Gain on mortgage and automotive loans, net                                      | 6             |                   | 857                   |                                  | 863                      |
| Loss on extinguishment of debt  | (116)         |                   | (7)                   |                                  | (123)                    |
| Other gain on investments, net  | (13)          |                   | 353                   | (1)                              | 339                      |
| Other income, net of losses   | (53)          | 1                 | 924                   | (416)                            | 456                      |
| Total other revenue   | 171           | 1                 | 4,188                 | (418)                            | 3,942                    |
| <b>Total net revenue</b>  | <b>(730)</b>  | <b>10</b>         | <b>7,402</b>          | <b>(677)</b>                     | <b>6,005</b>             |

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|  |                |               |                 |                   |               |
|--|----------------|---------------|-----------------|-------------------|---------------|
| <b>Provision for loan losses</b>   | <b>(213)</b>   | <b>(1)</b>    | <b>589</b>      |                   | <b>375</b>    |
| <b>Noninterest expense</b>   |                |               |                 |                   |               |
| Compensation and benefits expense  | 569            | 8             | 631             |                   | 1,208         |
| Insurance losses and loss adjustment expenses  |                |               | 664             |                   | 664           |
| Other operating expenses   | 483            | 20            | 2,754           | (452)             | 2,805         |
| Total noninterest expense  | 1,052          | 28            | 4,049           | (452)             | 4,677         |
| <b>(Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries</b> | <b>(1,569)</b> | <b>(17)</b>   | <b>2,764</b>    | <b>(225)</b>      | <b>953</b>    |
| Income tax (benefit) expense from continuing operations  | (411)          |               | 528             |                   | 117           |
| <b>Net (loss) income from continuing operations</b>  | <b>(1,158)</b> | <b>(17)</b>   | <b>2,236</b>    | <b>(225)</b>      | <b>836</b>    |
| Income from discontinued operations, net of tax  | 114            |               | 46              |                   | 160           |
| Undistributed income of subsidiaries   |                |               |                 |                   |               |
| Bank subsidiary  | 602            | 602           |                 | (1,204)           |               |
| Nonbank subsidiaries   | 1,438          | 240           |                 | (1,678)           |               |
| <b>Net income</b>  | <b>\$ 996</b>  | <b>\$ 825</b> | <b>\$ 2,282</b> | <b>\$ (3,107)</b> | <b>\$ 996</b> |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Nine months ended September 30, 2009

| (\$ in millions)  | Parent     | Guarantors | Non-guarantors | Consolidating adjustments | Ally consolidated |
|---|------------|------------|----------------|---------------------------|-------------------|
| <b>Financing revenue and other interest income</b>                              |            |            |                |                           |                   |
| Finance receivables and loans   |            |            |                |                           |                   |
| Consumer  | \$ 390     | \$ 15      | \$ 3,127       | \$                        | \$ 3,532          |
| Commercial  | 201        | 11         | 1,047          |                           | 1,259             |
| Notes receivable from General Motors  | 81         | 1          | 62             |                           | 144               |
| Intercompany  | 641        | 4          | 7              | (652)                     |                   |
| Total finance receivables and loans   | 1,313      | 31         | 4,243          | (652)                     | 4,935             |
| Loans held-for-sale   | 190        |            | 92             |                           | 282               |
| Interest on trading securities  |            |            | 119            |                           | 119               |
| Interest and dividends on available-for-sale investment securities              |            |            | 162            |                           | 162               |
| Interest and dividends on available-for-sale investment securities intercompany | 259        |            |                | (259)                     |                   |
| Interest-bearing cash   | 24         |            | 64             |                           | 88                |
| Other interest income, net  |            |            | 56             |                           | 56                |
| Operating leases  | 2,672      |            | 1,819          |                           | 4,491             |
| Total financing revenue and other interest income                               | 4,458      | 31         | 6,555          | (911)                     | 10,133            |
| <b>Interest expense</b>   |            |            |                |                           |                   |
| Interest on deposits  | 18         |            | 517            |                           | 535               |
| Interest on short-term borrowings   | 23         | 2          | 439            |                           | 464               |
| Interest on long-term debt  | 2,959      | 16         | 1,917          | (207)                     | 4,685             |
| Interest on intercompany debt   | (28)       | 9          | 510            | (491)                     |                   |
| Total interest expense  | 2,972      | 27         | 3,383          | (698)                     | 5,684             |
| Depreciation expense on operating lease assets                                  | 1,621      |            | 1,386          |                           | 3,007             |
| Net financing (loss) revenue  | (135)      | 4          | 1,786          | (213)                     | 1,442             |
| Dividends from subsidiaries   |            |            |                |                           |                   |
| Nonbank subsidiaries  | 40         |            |                | (40)                      |                   |
| <b>Other revenue</b>  |            |            |                |                           |                   |
| Servicing fees  | 544        |            | 632            |                           | 1,176             |
| Servicing asset valuation and hedge activities, net                             |            |            | (687)          |                           | (687)             |
| Total servicing income, net   | 544        |            | (55)           |                           | 489               |
| Insurance premiums and service revenue earned                                   |            |            | 1,501          |                           | 1,501             |
| Gain on mortgage and automotive loans, net                                      | 4          |            | 662            |                           | 666               |
| Gain (loss) on extinguishment of debt   | 623        |            | 1,736          | (1,692)                   | 667               |
| Other gain on investments, net  | 553        |            | 279            | (533)                     | 299               |
| Other income, net of losses   | (818)      | 2          | 1,182          | (460)                     | (94)              |
| Total other revenue   | 906        | 2          | 5,305          | (2,685)                   | 3,528             |
| <b>Total net revenue</b>  | <b>811</b> | <b>6</b>   | <b>7,091</b>   | <b>(2,938)</b>            | <b>4,970</b>      |

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|  |            |          |            |          |            |
|--|------------|----------|------------|----------|------------|
| <b>Provision for loan losses</b>   | (198)      |          | 2,741      |          | 2,543      |
| <b>Noninterest expense</b>   |            |          |            |          |            |
| Compensation and benefits expense  | 417        | 8        | 745        |          | 1,170      |
| Insurance losses and loss adjustment expenses  |            |          | 800        |          | 800        |
| Other operating expenses   | 659        | (1)      | 3,384      | (465)    | 3,577      |
| Total noninterest expense  | 1,076      | 7        | 4,929      | (465)    | 5,547      |
| <b>Loss from continuing operations before income tax expense (benefit) and undistributed (loss) income of subsidiaries</b> | (67)       | (1)      | (579)      | (2,473)  | (3,120)    |
| Income tax expense (benefit) from continuing operations  | 921        |          | (240)      |          | 681        |
| <b>Net loss from continuing operations</b>   | (988)      | (1)      | (339)      | (2,473)  | (3,801)    |
| Loss from discontinued operations, net of tax  | (174)      |          | (1,370)    |          | (1,544)    |
| Undistributed (loss) income of subsidiaries  |            |          |            |          |            |
| Bank subsidiary  | (358)      | (358)    |            | 716      |            |
| Nonbank subsidiaries   | (3,825)    | 50       |            | 3,775    |            |
| <b>Net loss</b>  | \$ (5,345) | \$ (309) | \$ (1,709) | \$ 2,018 | \$ (5,345) |



**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Condensed Consolidating Balance Sheet**

| <b>September 30, 2010 (\$ in millions)</b>            | <b>Parent</b> | <b>Guarantors</b> | <b>Non-guarantors</b> | <b>Consolidating adjustments</b> | <b>Ally consolidated</b> |
|---|---------------|-------------------|-----------------------|----------------------------------|--------------------------|
| <b>Assets</b>   |               |                   |                       |                                  |                          |
| Cash and cash equivalents                             |               |                   |                       |                                  |                          |
| Noninterest-bearing                                   | \$ 1,096      | \$                | \$ 318                | \$                               | \$ 1,414                 |
| Interest-bearing                                      | 4,219         | 10                | 6,946                 |                                  | 11,175                   |
| Interest-bearing intercompany                         |               |                   | 6                     | (6)                              |                          |
| Total cash and cash equivalents                       | 5,315         | 10                | 7,270                 | (6)                              | 12,589                   |
| Trading securities                                    |               |                   | 211                   |                                  | 211                      |
| Investment securities                                 |               |                   |                       |                                  |                          |
| Available-for-sale                                    |               |                   | 11,925                |                                  | 11,925                   |
| Intercompany  | 12            |                   | 417                   | (429)                            |                          |
| Total investment securities                           | 12            |                   | 12,342                | (429)                            | 11,925                   |
| Loans held-for-sale, net                              | 343           |                   | 12,922                |                                  | 13,265                   |
| Finance receivables and loans, net of unearned income |               |                   |                       |                                  |                          |
| Consumer  | 6,585         | 205               | 53,395                |                                  | 60,185                   |
| Commercial  | 2,154         | 147               | 35,749                |                                  | 38,050                   |
| Notes receivable from General Motors                  |               |                   | 483                   |                                  | 483                      |
| Intercompany loans to                                 |               |                   |                       |                                  |                          |
| Bank subsidiary                                       | 5,000         |                   |                       | (5,000)                          |                          |
| Nonbank subsidiaries                                  | 9,760         | 34                | 81                    | (9,875)                          |                          |
| Allowance for loan losses                             | (257)         | (2)               | (1,795)               |                                  | (2,054)                  |
| Total finance receivables and loans, net              | 23,242        | 384               | 87,913                | (14,875)                         | 96,664                   |
| Investment in operating leases, net                   | 3,817         |                   | 6,396                 |                                  | 10,213                   |
| Intercompany receivables from                         |               |                   |                       |                                  |                          |
| Bank subsidiary                                       | 5,595         |                   |                       | (5,595)                          |                          |
| Nonbank subsidiaries                                  | 217           |                   | 21                    | (238)                            |                          |
| Investment in subsidiaries                            |               |                   |                       |                                  |                          |
| Bank subsidiary                                       | 9,537         | 9,537             |                       | (19,074)                         |                          |
| Nonbank subsidiaries                                  | 20,814        | 3,243             |                       | (24,057)                         |                          |
| Mortgage servicing rights                             |               |                   | 2,746                 |                                  | 2,746                    |
| Premiums receivable and other insurance assets        |               |                   | 2,177                 | (8)                              | 2,169                    |
| Other assets  | 3,434         | 2                 | 19,865                | (1,484)                          | 21,817                   |
| Assets of operations held-for-sale                    | (127)         |                   | 1,719                 |                                  | 1,592                    |
| Total assets  | \$ 72,199     | \$ 13,176         | \$ 153,582            | \$ (65,766)                      | \$ 173,191               |
| <b>Liabilities</b>                                    |               |                   |                       |                                  |                          |
| Deposit liabilities                                   |               |                   |                       |                                  |                          |
| Noninterest-bearing                                   | \$            | \$                | \$ 2,547              | \$                               | \$ 2,547                 |

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|   |           |           |            |             |            |
|---|-----------|-----------|------------|-------------|------------|
| Interest-bearing                                  | 1,421     |           | 33,989     |             | 35,410     |
| Total deposit liabilities                         | 1,421     |           | 36,536     |             | 37,957     |
| Debt  |           |           |            |             |            |
| Short-term borrowings                             | 2,285     | 24        | 3,605      |             | 5,914      |
| Long-term debt                                    | 43,343    | 278       | 43,930     | (4)         | 87,547     |
| Intercompany debt to                              |           |           |            |             |            |
| Nonbank subsidiaries                              | 423       | 81        | 14,807     | (15,311)    |            |
| Total debt  | 46,051    | 383       | 62,342     | (15,315)    | 93,461     |
| Intercompany payables to                          |           |           |            |             |            |
| Nonbank subsidiaries                              | 1,361     | 13        | 4,464      | (5,838)     |            |
| Interest payable                                  | 1,090     | 5         | 729        |             | 1,824      |
| Unearned insurance premiums and service revenue   |           |           | 2,937      |             | 2,937      |
| Reserves for insurance losses and loss adjustment |           |           |            |             |            |
| expenses  |           |           | 922        |             | 922        |
| Accrued expenses and other liabilities            | 1,299     | 9         | 14,548     | (1,486)     | 14,370     |
| Liabilities of operations held-for-sale           |           |           | 743        |             | 743        |
| Total liabilities                                 | 51,222    | 410       | 123,221    | (22,639)    | 152,214    |
| Total equity                                      | 20,977    | 12,766    | 30,361     | (43,127)    | 20,977     |
| Total liabilities and equity                      | \$ 72,199 | \$ 13,176 | \$ 153,582 | \$ (65,766) | \$ 173,191 |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

| December 31, 2009 (\$ in millions)                    | Parent    | Guarantors | Non-guarantors | Consolidating adjustments | Ally consolidated |
|---|-----------|------------|----------------|---------------------------|-------------------|
| <b>Assets</b>   |           |            |                |                           |                   |
| Cash and cash equivalents                             |           |            |                |                           |                   |
| Noninterest-bearing                                   | \$ 418    | \$         | \$ 1,422       | \$                        | \$ 1,840          |
| Interest-bearing                                      | 339       | 5          | 12,604         |                           | 12,948            |
| Total cash and cash equivalents                       | 757       | 5          | 14,026         |                           | 14,788            |
| Trading securities                                    |           |            | 739            |                           | 739               |
| Investment securities                                 |           |            |                |                           |                   |
| Available-for-sale                                    |           |            | 12,155         |                           | 12,155            |
| Held-to-maturity                                      |           |            | 3              |                           | 3                 |
| Intercompany  | 380       |            | 261            | (641)                     |                   |
| Total investment securities                           | 380       |            | 12,419         | (641)                     | 12,158            |
| Loans held-for-sale, net                              | 1,758     |            | 18,867         |                           | 20,625            |
| Finance receivables and loans, net of unearned income |           |            |                |                           |                   |
| Consumer  | 2,804     | 251        | 39,794         |                           | 42,849            |
| Commercial  | 2,193     | 273        | 31,475         |                           | 33,941            |
| Notes receivable from General Motors                  |           |            | 911            |                           | 911               |
| Intercompany loans to                                 |           |            |                |                           |                   |
| Bank subsidiary                                       | 5,139     |            |                | (5,139)                   |                   |
| Nonbank subsidiaries                                  | 16,073    | 83         | 161            | (16,317)                  |                   |
| Allowance for loan losses                             | (383)     | (3)        | (2,059)        |                           | (2,445)           |
| Total finance receivables and loans, net              | 25,826    | 604        | 70,282         | (21,456)                  | 75,256            |
| Investment in operating leases, net                   | 1,479     |            | 14,516         |                           | 15,995            |
| Intercompany receivables from                         |           |            |                |                           |                   |
| Bank subsidiary                                       | 1,001     |            |                | (1,001)                   |                   |
| Nonbank subsidiaries                                  | 178       |            | 198            | (376)                     |                   |
| Investment in subsidiaries                            |           |            |                |                           |                   |
| Bank subsidiary                                       | 7,903     | 7,903      |                | (15,806)                  |                   |
| Nonbank subsidiaries                                  | 26,186    | 3,059      |                | (29,245)                  |                   |
| Mortgage servicing rights                             |           |            | 3,554          |                           | 3,554             |
| Premiums receivable and other insurance assets        |           |            | 2,728          | (8)                       | 2,720             |
| Other assets  | 4,443     | 4          | 16,795         | (1,355)                   | 19,887            |
| Assets of operations held-for-sale                    | (324)     |            | 6,908          |                           | 6,584             |
| Total assets  | \$ 69,587 | \$ 11,575  | \$ 161,032     | \$ (69,888)               | \$ 172,306        |
| <b>Liabilities</b>                                    |           |            |                |                           |                   |
| Deposit liabilities                                   |           |            |                |                           |                   |
| Noninterest-bearing                                   | \$        | \$         | \$ 1,755       | \$                        | \$ 1,755          |
| Interest-bearing                                      | 1,041     |            | 28,960         |                           | 30,001            |
| Total deposit liabilities                             | 1,041     |            | 30,715         |                           | 31,756            |
| Debt  |           |            |                |                           |                   |
| Short-term borrowings                                 | 1,795     | 39         | 8,458          |                           | 10,292            |

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|  |           |           |            |             |            |
|--|-----------|-----------|------------|-------------|------------|
| Long-term debt   | 40,888    | 406       | 46,732     | (5)         | 88,021     |
| Intercompany debt to<br>Nonbank subsidiaries               | 260       | 163       | 21,702     | (22,125)    |            |
| Total debt   | 42,943    | 608       | 76,892     | (22,130)    | 98,313     |
| Intercompany payables to<br>Nonbank subsidiaries           | 1,385     | 1         |            | (1,386)     |            |
| Interest payable   | 1,082     | 12        | 553        | (10)        | 1,637      |
| Unearned insurance premiums and service revenue            |           |           | 3,192      |             | 3,192      |
| Reserves for insurance losses and loss adjustment expenses |           |           | 1,215      |             | 1,215      |
| Accrued expenses and other liabilities                     | 2,297     | (7)       | 9,452      | (1,286)     | 10,456     |
| Liabilities of operations held-for-sale                    |           |           | 4,898      |             | 4,898      |
| Total liabilities  | 48,748    | 614       | 126,917    | (24,812)    | 151,467    |
| Total equity   | 20,839    | 10,961    | 34,115     | (45,076)    | 20,839     |
| Total liabilities and equity                               | \$ 69,587 | \$ 11,575 | \$ 161,032 | \$ (69,888) | \$ 172,306 |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Condensed Consolidating Statement of Cash Flows****Nine months ended September 30, 2010**

| <i>(\$ in millions)</i>  | <b>Parent</b> | <b>Guarantors</b> | <b>Non-guarantors</b> | <b>Consolidating adjustments</b> | <b>Ally consolidated</b> |
|--|---------------|-------------------|-----------------------|----------------------------------|--------------------------|
| <b>Operating activities</b>                                    |               |                   |                       |                                  |                          |
| Net cash provided by operating activities                      | \$ 3,661      | \$ 22             | \$ 8,004              | \$ (147)                         | \$ 11,540                |
| <b>Investing activities</b>                                    |               |                   |                       |                                  |                          |
| Purchases of available-for-sale securities                     |               |                   | (15,902)              |                                  | (15,902)                 |
| Proceeds from sales of available-for-sale securities           | 41            |                   | 13,380                | (41)                             | 13,380                   |
| Proceeds from maturities of available-for-sale securities      |               |                   | 3,646                 |                                  | 3,646                    |
| Net decrease (increase) in investment securities intercompany  | 309           |                   | (156)                 | (153)                            |                          |
| Net (increase) decrease in finance receivables and loans       | (3,934)       | 171               | (8,660)               |                                  | (12,423)                 |
| Proceeds from sales of finance receivables and loans           | 5             |                   | 2,549                 |                                  | 2,554                    |
| Change in notes receivable from GM                             |               |                   | 1                     |                                  | 1                        |
| Net decrease in loans intercompany                             | 6,087         | 49                | 81                    | (6,217)                          |                          |
| Net (increase) decrease in operating lease assets              | (2,575)       |                   | 6,889                 |                                  | 4,314                    |
| Purchases of mortgage servicing rights, net                    |               |                   | (45)                  |                                  | (45)                     |
| Capital contributions to subsidiaries                          | (737)         | (612)             |                       | 1,349                            |                          |
| Returns of contributed capital                                 | 518           |                   |                       | (518)                            |                          |
| Sale of business unit, net                                     | 59            |                   | (390)                 |                                  | (331)                    |
| Other, net   | 144           |                   | 1,059                 |                                  | 1,203                    |
| Net cash (used in) provided by investing activities            | (83)          | (392)             | 2,452                 | (5,580)                          | (3,603)                  |
| <b>Financing activities</b>                                    |               |                   |                       |                                  |                          |
| Net change in short-term debt third party                      | 501           | (15)              | (5,342)               |                                  | (4,856)                  |
| Net increase in bank deposits                                  |               |                   | 4,776                 |                                  | 4,776                    |
| Proceeds from issuance of long-term debt third party           | 5,043         | 152               | 26,999                | 41                               | 32,235                   |
| Repayments of long-term debt third party                       | (4,245)       | (280)             | (39,302)              |                                  | (43,827)                 |
| Net change in debt intercompany                                | 163           | (82)              | (6,445)               | 6,364                            |                          |
| Dividends paid third party                                     | (862)         |                   |                       |                                  | (862)                    |
| Dividends paid and returns of contributed capital intercompany |               |                   | (665)                 | 665                              |                          |
| Capital contributions from parent                              |               | 600               | 749                   | (1,349)                          |                          |
| Other, net   | 380           |                   | 875                   |                                  | 1,255                    |
| Net cash provided by (used in) financing activities            | 980           | 375               | (18,355)              | 5,721                            | (11,279)                 |
| Effect of exchange-rate changes on cash and cash equivalents   |               |                   | 501                   |                                  | 501                      |

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|  |          |       |          |        |           |
|--|----------|-------|----------|--------|-----------|
| Net increase (decrease) in cash and cash equivalents                           | 4,558    | 5     | (7,398)  | (6)    | (2,841)   |
| Adjustment for change in cash and cash equivalents of operations held-for-sale |          |       | 642      |        | 642       |
| Cash and cash equivalents at beginning of year                                 | 757      | 5     | 14,026   |        | 14,788    |
| Cash and cash equivalents at September 30                                      | \$ 5,315 | \$ 10 | \$ 7,270 | \$ (6) | \$ 12,589 |

**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Nine months ended September 30, 2009

| <i>(\$ in millions)</i>   | Parent   | Guarantors | Non-guarantors | Consolidating adjustments | Ally consolidated |
|---|----------|------------|----------------|---------------------------|-------------------|
| <b>Operating activities</b>   |          |            |                |                           |                   |
| Net cash provided by operating activities                                     | \$ 1,427 | \$ 21      | \$ 544         | \$ (40)                   | \$ 1,952          |
| <b>Investing activities</b>   |          |            |                |                           |                   |
| Purchases of available-for-sale securities                                    | (118)    |            | (17,288)       | 118                       | (17,288)          |
| Proceeds from sales of available-for-sale securities                          | 89       |            | 6,669          | (89)                      | 6,669             |
| Proceeds from maturities of available-for-sale securities                     |          |            | 3,282          |                           | 3,282             |
| Net decrease (increase) in investment securities intercompany                 | 2        |            | (63)           | 61                        |                   |
| Net (increase) decrease in finance receivables and loans                      | (2,379)  | 165        | 12,027         |                           | 9,813             |
| Proceeds from sales of finance receivables and loans                          | 446      |            | 11             |                           | 457               |
| Change in notes receivable from GM  |          |            | 751            |                           | 751               |
| Net decrease (increase) in loans intercompany                                 | 1,118    | 161        | (218)          | (1,061)                   |                   |
| Net (increase) decrease in operating lease assets                             | (1,671)  |            | 6,100          |                           | 4,429             |
| Purchases of mortgage servicing rights, net                                   |          |            | 7              |                           | 7                 |
| Capital contributions to subsidiaries   | (4,765)  | (3,900)    |                | 8,665                     |                   |
| Returns of contributed capital  | 616      |            |                | (616)                     |                   |
| Sale of business unit, net  |          |            | 96             |                           | 96                |
| Other, net  | 262      |            | 223            |                           | 485               |
| Net cash (used in) provided by investing activities                           | (6,400)  | (3,574)    | 11,597         | 7,078                     | 8,701             |
| <b>Financing activities</b>   |          |            |                |                           |                   |
| Net change in short-term debt third party                                     | (36)     | (87)       | (796)          |                           | (919)             |
| Net increase in bank deposits   |          |            | 12,627         | (4,495)                   | 8,132             |
| Proceeds from issuance of long-term debt third party                          | 4,397    | 54         | 19,311         | 89                        | 23,851            |
| Repayments of long-term debt  | (8,058)  | (46)       | (42,778)       | (118)                     | (51,000)          |
| Net change in debt intercompany   | (47)     | (278)      | (692)          | 1,017                     |                   |
| Proceeds from issuance of common members' interests                           | 1,247    |            |                |                           | 1,247             |
| Proceeds from issuance of preferred stock held by U.S. Department of Treasury | 7,500    |            |                |                           | 7,500             |
| Dividends paid third party  | (1,082)  |            |                |                           | (1,082)           |
| Dividends paid and returns of contributed capital intercompany                |          |            | (656)          | 656                       |                   |
| Capital contributions from parent   |          | 3,900      | 4,765          | (8,665)                   |                   |
| Other, net  | 496      |            | 786            |                           | 1,282             |
| Net cash provided by (used in) financing activities                           | 4,417    | 3,543      | (7,433)        | (11,516)                  | (10,989)          |
| Effect of exchange-rate changes on cash and cash equivalents                  |          |            | (28)           |                           | (28)              |
| Net (decrease) increase in cash and cash equivalents                          | (556)    | (10)       | 4,680          | (4,478)                   | (364)             |
| Cash and cash equivalents reclassified to assets held-for-sale                |          |            | (562)          |                           | (562)             |

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|  |          |      |           |            |           |
|--|----------|------|-----------|------------|-----------|
| Cash and cash equivalents at beginning of year | 5,643    | 12   | 9,513     | (17)       | 15,151    |
| Cash and cash equivalents at September 30      | \$ 5,087 | \$ 2 | \$ 13,631 | \$ (4,495) | \$ 14,225 |

### 23. Contingencies and Other Risks

#### Temporary Suspension of Mortgage Foreclosure Sales and Evictions

On September 17, 2010, GMAC Mortgage, LLC (GMACM), an indirect wholly owned subsidiary of Ally Financial Inc., temporarily suspended mortgage foreclosure home sales and evictions and postponed hearings on motions for judgment in certain states. This decision was made after a procedural issue was detected in the execution of certain affidavits used in connection with judicial foreclosures in some but not all states. The issue relates to whether persons signing the affidavits had



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**ALLY FINANCIAL INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

appropriately verified the information in them and whether they were signed in the immediate physical presence of a notary. In response to this and to enhance existing processes, GMACM has recently implemented supplemental procedures that are used in all new foreclosure cases to seek to ensure that affidavits are prepared in compliance with applicable law. GMACM is also reviewing all foreclosure files in all states prior to going to foreclosure sale. After each foreclosure case is reviewed and it is determined that moving forward is appropriate, GMACM will proceed with the foreclosure process to completion using existing or substitute affidavits where applicable or required.

Our review related to this matter is ongoing, and we cannot predict the ultimate impact of any deficiencies that have been or may be identified in our historical foreclosure processes. However, thus far we have not found any evidence of unwarranted foreclosures. There are potential risks related to these matters, which may extend beyond potential liability on individual foreclosure actions. Specific risks could include, for example, claims and litigation related to foreclosure file remediation and resubmission; claims from investors that hold securities that become adversely impacted by continued delays in the foreclosure process; actions by courts, state attorneys general or regulators to delay further the foreclosure process after submission of corrected affidavits; regulatory fines and sanctions; and reputational risks. While there are risks and uncertainties as a result of these matters, based on information currently available we do not believe that there is a probable and estimable unasserted claim or loss contingency that should be recorded as of September 30, 2010. Based on all available information, an estimate of future possible loss or range of loss cannot be made at this time.

**Loan Repurchases and Obligations Related to Loan Sales**

Our Mortgage operations sell loans through agency sales to the GSEs, private label securitizations, and whole-loan purchasers. In connection with these activities we provide to the GSEs, investors, whole-loan purchasers, and financial guarantors (monolines) various representations and warranties related to the loans sold. These representations and warranties generally 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, ability to deliver required documentation and compliance with applicable laws. Generally, the representations and warranties described above may be enforced at any time over the life of the loan. ResCap assumes all of the customary representation and warranty obligations for loans purchased from Ally Bank and subsequently sold into the secondary market. In the event ResCap fails to meet these obligations, Ally Financial Inc. has provided a guarantee to Ally Bank that covers it from liability.

Upon a breach of a representation, we correct the breach in a manner conforming to the provisions of the sale agreement. This may require us either to repurchase the loan or to indemnify (make-whole) a party for incurred losses or provide other recourse to a GSE or investor. Repurchase demands and claims for indemnification payments are reviewed on a loan-by-loan basis to validate if there has been a breach requiring repurchase or a make-whole payment. We actively contest claims to the extent we do not consider them valid. In cases where we repurchase loans, we bear the subsequent credit loss on the loans. Repurchased loans are classified as held-for-sale and initially recorded at fair value. We seek to manage the risk of repurchase and associated credit exposure through our underwriting and quality assurance practices and by servicing mortgage loans to meet investor standards.

The reserve for representation and warranty obligations reflects management's best estimate of probable lifetime loss. We consider historic 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, historic loan defect experience, historic 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 do not have current or historical demand experience with an investor, because of the inherent difficulty in predicting the level and timing of future demands, if any, losses cannot be reasonably estimated and 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 with counterparties.

At the time a loan is sold, an estimate of the liability is recorded and classified in accrued expenses and other liabilities on our Condensed Consolidated Balance Sheet, and recorded as a component of gain (loss) on mortgage and automotive loans, net, in our Condensed Consolidated Statement of Income. We recognize changes in the reserve throughout the life of the loans, as necessary, when additional relevant information becomes available. Changes in the liability are recorded as other operating expenses in our Condensed Consolidated Statement of Income.



**Table of Contents****ALLY FINANCIAL INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

The following tables summarize the changes in our reserve for representation and warranty obligations.

| Three months ended September 30, (\$ in millions)           |  | 2010     | 2009   |
|---|--|----------|--------|
| Balance at July 1,  |  | \$ 855   | \$ 463 |
| Provision for mortgage representation and warranty expenses |  |          |        |
| Loan sales  |  | 8        |        |
| Change in estimate continuing operations                    |  | 344      | 504    |
| Change in estimate discontinued operations                  |  |          | 13     |
| Total additions   |  | 352      | 517    |
| Realized losses (a)   |  | (84)     | (101)  |
| Recoveries  |  | 5        | 4      |
| Balance at September 30,                                    |  | \$ 1,128 | \$ 883 |

(a) Includes principal losses and accrued interest on repurchased loans, make-whole payments, and settlements with claimants.

| Nine months ended September 30, (\$ in millions)            |  | 2010     | 2009   |
|---|--|----------|--------|
| Balance at January 1,                                       |  | \$ 1,263 | \$ 231 |
| Provision for mortgage representation and warranty expenses |  |          |        |
| Loan sales  |  | 31       |        |
| Change in estimate continuing operations                    |  | 490      | 910    |
| Change in estimate discontinued operations                  |  |          | 10     |
| Total additions   |  | 521      | 920    |
| Realized losses (a)   |  | (668)    | (274)  |
| Recoveries  |  | 12       | 6      |
| Balance at September 30,                                    |  | \$ 1,128 | \$ 883 |

(a) Includes principal losses and accrued interest on repurchased loans, make-whole payments, and settlements with claimants.

In March 2010, our subsidiaries, GMACM and Residential Funding Company, LLC, entered into an agreement with Freddie Mac under which we made a one-time payment to Freddie Mac for the release of repurchase obligations relating to mortgage loans sold to Freddie Mac prior to January 1, 2009. The release does not affect any of our potential repurchase obligations related to mortgage loans sold to Freddie Mac after January 1, 2009. Amounts paid by us in connection with the agreement were consistent with previously established related reserves. This agreement does not release any of our obligations with respect to loans where our subsidiary, Ally Bank, is the owner of the servicing.

**24. Subsequent Events****Declaration of Quarterly Dividend Payments**

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On October 1, 2010, the Ally Board of Directors declared quarterly dividend payments on certain outstanding preferred stock. This included a cash dividend of \$1.125 per share, or a total of \$257 million, on Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series F-2, and a cash dividend of approximately \$17.31 per share, or a total of approximately \$45 million, on Fixed Rate Cumulative Perpetual Preferred Stock, Series G. The dividends are payable on November 15, 2010.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation****Selected Financial Data**

The selected historical financial information set forth below should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, our Condensed Consolidated Financial Statements, and the Notes to Condensed Consolidated Financial Statements. The historical financial information presented may not be indicative of our future performance.

| (\$ in millions)   | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2010                                | 2009       | 2010                               | 2009       |
| <b>Financial statement data</b>  |                                     |            |                                    |            |
| Total financing revenue and other interest income                            | \$ 2,782                            | \$ 3,217   | \$ 8,801                           | \$ 10,133  |
| Interest expense   | 1,733                               | 1,748      | 5,102                              | 5,684      |
| Depreciation expense on operating lease assets                               | 454                                 | 894        | 1,636                              | 3,007      |
| Net financing revenue  | 595                                 | 575        | 2,063                              | 1,442      |
| Total other revenue  | 1,456                               | 1,411      | 3,942                              | 3,528      |
| Total net revenue  | 2,051                               | 1,986      | 6,005                              | 4,970      |
| Provision for loan losses  | 9                                   | 680        | 375                                | 2,543      |
| Total noninterest expense  | 1,716                               | 2,166      | 4,677                              | 5,547      |
| Income (loss) from continuing operations before income tax expense (benefit) | 326                                 | (860)      | 953                                | (3,120)    |
| Income tax expense (benefit) from continuing operations (a)                  | 48                                  | (291)      | 117                                | 681        |
| Net income (loss) from continuing operations                                 | 278                                 | (569)      | 836                                | (3,801)    |
| (Loss) income from discontinued operations, net of tax                       | (9)                                 | (198)      | 160                                | (1,544)    |
| Net income (loss)  | \$ 269                              | \$ (767)   | \$ 996                             | \$ (5,345) |
| Total assets   | \$ 173,191                          | \$ 178,254 | \$ 173,191                         | \$ 178,254 |
| Total debt   | \$ 93,461                           | \$ 102,040 | \$ 93,461                          | \$ 102,040 |
| Total equity   | \$ 20,977                           | \$ 24,941  | \$ 20,977                          | \$ 24,941  |
| <b>Financial ratios (b)</b>  |                                     |            |                                    |            |
| Return on assets   |                                     |            |                                    |            |
| Net income (loss) from continuing operations                                 | 0.61%                               | (1.28)%    | 0.62%                              | (2.81)%    |
| Net income (loss)  | 0.59%                               | (1.73)%    | 0.74%                              | (3.96)%    |
| Return on equity   |                                     |            |                                    |            |
| Net income (loss) from continuing operations                                 | 5.34%                               | (8.87)%    | 5.38%                              | (20.72)%   |
| Net income (loss)  | 5.17%                               | (11.96)%   | 6.41%                              | (29.14)%   |
| Equity to assets ratio   | 11.43%                              | 14.46%     | 11.55%                             | 13.58%     |
| <b>Regulatory capital ratios</b>   |                                     |            |                                    |            |
| Tier 1 capital   | 15.36%                              | 14.41%     | 15.36%                             | 14.41%     |
| Total risk-based capital   | 16.81%                              | 15.82%     | 16.81%                             | 15.82%     |
| Tier 1 leverage  | 12.46%                              | 13.50%     | 12.46%                             | 13.50%     |
| Tier 1 common  | 5.34%                               | 6.06%      | 5.34%                              | 6.06%      |

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- (a) Effective June 30, 2009, we converted into a corporation and, as a result, became subject to corporate U.S. federal, state, and local taxes beginning in the third quarter of 2009. Refer to Note 17 to the Condensed Consolidated Financial Statements for additional information regarding our change in tax status.
- (b) The 2010 ratios were computed based on average assets and average equity using a combination of monthly and daily average methodologies.

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### **Overview**

Ally is one of the world's largest automotive financial services companies with approximately \$173.2 billion of assets at September 30, 2010. Founded in 1919 as a wholly owned subsidiary of General Motors Corporation (currently General Motors Company or GM), Ally is the official preferred source of financing for GM, Chrysler, Saab, Suzuki, Fiat, and Thor Industries vehicles and offers a full suite of automotive financing products and services in key markets around the world. Our other business units include mortgage operations and commercial finance, and our subsidiary, Ally Bank, which offers online retail banking products. Ally also operates as a bank holding company. On December 24, 2008, we became a bank holding company under the Bank Holding Company Act of 1956, as amended.

### **Discontinued Operations**

During 2009, we committed to sell certain operations of our International Automotive Finance operations, Insurance operations, Mortgage operations, and Commercial Finance Group, and classified certain of these operations as discontinued. During 2010, the operations of our International Automotive Finance operations in Australia and Russia and our U.K. mortgage operations were classified as discontinued. For all periods presented, all of the operating results for these operations were removed from continuing operations. Refer to Note 2 to the Condensed Consolidated Financial Statements for additional information regarding our discontinued operations.

**Table of Contents****Primary Lines of Business**

Global Automotive Services and Mortgage operations are our primary lines of business. The following table summarizes the operating results excluding discontinued operations of each line of business for the three months and nine months ended September 30, 2010 and 2009. Operating results for each of the lines of business are more fully described in the MD&A sections that follow.

| (\$ in millions)  | Three months ended<br>September 30, |          |   | Nine months ended<br>September 30, |            |   |
|---|-------------------------------------|----------|---|------------------------------------|------------|---|
|   | 2010                                | 2009     | Favorable/<br>(unfavorable)<br>% change | 2010                               | 2009       | Favorable/<br>(unfavorable)<br>% change |
| Total net revenue (loss)  |                                     |          |   |                                    |            |   |
| Global Automotive Services  |                                     |          |   |                                    |            |   |
| North American Automotive Finance operations                                    | \$ 961                              | \$ 862   | 11                                      | \$ 3,152                           | \$ 2,901   | 9                                       |
| International Automotive Finance operations                                     | 253                                 | 276      | (8)                                     | 788                                | 767        | 3                                       |
| Insurance operations  | 567                                 | 607      | (7)                                     | 1,761                              | 1,703      | 3                                       |
| Mortgage operations   | 805                                 | 580      | 39                                      | 2,041                              | 821        | 149                                     |
| Corporate and Other   | (535)                               | (339)    | (58)                                    | (1,737)                            | (1,222)    | (42)                                    |
| Total   | \$ 2,051                            | \$ 1,986 | 3                                       | \$ 6,005                           | \$ 4,970   | 21                                      |
| Income (loss) from continuing operations before<br>income tax expense (benefit) |                                     |          |   |                                    |            |   |
| Global Automotive Services  |                                     |          |   |                                    |            |   |
| North American Automotive Finance operations                                    | \$ 568                              | \$ 272   | 109                                     | \$ 1,851                           | \$ 1,384   | 34                                      |
| International Automotive Finance operations                                     | 74                                  | 31       | 139                                     | 221                                | 24         | n/m                                     |
| Insurance operations  | 114                                 | 109      | 5                                       | 405                                | 244        | 66                                      |
| Mortgage operations   | 154                                 | (652)    | 124                                     | 540                                | (2,914)    | 119                                     |
| Corporate and Other   | (584)                               | (620)    | 6                                       | (2,064)                            | (1,858)    | (11)                                    |
| Total   | \$ 326                              | \$ (860) | 138                                     | \$ 953                             | \$ (3,120) | 131                                     |
| Net income (loss) from continuing operations                                    |                                     |          |   |                                    |            |   |
| Global Automotive Services  |                                     |          |   |                                    |            |   |
| North American Automotive Finance operations                                    | \$ 407                              | \$ 299   | 36                                      | \$ 1,257                           | \$ 395     | n/m                                     |
| International Automotive Finance operations                                     | 65                                  | 3        | n/m                                     | 221                                | (142)      | n/m                                     |
| Insurance operations  | 97                                  | 50       | 94                                      | 305                                | 151        | 102                                     |
| Mortgage operations   | 149                                 | (501)    | 130                                     | 529                                | (2,493)    | 121                                     |
| Corporate and Other   | (440)                               | (420)    | (5)                                     | (1,476)                            | (1,712)    | 14                                      |
| Total   | \$ 278                              | \$ (569) | 149                                     | \$ 836                             | \$ (3,801) | 122                                     |

n/m = not meaningful

Our Global Automotive Services offer a wide range of financial services and products to retail automotive consumers, automotive dealerships, and other commercial businesses. Our Global Automotive Services consist of three separate reportable segments—North American Automotive Finance operations, International Automotive Finance operations, and Insurance operations. Our North American Automotive Finance operations include the automotive activities of Ally Bank and ResMor Trust. The products and services offered by our automotive finance services include the purchase of retail installment sales contracts and leases, offering of term loans



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to dealers, financing of dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services. In addition, our automotive finance services utilize bank deposit funding at Ally Bank, asset securitizations, whole-loan sales through our forward flow agreements, and debt issuances, to the extent available, as components of our diversified funding strategy.

We also offer vehicle service contracts and selected commercial insurance coverages in the United States and internationally. We are a leading provider of vehicle service contracts with mechanical breakdown and maintenance

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coverages. Our vehicle service contracts offer vehicle owners and lessees mechanical repair protection and roadside assistance for new and used vehicles beyond the manufacturer's new vehicle warranty. Additionally, we provide commercial insurance primarily covering dealers' wholesale vehicle inventory.

We have significantly streamlined our international presence to focus on strategic operations. Our International Automotive Finance operations will focus the majority of originations in five core international markets: Germany, the United Kingdom, Brazil, Mexico, and China through our joint venture.

On September 30, 2010, we announced that we were selected to be the preferred financing provider for Fiat vehicles in the United States. We will offer retail financing, leasing, wholesale financing, working capital and facility loans, and remarketing services to the new Fiat dealer network. In October 2010, Chrysler LLC began announcing dealers that secured a Fiat franchise in the United States.

On August 6, 2010, we entered into an agreement with Chrysler LLC (Chrysler) to provide automotive financing products and services to Chrysler dealers and customers. The agreement replaced and superseded the legally binding term sheet that we entered into with Chrysler on April 30, 2009, which contemplated this definitive agreement. We are Chrysler's preferred provider of new wholesale financing for dealer inventory in the United States, Canada, Mexico, and other international markets upon the mutual agreement of the parties. We provide dealer financing and services and retail financing to Chrysler dealers and customers as we deem appropriate according to our credit policies and in our sole discretion. Chrysler is obligated to provide us with certain exclusivity privileges including the use of Ally for designated minimum threshold percentages of certain of Chrysler's retail financing subvention programs. The agreement extends through April 30, 2013, with automatic one-year renewals unless either we or Chrysler provides sufficient notice of nonrenewal. The agreement is filed as Exhibit 10.1 to this Form 10-Q.

On July 13, 2010, we announced our intention to rebrand the GMAC consumer and dealer-related automotive finance operations in the United States, Canada, and Mexico and begin using the Ally name during the month of August 2010. The Ally brand will be used for automotive financing activities to support the following manufacturers: General Motors, Chrysler, Saab, Thor Industries, and Fiat United States and Mexico. Our automotive finance operations outside of these three countries will continue to operate under the GMAC brand as options for further use of the Ally brand are evaluated.

On April 5, 2010, we announced that we expanded our automotive finance operations to include recreation vehicles and were selected by Thor Industries as the preferred financial provider for their retail customers. During June 2010, we began accepting retail finance applications for new and used recreation vehicles from Thor dealers in certain high volume states. We expect to expand retail financing nationwide to all qualified dealers in Thor's U.S. network by the end of 2010.

On March 15, 2010, we announced that Spyker Cars N.V., which recently purchased Saab Automobile from General Motors, selected Ally as the preferred source of wholesale and retail financing for qualified Saab dealers and customers in North America and internationally.

Our Mortgage operations engage in the origination, purchase, servicing, sale, and securitization of consumer (i.e., residential) mortgage loans and mortgage-related products. Mortgage operations include the Residential Capital, LLC (ResCap) legal entity, the mortgage operations of Ally Bank, and the Canadian mortgage operations of ResMor Trust. In response to market conditions, our Mortgage operations substantially eliminated production of loans that do not conform to the underwriting guidelines 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 (GSEs)) in the United States.

Corporate and Other consist of our Commercial Finance Group, certain equity investments, other corporate activities, the residual impacts of our corporate funds transfer pricing (FTP) and treasury asset liability management (ALM) activities, and reclassifications and eliminations between the reportable operating segments.

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### Consolidated Results of Operations

The following table summarizes our consolidated operating results excluding discontinued operations for the periods shown.

|   | Three months ended<br>September 30, |                 |   | Nine months ended<br>September 30, |                   |   |
|---|-------------------------------------|-----------------|---|------------------------------------|-------------------|---|
|   | 2010                                | 2009            | Favorable/<br>(unfavorable)<br>% change | 2010                               | 2009              | Favorable/<br>(unfavorable)<br>% change |
| (\$ in millions)  |                                     |                 |   |                                    |                   |   |
| <b>Net financing revenue</b>  |                                     |                 |   |                                    |                   |   |
| Total financing revenue and other interest income                                   | \$ 2,782                            | \$ 3,217        | (14)                                    | \$ 8,801                           | \$ 10,133         | (13)                                    |
| Interest expense  | 1,733                               | 1,748           | 1                                       | 5,102                              | 5,684             | 10                                      |
| Depreciation expense on operating lease assets                                      | 454                                 | 894             | 49                                      | 1,636                              | 3,007             | 46                                      |
| Net financing revenue   | 595                                 | 575             | 3                                       | 2,063                              | 1,442             | 43                                      |
| <b>Other revenue</b>  |                                     |                 |   |                                    |                   |   |
| Net servicing income  | 377                                 | 269             | 40                                      | 992                                | 489               | 103                                     |
| Insurance premiums and service revenue earned                                       | 470                                 | 510             | (8)                                     | 1,415                              | 1,501             | (6)                                     |
| Gain on mortgage and automotive loans, net  | 326                                 | 177             | 84                                      | 863                                | 666               | 30                                      |
| (Loss) gain on extinguishment of debt   | (2)                                 | 10              | (120)                                   | (123)                              | 667               | (118)                                   |
| Other gain on investments, net  | 104                                 | 216             | (52)                                    | 339                                | 299               | 13                                      |
| Other income, net of losses   | 181                                 | 229             | (21)                                    | 456                                | (94)              | n/m                                     |
| Total other revenue   | 1,456                               | 1,411           | 3                                       | 3,942                              | 3,528             | 12                                      |
| <b>Total net revenue</b>  | <b>2,051</b>                        | <b>1,986</b>    | <b>3</b>                                | <b>6,005</b>                       | <b>4,970</b>      | <b>21</b>                               |
| <b>Provision for loan losses</b>  | <b>9</b>                            | <b>680</b>      | <b>99</b>                               | <b>375</b>                         | <b>2,543</b>      | <b>85</b>                               |
| <b>Noninterest expense</b>  |                                     |                 |   |                                    |                   |   |
| Insurance losses and loss adjustment expenses                                       | 229                                 | 254             | 10                                      | 664                                | 800               | 17                                      |
| Other operating expenses  | 1,487                               | 1,912           | 22                                      | 4,013                              | 4,747             | 15                                      |
| Total noninterest expense   | 1,716                               | 2,166           | 21                                      | 4,677                              | 5,547             | 16                                      |
| <b>Income (loss) from continuing operations before income tax expense (benefit)</b> | <b>326</b>                          | <b>(860)</b>    | <b>138</b>                              | <b>953</b>                         | <b>(3,120)</b>    | <b>131</b>                              |
| Income tax expense (benefit) from continuing operations                             | 48                                  | (291)           | (116)                                   | 117                                | 681               | 83                                      |
| <b>Net income (loss) from continuing operations</b>                                 | <b>\$ 278</b>                       | <b>\$ (569)</b> | <b>149</b>                              | <b>\$ 836</b>                      | <b>\$ (3,801)</b> | <b>122</b>                              |

n/m = not meaningful

We earned net income from continuing operations of \$278 million for the three months ended September 30, 2010, compared to a net loss of \$569 million for the three months ended September 30, 2009, and net income of \$836 million for the nine months ended September 30, 2010, compared to a net loss of \$3.8 billion for the nine months ended September 30, 2009. Continuing operations for the three months and nine months ended September 30, 2010, were favorably impacted by the stabilization of our consumer and commercial portfolios, which resulted in significant decreases in our provision for loan losses and our continued focus on cost reduction resulted in lower operating expenses. The nine months ended September 30, 2010, were also favorably impacted by an increase in net servicing income and the absence of impairments on equity investments, lot option projects, model homes, and foreclosed real estate. Lastly, income tax expense decreased for the nine months ended September 30, 2010, relative to the prior year as a result of the initial tax expense adjustment associated with the recording of deferred tax liabilities related to our conversion from a limited liability company to a corporation in 2009.

Total financing revenue and other interest income decreased by 14% and 13% for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. Our International Automotive Finance operations experienced lower consumer and

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commercial asset levels due to lower dealer inventory levels and the runoff of wind-down portfolios. Declines in asset levels at our Mortgage operations resulted from asset sales and portfolio runoff. Operating lease revenue (along with the related depreciation expense) at our Global Automotive Services decreased as a result of a net decline in the size of our operating lease portfolio due to our decision in late 2008 to significantly curtail leasing. The decreases were partially offset by lease portfolio remarketing gains due to strong used vehicle prices and increases in consumer and commercial financing revenue related to the addition of non-GM automotive financing business.

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Interest expense decreased \$15 million and \$582 million in the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. Interest expense decreased as a result of a change in our funding mix with an increased amount of funding coming from deposit liabilities and lower asset levels.

Net servicing income was \$377 million and \$992 million for the three months and nine months ended September 30, 2010, respectively, compared to \$269 million and \$489 million for the same periods in 2009. The increase for the three months and nine months ended was primarily due to movement of the hedges mitigating the decline in the mortgage servicing asset.

Insurance premiums and service revenue earned decreased 8% and 6% for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. The decreases were primarily driven by lower earnings from our U.S. extended service contracts due to a decrease in domestic written premiums related to lower vehicle sales volume during the period 2007 to 2009. The decrease for the nine months ended September 30, 2010, was partially offset by increased volume in our international operations.

Gain on mortgage and automotive loans increased 84% and 30% for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. The increases during both periods were related to unfavorable valuation adjustments taken during 2009 on our held-for-sale automotive loan portfolios, gains on mortgage whole-loan sales in 2010, compared to no whole-loan sales in 2009, higher gains on mortgage loan resolutions in 2010, and gains due to higher commitment volume. Additionally, the nine months ended September 30, 2010, were favorably impacted by higher levels of retail automotive whole-loan sales. These increases were partially offset by higher gains on the sale of wholesale automotive financing receivables during 2009 compared to no gains in 2010 as there were no off-balance sheet wholesale funding transactions.

We incurred a loss on extinguishment of debt of \$2 million and \$123 million for the three months and nine months ended September 30, 2010, respectively, compared to gains of \$10 million and \$667 million for the three months and nine months ended September 30, 2009, respectively. The activity in all periods related to the extinguishment of certain Ally debt, which for the nine months ended September 30, 2010, included \$101 million of accelerated amortization of original issue discount.

Other gain on investments was \$104 million and \$339 million for the three months and nine months ended September 30, 2010, respectively, compared to \$216 million and \$299 million for the three months and nine months ended September 30, 2009, respectively. The three months and nine months ended September 30, 2010, decreased due to the elimination of mark-to-market accounting on retained interests effective January 1, 2010, as those off-balance sheet assets have been brought on-balance sheet in 2010. The increase during the nine months ended September 30, 2010, was primarily related to higher realized investment gains driven by market repositioning and the sale of our tax-exempt securities portfolio. During the nine months ended September 30, 2009, we recognized other-than-temporary impairments of \$47 million.

Other income, net of losses, decreased \$48 million and increased \$550 million for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. The decrease for the three months ended September 30, 2010, was primarily due to net derivative activity. Both periods in 2010 were favorably impacted by the absence of loan origination income deferral in 2010 due to the fair value option election for our held-for-sale loans during the fourth quarter of 2009. Additionally, the nine months ended September 30, 2010, increased due to significant impairments recognized in 2009. In 2009, we recorded impairments on equity investments, lot option projects, and model homes and an \$87 million fair value impairment upon the transfer of our resort finance portfolio from held-for-sale to held-for-investment. Also in 2010, we recognized gains on the sale of foreclosed real estate compared to losses and impairments in 2009.

The provision for loan losses was \$9 million and \$375 million for the three months and nine months ended September 30, 2010, respectively, compared to \$680 million and \$2.5 billion for the same periods in 2009. The provision for both periods in 2010 was favorably impacted by the improved asset mix as a result of the strategic actions taken during the fourth quarter of 2009 to write-down and reclassify certain legacy mortgage loans from held-for-investment to held-for-sale. Additionally, the higher provision for loan losses in 2009 was impacted by significant specific reserve increases in the resort finance portfolio while 2010 benefited from the recognition of a \$69 million recovery through provision upon the sale of this portfolio in September 2010.

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Insurance losses and loss adjustment expenses decreased 10% and 17% for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009. The decreases were primarily driven by lower loss experience within our Mortgage operation's captive reinsurance portfolio.

Other operating expenses decreased 22% and 15% for the three months and nine months ended September 30, 2010, respectively, compared to the same periods in 2009, reflecting our continued expense reduction efforts. The improvements were primarily due to lower mortgage representation and warranty expenses of \$163 million and \$427 million, reduced professional service expenses of \$40 million and \$126 million, lower full-service leasing vehicle maintenance costs of \$21 million and \$49 million, lower insurance commissions of \$20 million and \$37 million, and lower technology and communications expense of \$15 million and \$44 million for the three and nine months ended September 30, 2010, respectively. The favorable impacts during the nine months ended September 30, 2010, were partially offset by increased restructuring expenses of \$52 million primarily related to a corporate-wide cost savings initiative.

We recognized consolidated income tax expense from continuing operations of \$48 million and \$117 million for the three months and nine months ended September 30, 2010, respectively, compared to an income tax benefit of \$291 million and income tax expense of \$681 million for the same periods in 2009. During 2010, income tax expense primarily included foreign taxes on our foreign subsidiary income as the tax on the current year earnings of our U.S. operations was offset fully by a corresponding valuation allowance reduction. During 2009, we recorded tax benefits on pretax losses for the three months ended September 30, 2009, and higher tax expense during the nine months ended September 30, 2009, related to the establishment of deferred tax liabilities related to our conversion from a limited liability company to a corporation effective June 30, 2009. Refer to Note 17 to the Condensed Consolidated Financial Statements for additional information regarding our change in tax status.

**Global Automotive Services**

Results for Global Automotive Services are presented by reportable segment, which includes our North American Automotive Finance operations, our International Automotive Finance operations, and our Insurance operations.

Our Global Automotive Services operations offer a wide range of financial services and insurance products to retail automotive consumers, automotive dealerships, and other commercial businesses. Our automotive finance services include purchasing retail installment sales contracts and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, and vehicle remarketing services. We also are a leading provider of vehicle service contracts with mechanical breakdown and maintenance coverages, and we provide commercial insurance primarily covering dealers' wholesale vehicle inventory.

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

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

| (\$ in millions)   | Three months ended<br>September 30, |              |   | Nine months ended<br>September 30, |              |   |
|--|-------------------------------------|--------------|---|------------------------------------|--------------|---|
|  | 2010                                | 2009         | Favorable/<br>(unfavorable)<br>% change | 2010                               | 2009         | Favorable/<br>(unfavorable)<br>% change |
| <b>Net financing revenue</b>                             |                                     |              |   |                                    |              |   |
| Consumer   | \$ 604                              | \$ 447       | 35                                      | \$ 1,710                           | \$ 1,408     | 21                                      |
| Commercial   | 353                                 | 281          | 26                                      | 1,039                              | 802          | 30                                      |
| Loans held-for-sale                                      | 14                                  | 82           | (83)                                    | 112                                | 204          | (45)                                    |
| Operating leases   | 810                                 | 1,309        | (38)                                    | 2,863                              | 4,260        | (33)                                    |
| Interest and dividend income                             | 29                                  | 63           | (54)                                    | 124                                | 200          | (38)                                    |
| <b>Total financing revenue and other interest income</b> | <b>1,810</b>                        | <b>2,182</b> | <b>(17)</b>                             | <b>5,848</b>                       | <b>6,874</b> | <b>(15)</b>                             |
| Interest expense   | 563                                 | 556          | (1)                                     | 1,706                              | 1,701        |   |
| Depreciation expense on operating lease assets           | 430                                 | 842          | 49                                      | 1,523                              | 2,799        | 46                                      |
| <b>Net financing revenue</b>                             | <b>817</b>                          | <b>784</b>   | <b>4</b>                                | <b>2,619</b>                       | <b>2,374</b> | <b>10</b>                               |
| <b>Other revenue</b>                                     |                                     |              |   |                                    |              |   |
| Servicing fees   | 60                                  | 57           | 5                                       | 175                                | 182          | (4)                                     |
| Gain (loss) on automotive loans, net                     | 23                                  | (13)         | n/m                                     | 202                                | 138          | 46                                      |
| Other income   | 61                                  | 34           | 79                                      | 156                                | 207          | (25)                                    |
| <b>Total other revenue</b>                               |                                     |              |   |                                    |              |   |