

Ally Financial Inc.
Form 10-Q
November 04, 2011
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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, 2011, 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 3, 2011, the number of shares outstanding of the Registrant's common stock was 1,330,970 shares.

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Table of Contents**Item 1. Financial Statements**

ALLY FINANCIAL INC.

CONDENSED CONSOLIDATED STATEMENT OF INCOME (unaudited)

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Financing revenue and other interest income				
Interest and fees on finance receivables and loans	\$ 1,682	\$ 1,656	\$ 4,981	\$ 4,891
Interest on loans held-for-sale	113	153	319	524
Interest on trading securities	4	5	10	12
Interest and dividends on available-for-sale investment securities	103	86	315	275
Interest-bearing cash	14	22	41	54
Operating leases	549	855	1,849	3,029
Total financing revenue and other interest income	2,465	2,777	7,515	8,785
Interest expense				
Interest on deposits	184	172	531	485
Interest on short-term borrowings	98	110	332	320
Interest on long-term debt	1,297	1,451	4,041	4,293
Total interest expense	1,579	1,733	4,904	5,098
Depreciation expense on operating lease assets	296	454	773	1,636
Net financing revenue	590	590	1,838	2,051
Other revenue				
Servicing fees	351	404	1,075	1,173
Servicing asset valuation and hedge activities, net	(471)	(27)	(663)	(181)
Total servicing income, net	(120)	377	412	992
Insurance premiums and service revenue earned	422	470	1,288	1,415
Gain on mortgage and automotive loans, net	83	326	290	863
Loss on extinguishment of debt		(2)	(64)	(123)
Other gain on investments, net	75	100	251	355
Other income, net of losses	141	186	610	441
Total other revenue	601	1,457	2,787	3,943
Total net revenue	1,191	2,047	4,625	5,994
Provision for loan losses	49	9	213	371
Noninterest expense				
Compensation and benefits expense	303	392	1,161	1,206
Insurance losses and loss adjustment expenses	190	229	620	664
Other operating expenses	772	1,092	2,460	2,806
Total noninterest expense	1,265	1,713	4,241	4,676
(Loss) income from continuing operations before income tax expense	(123)	325	171	947
Income tax expense from continuing operations	87	48	101	117
Net (loss) income from continuing operations	(210)	277	70	830
(Loss) income from discontinued operations, net of tax		(8)	(21)	166

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Net (loss) income	\$ (210)	\$ 269	\$ 49	\$ 996
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Statement continues on the next page.

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 INCOME (unaudited)**

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
<i>(\$ in millions except per share data)</i>				
Net (loss) income attributable to common shareholders				
Net (loss) income from continuing operations	\$ (210)	\$ 277	\$ 70	\$ 830
Preferred stock dividends U.S. Department of Treasury	(133)	(257)	(400)	(643)
Preferred stock dividends	(67)	(70)	(194)	(212)
Impact of preferred stock amendment			32	
Net loss from continuing operations attributable to common shareholders (a)	(410)	(50)	(492)	(25)
(Loss) income from discontinued operations, net of tax		(8)	(21)	166
Net (loss) income attributable to common shareholders	\$ (410)	\$ (58)	\$ (513)	\$ 141
Basic weighted-average common shares outstanding	1,330,970	799,120	1,330,970	799,120
Diluted weighted-average common shares outstanding (a)	1,330,970	799,120	1,330,970	799,120
Basic earnings per common share				
Net loss from continuing operations	\$ (308)	\$ (63)	\$ (370)	\$ (31)
(Loss) income from discontinued operations, net of tax		(10)	(16)	208
Net (loss) income	\$ (308)	\$ (73)	\$ (386)	\$ 177
Diluted earnings per common share (a)				
Net loss from continuing operations	\$ (308)	\$ (63)	\$ (370)	\$ (31)
(Loss) income from discontinued operations, net of tax		(10)	(16)	208
Net (loss) income	\$ (308)	\$ (73)	\$ (386)	\$ 177

(a) Due to the antidilutive effect of converting the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock into common shares and the net loss attributable to common shareholders for the three and nine months ended September 30, 2011 and and the three months ended September 30, 2010, income attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share. 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>	September 30, 2011	December 31, 2010
Assets		
Cash and cash equivalents		
Noninterest-bearing	\$ 1,517	\$ 1,714
Interest-bearing	14,885	9,956
Total cash and cash equivalents	16,402	11,670
Trading securities	503	240
Investment securities	13,981	14,846
Loans held-for-sale, net (\$3,204 and \$6,424 fair value-elected)	8,745	11,411
Finance receivables and loans, net		
Finance receivables and loans, net (\$841 and \$1,015 fair value-elected)	108,712	102,413
Allowance for loan losses	(1,621)	(1,873)
Total finance receivables and loans, net	107,091	100,540
Investment in operating leases, net	9,052	9,128
Mortgage servicing rights	2,663	3,738
Premiums receivable and other insurance assets	2,026	2,181
Other assets	21,493	18,254
Total assets	\$ 181,956	\$ 172,008
Liabilities		
Deposit liabilities		
Noninterest-bearing	\$ 2,704	\$ 2,131
Interest-bearing	41,622	36,917
Total deposit liabilities	44,326	39,048
Short-term borrowings	5,933	7,508
Long-term debt (\$831 and \$972 fair value-elected)	90,546	86,612
Interest payable	1,712	1,829
Unearned insurance premiums and service revenue	2,757	2,854
Reserves for insurance losses and loss adjustment expenses	690	862
Accrued expenses and other liabilities (\$28 and \$ fair value-elected)	16,260	12,806
Total liabilities	162,224	151,519
Equity		
Common stock and paid-in capital	19,668	19,668
Mandatorily convertible preferred stock held by U.S. Department of Treasury	5,685	5,685
Preferred stock	1,255	1,287
Accumulated deficit	(6,918)	(6,410)
Accumulated other comprehensive income	42	259
Total equity	19,732	20,489
Total liabilities and equity	\$ 181,956	\$ 172,008

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)**

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 were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Assets		
Loans held-for-sale, net	\$ 9	\$ 21
Finance receivables and loans, net		
Finance receivables and loans, net (\$841 and \$1,015 fair value-elected)	38,152	33,483
Allowance for loan losses	(245)	(238)
Total finance receivables and loans, net	37,907	33,245
Investment in operating leases, net	4,356	1,065
Other assets	3,207	3,279
Total assets	\$ 45,479	\$ 37,610
Liabilities		
Short-term borrowings	\$ 811	\$ 964
Long-term debt (\$831 and \$972 fair value-elected)	31,864	24,466
Interest payable	14	15
Accrued expenses and other liabilities	291	397
Total liabilities	\$ 32,980	\$ 25,842

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, 2011 and 2010

(\$ in millions)	Common stock and paid-in capital	Mandatorily convertible preferred stock held by U.S. Department of Treasury	Preferred stock	Accumulated deficit	Accumulated other comprehensive income	Total equity	Comprehensive income (loss)
Balance at January 1, 2010, before cumulative effect of adjustments	\$ 13,829	\$ 10,893	\$ 1,287	\$ (5,630)	\$ 460	\$ 20,839	
Cumulative effect of a change in accounting principle, net of tax (a)				(57)	4	(53)	
Balance at January 1, 2010, after cumulative 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 U.S. Department of Treasury				(643)		(643)	
Preferred stock dividends				(212)		(212)	
Dividends to shareholders				(8)		(8)	
Other comprehensive loss					(25)	(25)	(25)
Other (b)				74		74	
Balance at September 30, 2010	\$ 13,838	\$ 10,893	\$ 1,287	\$ (5,480)	\$ 439	\$ 20,977	\$ 971
Balance at January 1, 2011	\$ 19,668	\$ 5,685	\$ 1,287	\$ (6,410)	\$ 259	\$ 20,489	
Net income				49		49	\$ 49
Preferred stock dividends paid to the U.S. Department of Treasury				(400)		(400)	
Preferred stock dividends				(194)		(194)	
Series A preferred stock amendment (c)			(32)	32			
Other comprehensive loss					(217)	(217)	(217)
Other (b)				5		5	
Balance at September 30, 2011	\$ 19,668	\$ 5,685	\$ 1,255	\$ (6,918)	\$ 42	\$ 19,732	\$ (168)

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

(b) 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.

(c) Refer to Note 16 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, (<i>\$ in millions</i>)	2011	2010
Operating activities		
Net income	\$ 49	\$ 996
Reconciliation of net income to net cash provided by operating activities		
Depreciation and amortization	2,100	3,246
Other impairment	8	58
Changes in fair value of mortgage servicing rights	1,327	1,466
Provision for loan losses	211	397
Gain on sale of loans, net	(299)	(861)
Net gain on investment securities	(275)	(357)
Loss on extinguishment of debt	64	123
Originations and purchases of loans held-for-sale	(42,467)	(48,828)
Proceeds from sales and repayments of loans held-for-sale	44,417	55,046
Net change in:		
Trading securities	(339)	(22)
Deferred income taxes	(99)	(186)
Interest payable	(99)	176
Other assets	(324)	976
Other liabilities	1,374	698
Other, net	133	(1,388)
Net cash provided by operating activities	5,781	11,540
Investing activities		
Purchases of available-for-sale securities	(15,020)	(15,902)
Proceeds from sales of available-for-sale securities	12,093	13,380
Proceeds from maturities of available-for-sale securities	3,725	3,646
Net increase in finance receivables and loans	(10,705)	(12,422)
Proceeds from sales of finance receivables and loans	2,868	2,554
Purchases of operating lease assets	(5,332)	(2,405)
Disposals of operating lease assets	4,862	6,719
Proceeds from sale of business units, net (a)	50	(331)
Other, net	633	1,158
Net cash used in investing activities	(6,826)	(3,603)

Statement continues on the next page.

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, (<i>\$ in millions</i>)	2011	2010
Financing activities		
Net change in short-term borrowings	(1,263)	(4,856)
Net increase in bank deposits	4,454	4,776
Proceeds from issuance of long-term debt	36,900	32,235
Repayments of long-term debt	(34,576)	(43,827)
Dividends paid	(619)	(862)
Other, net	962	1,255
Net cash provided by (used in) financing activities	5,858	(11,279)
Effect of exchange-rate changes on cash and cash equivalents	(45)	501
Net increase (decrease) in cash and cash equivalents	4,768	(2,841)
Adjustment for change in cash and cash equivalents of operations held-for-sale (a) (b)	(36)	642
Cash and cash equivalents at beginning of year	11,670	14,788
Cash and cash equivalents at September 30,	\$ 16,402	\$ 12,589
Supplemental disclosures		
Cash paid for		
Interest	\$ 4,303	\$ 4,055
Income taxes	454	377
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
Transfer of mortgage servicing rights into trading securities through certification	266	
Other disclosures		
Proceeds from sales and repayments of mortgage loans held-for-investment originally designated as held-for-sale	179	437

(a) The amounts are net of cash and cash equivalents of \$88 million at September 30, 2011, and \$1.1 billion at September 30, 2010, of business units at the time of disposition.

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

(c) Relates to the adoption of ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*.

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 a leading, independent, globally diversified, financial services firm. Founded in 1919, we are a leading automotive financial services company with over 90 years experience providing a broad array of financial products and services to automotive dealers and their customers. We are also one of the largest residential mortgage companies in the United States. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (online and telephonic) banking market.

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, 2011, and for the three months and nine months ended September 30, 2011, and 2010, 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, 2010, as filed on February 25, 2011, with the U.S. Securities and Exchange Commission (SEC).

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 beginning in 2007. 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 may also be negatively impacted by exposure to representation and warranty obligations, adverse outcomes with respect to current or future litigation, fines, penalties, or settlements related to our mortgage-related activities and additional expenses to address regulatory requirements. ResCap is required to maintain consolidated tangible net worth, as defined, of \$250 million at the end of each month, under the terms of certain of its credit facilities. For this purpose, consolidated tangible net worth is defined as ResCap's consolidated equity excluding intangible assets. ResCap's consolidated tangible net worth, as defined, was \$331 million at September 30, 2011, and ResCap remained in compliance with all of its consolidated tangible net worth covenants. 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 future periods.

ResCap seeks to manage its liquidity and capital positions and explores 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 conforming and government-insured residential mortgage loans; 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 2009 and 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. We also completed the sale of certain higher-risk legacy mortgage assets and settled representation and warranty claims with certain counterparties.

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ALLY FINANCIAL INC.

NOTES TO CONDENSED

CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The ongoing focus of our Mortgage Origination and Servicing operations will be predominately the origination and sale of conforming and government-insured residential mortgages and mortgage servicing.

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, asset sales, or other business reorganization or similar action with respect to all or part of ResCap and/or its affiliates. In this context, Ally and ResCap each typically consider a number of factors to the extent applicable and appropriate including, without limitation, its financial condition, results of operations, and prospects; 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 can be no assurances for future 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, 2011, we had \$1.9 billion in secured financing arrangements with ResCap of which \$1.2 billion in loans was utilized. At September 30, 2011, the hedging arrangements were fully collateralized. 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 \$331 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 could 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.

Relationship and Transactions with General Motors Company

General Motors Company (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.

GM is no longer considered a related party for purposes of applicable disclosure within the Notes to Condensed Consolidated Financial Statements, as it beneficially owns less than 10% of the voting interests in Ally and does not control or have the ability to significantly influence the management and policies of Ally. In addition, the Federal Reserve has determined that GM is no longer considered an affiliate of Ally Bank

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for purposes of Sections 23A and 23B of the Federal Reserve Act, which impose limitations on transactions between banks and their affiliates.

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ALLY FINANCIAL INC.

NOTES TO CONDENSED

CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Refer to Note 26 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K for a summary of related party transactions with GM during 2010.

Significant Accounting Policies

Earnings per Common Share

We compute earnings (loss) per common share by dividing net income (loss) (after deducting dividends on preferred stock) by the weighted-average number of common shares outstanding during the period. We compute diluted earnings (loss) per common share by dividing net income (loss) (after deducting dividends on preferred stock) by the weighted-average number of common shares outstanding during the period plus the dilution resulting from the conversion of convertible preferred stock, if applicable.

Refer to Note 1 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K regarding additional significant accounting policies.

Recently Adopted Accounting Standards

Receivables – A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring (ASU 2011-02)

As of July 1, 2011, we adopted Accounting Standards Update (ASU) 2011-02, which amends Accounting Standards Codification (ASC) 310, *Receivables*. ASU 2011-02 clarifies which loan modifications constitute a troubled debt restructuring (TDR). It is intended to assist creditors in determining whether a modification of the terms of a receivable meets the criteria to be considered a troubled debt restructuring, both for purposes of recording an impairment loss and for disclosure of troubled debt restructurings. The ASU must be applied retrospectively to modifications made subsequent to the beginning of the annual period of adoption, which for us is January 1, 2011.

Effective September 30, 2011, ASU 2011-02 also required us to disclose the total amount of receivables and the allowance for credit losses related to those receivables that are newly considered impaired for which impairment was previously measured under ASC 450-20, *Contingencies – Loss Contingencies*. Refer to Note 8 to the Condensed Consolidated Financial Statements for additional information regarding TDRs.

The adoption did not have a material impact to our consolidated financial condition or results of operations.

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

Beginning with the three months ended September 30, 2011 and in conjunction with the requirements of ASU 2011-02, ASU 2010-20 required us to expand disclosures related to TDRs. Beginning with the three months ended March 31, 2011, ASU 2010-20 required us to disclose a rollforward of the allowance for loan losses, additional activity-based disclosures for both financing receivables, and the allowance for each reporting period. Refer to Note 8 to the Condensed Consolidated Financial Statements for additional information regarding TDRs. We early adopted the rollforward requirement during the December 31, 2010, reporting period. Since the guidance relates only to disclosures, adoption did not have a material impact on our consolidated financial condition or results of operations.

Revenue Recognition – Multiple-Deliverable Revenue Arrangements (ASU 2009-13)

As of January 1, 2011, we adopted ASU 2009-13, which amends ASC 605, *Revenue Recognition*. The guidance significantly changed the accounting for revenue recognition in arrangements with multiple deliverables and eliminated the residual method, which allocated the discount of a multiple deliverable arrangement among the delivered items. The guidance requires entities to allocate the total consideration to all

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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. The adoption did not have a material impact to our consolidated financial condition or results of operations.

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Recently Issued Accounting Standards

Financial Services Insurance Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts (ASU 2010-26)

In October 2010, the FASB issued ASU 2010-26, which amends ASC 944, *Financial Services Insurance*. The amendments in this ASU specify which costs incurred in the acquisition of new and renewal insurance contracts should be capitalized. All other acquisition-related costs should be expensed as incurred. If the initial application of the amendments in this ASU results in the capitalization of acquisition costs that had not been previously capitalized, an entity may elect not to capitalize those types of costs. The ASU will be effective for us on January 1, 2012 and will be applied prospectively. Both retrospective application and early adoption are permitted. We do not expect the adoption to have a material impact to our consolidated financial condition or results of operations.

Fair Value Measurement Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS) (ASU 2011-04)

In May 2011, the FASB issued ASU 2011-04, which amends ASC 820, *Fair Value Measurements*. The amendments in this ASU clarify how to measure fair value. It is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The ASU will be effective for us on January 1, 2012, and must be applied prospectively. Early adoption is not permitted. We do not expect the adoption to have a material impact to our consolidated financial condition or results of operations.

Comprehensive Income Presentation of Comprehensive Income (ASU 2011-05)

In June 2011, the FASB issued ASU 2011-05, which amends ASC 220, *Comprehensive Income*. The amendments will increase the prominence of items reported in other comprehensive income and facilitate convergence between GAAP and IFRS. This ASU will require that nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The ASU will be effective for us on January 1, 2012. Early adoption is permitted. Since the guidance relates only to disclosures, the adoption will have no impact to our consolidated financial condition or results of operations.

2. Discontinued Operations

We classified certain operations as discontinued when 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.

Select Insurance Operations

During the second quarter of 2011, we completed the sale of our U.K. consumer property and casualty insurance business.

Select International Automotive Finance Operations

We completed the sale of our Ecuador operations during the first quarter of 2011. We expect to complete the sale of our Venezuela operations by December 31, 2011.

Select Financial Information

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The pretax income or loss recognized 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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Selected financial information of discontinued operations is summarized below.

(\$ in millions)	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Select Insurance operations				
Total net revenue	\$	\$ 57	\$ 96	\$ 357
Pretax income (loss) including direct costs to transact a sale (a)		3	13	(3)
Tax (benefit)				(1)
Select International operations				
Total net revenue	\$ 3	\$ 28	\$ 13	\$ 108
Pretax income (loss) including direct costs to transact a sale (a)		35	(34)	98
Tax (benefit)		(4)		(3)
Select Mortgage Legacy and Other operations				
Total net revenue	\$	\$ 25	\$	\$ 69
Pretax (loss) income including direct costs to transact a sale		(46)		56
Tax expense (benefit)		5		(3)
Select Commercial Finance operations				
Total net revenue	\$	\$	\$	\$ 11
Pretax income including direct costs to transact a sale (a)		1		8
Tax expense				

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

3. Other Income, Net of Losses

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

(\$ in millions)	Three months ended		Nine months ended	
	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Mortgage processing fees and other mortgage income	\$ 53	\$ 63	\$ 141	\$ 157
Late charges and other administrative fees	30	35	87	107
Remarketing fees	24	37	92	104
Income from equity-method investments	21	15	64	40
Securitization income (loss)	19	22	168	(25)
Real estate services, net	15		15	8
Full-service leasing fees	7	17	32	58
Change due to fair value option elections (a)	(44)	(52)	(83)	(181)
Fair value adjustment on derivatives (b)	(55)	(57)	(134)	(115)
Other, net	71	106	228	288

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Total other income, net of losses	\$ 141	\$ 186	\$ 610	\$ 441
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- (a) Refer to Note 21 for a description of fair value option elections.
- (b) Refer to Note 19 for a description of derivative instruments and hedging activities.

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4. Other Operating Expenses

Details of other operating expenses were as follows.

<i>(\$ in millions)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Technology and communications	\$ 128	\$ 117	\$ 365	\$ 390
Insurance commissions	119	150	368	446
Professional services	85	82	231	201
Mortgage representation and warranty, net	70	344	280	490
Advertising and marketing	47	49	142	123
Lease and loan administration	47	40	136	106
Vehicle remarketing and repossession	32	42	105	144
Regulatory and licensing fees	32	32	103	87
State and local non-income taxes	29	31	95	91
Occupancy	26	22	72	73
Premises and equipment depreciation	24	24	74	62
Restructuring	9	4	12	60
Full-service leasing vehicle maintenance costs	8	14	29	50
Other	116	141	448	483
Total other operating expenses	\$ 772	\$ 1,092	\$ 2,460	\$ 2,806

5. Trading Securities

The composition of trading securities was as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
U.S. Treasury	\$	\$ 77
Mortgage-backed residential	503	69
Asset-backed		94
Total trading securities	\$ 503	\$ 240

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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 securities were as follows.

	September 30, 2011				December 31, 2010			
	Cost	Gross unrealized gains	losses	Fair value	Cost	Gross unrealized gains	losses	Fair value
<i>(\$ in millions)</i>								
Available-for-sale securities								
Debt securities								
U.S. Treasury and federal agencies	\$ 1,041	\$ 6	\$ (2)	\$ 1,045	\$ 3,307	\$ 22	\$ (11)	\$ 3,318
States and political subdivisions	1			1	3		(1)	2
Foreign government	894	33		927	1,231	19	(2)	1,248
Mortgage-backed residential (a)	6,624	96	(36)	6,684	5,844	60	(79)	5,825
Asset-backed	2,423	36	(6)	2,453	1,934	15	(1)	1,948
Corporate debt	1,210	14	(29)	1,195	1,537	34	(13)	1,558
Other	564	1		565	152		(1)	151
Total debt securities (b)	12,757	186	(73)	12,870	14,008	150	(108)	14,050
Equity securities	1,334	39	(262)	1,111	766	60	(30)	796
Total available-for-sale securities (c)	\$ 14,091	\$ 225	\$ (335)	\$ 13,981	\$ 14,774	\$ 210	\$ (138)	\$ 14,846

(a) Residential mortgage-backed securities include agency-backed bonds totaling \$5,533 million and \$4,503 million at September 30, 2011, and December 31, 2010, respectively.

(b) In connection with certain borrowings and letters of credit relating to certain assumed reinsurance contracts, \$56 million and \$153 million of primarily U.K. Treasury securities were pledged as collateral at September 30, 2011, and December 31, 2010, respectively.

(c) Certain entities related to our Insurance operations are required to deposit securities with state regulatory authorities. These deposited securities totaled \$12 million at both September 30, 2011, and December 31, 2010, respectively.

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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.

(\$ 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
September 30, 2011										
Fair value of available-for-sale debt securities (b)										
U.S. Treasury and federal agencies	\$ 1,045	1.4%	\$ 219	1.1%	\$ 824	2.3%	\$ 2	3.2%	\$	%
States and political subdivisions	1	5.5							1	5.5
Foreign government	927	4.1	49	5.2	633	4.4	234	3.2	11	3.7
Mortgage-backed residential	6,684	2.6			2	6.3	263	1.8	6,419	2.6
Asset-backed	2,453	2.1			1,553	2.1	461	1.3	439	3.0
Corporate debt	1,195	5.1	12	5.1	483	4.9	557	5.5	143	4.0
Other	565	1.6	554	1.5			11	4.9		
Total available-for-sale debt securities	\$ 12,870	2.7	\$ 834	1.6	\$ 3,495	3.1	\$ 1,528	2.6	\$ 7,013	2.7
Amortized cost of available-for-sale debt securities	\$ 12,757		\$ 834		\$ 3,461		\$ 1,520		\$ 6,942	
December 31, 2010										
Fair value of available-for-sale debt securities (b)										
U.S. Treasury and federal agencies	\$ 3,318	1.4%	\$ 124	1.2%	\$ 3,094	1.3%	\$ 100	3.7%	\$	%
States and political subdivisions	2	8.7							2	8.7
Foreign government	1,248	3.1	7	2.2	1,092	3.1	149	3.5		
Mortgage-backed residential	5,825	3.8			57	3.2	64	4.4	5,704	3.8
Asset-backed	1,948	2.5			1,146	2.2	500	2.4	302	4.0
Corporate debt	1,558	3.9	22	5.7	811	3.5	593	4.3	132	4.0
Other	151	1.5	151	1.5						
Total available-for-sale debt securities	\$ 14,050	3.0	\$ 304	1.7	\$ 6,200	2.1	\$ 1,406	3.5	\$ 6,140	3.8
Amortized cost of available-for-sale debt securities	\$ 14,008		\$ 305		\$ 6,152		\$ 1,388		\$ 6,163	

(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.

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

The balances of cash equivalents were \$8.2 billion and \$5.3 billion at September 30, 2011, and December 31, 2010, respectively, and were composed primarily of money market accounts and short-term securities, including U.S. Treasury bills.

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The following table presents gross gains and losses realized upon the sales of available-for-sale securities. During the three months and nine months ended September 30, 2011, we did not recognize other-than-temporary impairment on available-for-sale securities.

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Gross realized gains	\$ 90	\$ 102	\$ 288	\$ 381
Gross realized losses	(15)	(2)	(37)	(25)
Other-than-temporary impairment				(1)
Net realized gains	\$ 75	\$ 100	\$ 251	\$ 355

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

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Taxable interest	\$ 97	\$ 81	\$ 298	\$ 252
Taxable dividends	6	5	17	13
Interest and dividends exempt from U.S. federal income tax				10
Total interest and dividends on available-for-sale securities	\$ 103	\$ 86	\$ 315	\$ 275

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, 2011, we did 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, 2011, 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, 2011. Refer to Note 1 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K for additional information related to investment securities and our methodology for evaluating potential other-than-temporary impairments.

(\$ in millions)	September 30, 2011				December 31, 2010			
	Less than 12 months		12 months or longer		Less than 12 months		12 months or longer	
	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss

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Available-for-sale securities								
Debt securities								
U.S. Treasury and federal agencies	\$ 288	\$ (2)	\$	\$	\$ 702	\$ (11)	\$	\$
States and political subdivisions					2	(1)		
Foreign government	58				323	(2)		
Mortgage-backed residential	2,005	(35)	6	(1)	3,159	(77)	11	(2)
Asset-backed	463	(6)	1		238	(1)	2	
Corporate debt	628	(29)	14		653	(13)	5	
Other	57				80	(1)		
Total temporarily impaired debt securities	3,499	(72)	21	(1)	5,157	(106)	18	(2)
Temporarily impaired equity securities	964	(262)			250	(27)	26	(3)
Total temporarily impaired available-for-sale securities	\$ 4,463	\$ (334)	\$ 21	\$ (1)	\$ 5,407	\$ (133)	\$ 44	\$ (5)

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

(\$ in millions)	September 30, 2011			December 31, 2010		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Consumer automobile	\$ 464	\$	\$ 464	\$	\$	\$
Consumer mortgage						
1st Mortgage	6,961	528	7,489	10,191	364	10,555
Home equity	765		765	856		856
Total consumer mortgage (a)	7,726	528	8,254	11,047	364	11,411
Commercial and industrial						
Other	27		27			
Total loans held-for-sale (b)	\$ 8,217	\$ 528	\$ 8,745	\$ 11,047	\$ 364	\$ 11,411

(a) Fair value option-elected domestic consumer mortgages were \$3.2 billion and \$6.4 billion at September 30, 2011, and December 31, 2010, respectively. Refer to Note 21 for additional information.

(b) Totals are net of unamortized premiums and discounts and deferred fees and costs. Included in the totals are net unamortized discounts of \$218 million and \$161 million at September 30, 2011, and December 31, 2010, respectively.

The following table summarizes held-for-sale mortgage loans reported at carrying value by higher-risk loan type.

(\$ in millions)	September 30, 2011		December 31, 2010	
High original loan-to-value (greater than 100%) mortgage loans	\$	295	\$	331
Payment-option adjustable-rate mortgage loans		9		16
Interest-only mortgage loans		410		481
Below-market rate (teaser) mortgages		145		151
Total (a)	\$	859	\$	979

(a) The majority of these loans are held by our Mortgage Legacy Portfolio and Other operations at September 30, 2011, and December 31, 2010.

8. Finance Receivables and Loans, Net

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

(\$ in millions)	September 30, 2011			December 31, 2010		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Consumer automobile	\$ 43,293	\$ 16,412	\$ 59,705	\$ 34,604	\$ 16,650	\$ 51,254
Consumer mortgage						

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1st Mortgage	6,833	257	7,090	6,917	390	7,307
Home equity	3,179		3,179	3,441		3,441
Total consumer mortgage	10,012	257	10,269	10,358	390	10,748
Commercial						
Commercial and industrial						
Automobile	24,227	8,163	32,390	24,944	8,398	33,342
Mortgage	1,592	24	1,616	1,540	41	1,581
Other	1,303	240	1,543	1,795	312	2,107
Commercial real estate						
Automobile	2,137	185	2,322	2,071	216	2,287
Mortgage		26	26	1	78	79
Total commercial	29,259	8,638	37,897	30,351	9,045	39,396
Loans at fair value (a)	593	248	841	663	352	1,015
Total finance receivables and loans (b)	\$ 83,157	\$ 25,555	\$ 108,712	\$ 75,976	\$ 26,437	\$ 102,413

(a) Includes domestic consumer mortgages at fair value as a result of fair value option election. Refer to Note 21 for additional information.

(b) Totals are net of unearned income, unamortized premiums and discounts, and deferred fees and costs of \$2.8 billion and \$2.9 billion at September 30, 2011, and December 31, 2010, respectively.

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

	Consumer automobile	Consumer mortgage	Commercial	Total
Three months ended September 30, 2011 (\$ in millions)				
Allowance at July 1, 2011	\$ 911	\$ 558	\$ 270	\$ 1,739
Charge-offs				
Domestic	(97)	(54)	(6)	(157)
Foreign	(37)	(2)	(7)	(46)
Total charge-offs	(134)	(56)	(13)	(203)
Recoveries				
Domestic	45	4	4	53
Foreign	18	1	8	27
Total recoveries	63	5	12	80
Net charge-offs	(71)	(51)	(1)	(123)
Provision for loan losses	53	25	(29)	49
Other	(42)		(2)	(44)
Allowance at September 30, 2011	\$ 851	\$ 532	\$ 238	\$ 1,621

	Consumer automobile	Consumer mortgage	Commercial	Total
Three months ended September 30, 2010 (\$ in millions)				
Allowance at July 1, 2010	\$ 1,120	\$ 659	\$ 598	\$ 2,377
Charge-offs				
Domestic	(179)	(69)	(98)	(346)
Foreign	(45)	(1)	(38)	(84)
Total charge-offs	(224)	(70)	(136)	(430)
Recoveries				
Domestic	65	6	4	75
Foreign	19		2	21
Total recoveries	84	6	6	96
Net charge-offs	(140)	(64)	(130)	(334)

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Provision for loan losses	58	28	(77)	9
Discontinued operations			(1)	(1)
Other	12	1	(10)	3
Allowance at September 30, 2010	\$ 1,050	\$ 624	\$ 380	\$ 2,054

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	Consumer	Consumer		
	automobile	mortgage	Commercial	Total
Nine months ended September 30, 2011 (<i>\$ in millions</i>)				
Allowance at January 1, 2011	\$ 970	\$ 580	\$ 323	\$ 1,873
Charge-offs				
Domestic	(331)	(162)	(24)	(517)
Foreign	(112)	(4)	(55)	(171)
Total charge-offs	(443)	(166)	(79)	(688)
Recoveries				
Domestic	146	13	16	175
Foreign	54	1	25	80
Total recoveries	200	14	41	255
Net charge-offs	(243)	(152)	(38)	(433)
Provision for loan losses	157	104	(48)	213
Other	(33)		1	(32)
Allowance at September 30, 2011	\$ 851	\$ 532	\$ 238	\$ 1,621
Allowance for loan losses				
Individually evaluated for impairment	\$ 2	\$ 125	\$ 49	\$ 176
Collectively evaluated for impairment	839	407	189	1,435
Loans acquired with deteriorated credit quality	10			10
Finance receivables and loans at historical cost				
Ending balance	59,705	10,269	37,897	107,871
Individually evaluated for impairment	52	600	698	1,350
Collectively evaluated for impairment	59,549	9,669	37,199	106,417
Loans acquired with deteriorated credit quality	104			104

	Consumer	Consumer		
	automobile	mortgage	Commercial	Total
Nine months ended September 30, 2010 (<i>\$ in millions</i>)				
Allowance at January 1, 2010	\$ 1,024	\$ 640	\$ 781	\$ 2,445
Cumulative effect of change in accounting principles (a)	222			222
Charge-offs				
Domestic	(616)	(179)	(250)	(1,045)
Foreign	(154)	(3)	(91)	(248)
Total charge-offs	(770)	(182)	(341)	(1,293)
Recoveries				
Domestic	242	15	12	269
Foreign	54		11	65
Total recoveries	296	15	23	334

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Net charge-offs	(474)	(167)	(318)	(959)
Provision for loan losses	285	142	(56)	371
Discontinued operations	5		(3)	2
Other	(12)	9	(24)	(27)

Allowance at September 30, 2010	\$ 1,050	\$ 624	\$ 380	\$ 2,054
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Allowance for loan losses				
Individually evaluated for impairment	\$	\$ 105	\$ 175	\$ 280
Collectively evaluated for impairment	1,023	519	205	1,747
Loans acquired with deteriorated credit quality	27			27
Finance receivables and loans at historical cost				
Ending balance	46,094	11,143	38,533	95,770
Individually evaluated for impairment		470	1,429	1,899
Collectively evaluated for impairment	45,898	10,673	37,104	93,675
Loans acquired with deteriorated credit quality	196			196

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

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The following table presents information about significant sales of finance receivables and loans recorded at historical cost and transfers of finance receivables and loans from held-for-investment to held-for-sale.

<i>(\$ in millions)</i>	Three months ended September 30, 2011	Nine months ended September 30, 2011
Consumer automobile	\$ 1,961	\$ 3,279
Consumer mortgage	7	100
Commercial	27	33
Total sales and transfers	\$ 1,995	\$ 3,412

The following table presents an analysis of our past due finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

<i>(\$ in millions)</i>	30-59 days past due	60-89 days past due	90 days or more past due	Total past due	Current	Total finance receivables and loans
September 30, 2011						
Consumer automobile	\$ 733	\$ 148	\$ 169	\$ 1,050	\$ 58,655	\$ 59,705
Consumer mortgage						
1st Mortgage	102	39	168	309	6,781	7,090
Home equity	23	13	12	48	3,131	3,179
Total consumer mortgage	125	52	180	357	9,912	10,269
Commercial						
Commercial and industrial						
Automobile		12	127	139	32,251	32,390
Mortgage			1	1	1,615	1,616
Other			1	1	1,542	1,543
Commercial real estate						
Automobile	2	4	35	41	2,281	2,322
Mortgage			23	23	3	26
Total commercial	2	16	187	205	37,692	37,897
Total consumer and commercial	\$ 860	\$ 216	536	\$ 1,612	\$ 106,259	\$ 107,871
December 31, 2010						
Consumer automobile	\$ 828	\$ 175	\$ 197	\$ 1,200	\$ 50,054	\$ 51,254

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Consumer mortgage						
1st Mortgage	115	67	205	387	6,920	7,307
Home equity	20	12	13	45	3,396	3,441
Total consumer mortgage	135	79	218	432	10,316	10,748
Commercial						
Commercial and industrial						
Automobile	21	19	85	125	33,217	33,342
Mortgage		36	4	40	1,541	1,581
Other			20	20	2,087	2,107
Commercial real estate						
Automobile		4	78	82	2,205	2,287
Mortgage			71	71	8	79
Total commercial	21	59	258	338	39,058	39,396
Total consumer and commercial	\$ 984	\$ 313	\$ 673	\$ 1,970	\$ 99,428	\$ 101,398

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The following table presents the carrying value before allowance for loan losses of our finance receivables and loans recorded at historical cost on nonaccrual status.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Consumer automobile	\$ 210	\$ 207
Consumer mortgage		
1st Mortgage	305	500
Home equity	60	61
Total consumer mortgage	365	561
Commercial		
Commercial and industrial		
Automobile	225	296
Mortgage	25	40
Other	49	134
Commercial real estate		
Automobile	80	199
Mortgage	23	71
Total commercial	402	740
Total consumer and commercial	\$ 977	\$ 1,508

Management performs a quarterly analysis of the consumer automobile, consumer mortgage, and commercial portfolios using a range of credit quality indicators to assess the adequacy of the allowance based on historical and current trends. The tables below present the population of loans by quality indicators for our consumer automobile, consumer mortgage, and commercial portfolios.

The following table presents performing and nonperforming credit quality indicators in accordance with our internal accounting policies for our consumer finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

<i>(\$ in millions)</i>	September 30, 2011			December 31, 2010		
	Performing	Nonperforming	Total	Performing	Nonperforming	Total
Consumer automobile	\$ 59,495	\$ 210	\$ 59,705	\$ 51,047	\$ 207	\$ 51,254
Consumer mortgage						
1st Mortgage	6,785	305	7,090	6,807	500	7,307
Home equity	3,119	60	3,179	3,380	61	3,441
Total consumer mortgage	\$ 9,904	\$ 365	\$ 10,269	\$ 10,187	\$ 561	\$ 10,748

The following table presents pass and criticized credit quality indicators based on regulatory definitions for our commercial finance receivables and loans recorded at historical cost reported at carrying value before allowance for loan losses.

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<i>(\$ in millions)</i>	September 30, 2011			December 31, 2010		
	Pass	Criticized (a)	Total	Pass	Criticized (a)	Total
Commercial						
Commercial and industrial						
Automobile	\$ 30,176	\$ 2,214	\$ 32,390	\$ 31,254	\$ 2,088	\$ 33,342
Mortgage	1,549	67	1,616	1,504	77	1,581
Other	1,100	443	1,543	1,041	1,066	2,107
Commercial real estate						
Automobile	2,084	238	2,322	2,013	274	2,287
Mortgage		26	26		79	79
Total commercial	\$ 34,909	\$ 2,988	\$ 37,897	\$ 35,812	\$ 3,584	\$ 39,396

(a) Includes loans classified as special mention, substandard, or doubtful. These classifications are based on regulatory definitions and generally represent loans within our portfolio that have a higher default risk or have already defaulted.

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Impaired Loans and Troubled Debt Restructurings*Impaired Loans*

Loans are considered impaired when we determine it is probable that we will be unable to collect all amounts due according to the terms of the loan agreement. For more information on our impaired finance receivables and loans, refer to Note 1 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K.

The following table presents information about our impaired finance receivables and loans recorded at historical cost.

	Unpaid principal balance	Carrying value before allowance	Impaired with no allowance	Impaired with an allowance	Allowance for impaired loans
<i>(\$ in millions)</i>					
September 30, 2011 (a)					
Consumer automobile	\$ 52	\$ 52	\$	\$ 52	\$ 2
Consumer mortgage					
1st Mortgage	513	507	81	426	91
Home equity	93	93	4	89	34
Total consumer mortgage	606	600	85	515	125
Commercial					
Commercial and industrial					
Automobile	224	225	78	147	15
Mortgage	25	25	1	24	5
Other	52	49	30	19	5
Commercial real estate					
Automobile	80	80	42	38	20
Mortgage	23	23	3	20	4
Total commercial	404	402	154	248	49
Total consumer and commercial	\$ 1,062	\$ 1,054	\$ 239	\$ 815	\$ 176
December 31, 2010 (a)					
Consumer automobile	\$	\$	\$	\$	\$
Consumer mortgage					
1st Mortgage	410	404		404	59
Home equity	82	83		83	40
Total consumer mortgage	492	487		487	99
Commercial					

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Commercial and industrial					
Automobile	340	356	33	323	23
Mortgage	44	40		40	14
Other	135	133	20	113	51
Commercial real estate					
Automobile	206	197	108	89	29
Mortgage	71	71	28	43	10
Total commercial	796	797	189	608	127
Total consumer and commercial	\$ 1,288	\$ 1,284	\$ 189	\$ 1,095	\$ 226

(a) ASU 2011-02, *Receivables: A Creditors Determination of Whether a Restructuring is a Troubled Debt Restructuring*, was effective July 1, 2011.

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The following tables present average balance and interest income for our impaired finance receivables and loans.

	2011 (a)		2010	
	Average	Interest	Average	Interest
Three months ended September 30, (<i>\$ in millions</i>)	balance	income	balance	income
Consumer automobile	\$ 56	\$ 1	\$	\$
Consumer mortgage				
1st Mortgage	476	5	362	5
Home equity	93	1	73	1
Total consumer mortgage	569	6	435	6
Commercial				
Commercial and industrial				
Automobile	306	6	313	6
Mortgage	2	1	48	
Other	54		590	
Commercial real estate				
Automobile	104	4	263	2
Mortgage	31		104	
Total commercial	497	11	1,318	8
Total consumer and commercial	\$ 1,122	\$ 18	\$ 1,753	\$ 14

(a) ASU 2011-02, *Receivables: A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*, was effective July 1, 2011.

	2011 (a)		2010	
	Average	Interest	Average	Interest
Nine months ended September 30, (<i>\$ in millions</i>)	balance	income	balance	income
Consumer automobile	\$ 23	\$ 1	\$	\$
Consumer mortgage				
1st Mortgage	449	13	304	10
Home equity	89	3	59	3
Total consumer mortgage	538	16	363	13
Commercial				
Commercial and industrial				
Automobile	321	7	332	7
Mortgage	26	6	56	
Other	95	1	801	1
Commercial real estate				

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Automobile	141	4	295	3
Mortgage	47	1	149	1
Total commercial	630	19	1,633	12
Total consumer and commercial	\$ 1,191	\$ 36	\$ 1,996	\$ 25

(a) ASU 2011-02, Receivables: *A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*, was effective July 1, 2011.

Troubled Debt Restructurings

Troubled debt restructurings are loan modifications where economic concessions are granted to borrowers experiencing financial difficulties. Numerous initiatives are in place to provide support to customers in financial distress, including the Home Affordable Modification Program (HAMP). Additionally for automobile loans, we offer several types of assistance to aid our customers including changing the due date, extending payments, and rewriting the loan terms. Total TDRs recorded at historical cost and reported at carrying value before allowance for loan losses at September 30, 2011, increased \$199 million to \$709 million from December 31, 2010.

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The following tables present information related to finance receivables and loans recorded at historical cost modified in connection with a troubled debt restructuring during the period.

Three months ended September 30, 2011 (<i>\$ in millions</i>)	Number of loans	Pre-modification carrying value before allowance	Post-modification carrying value before allowance
Consumer automobile	1,629	\$ 21	\$ 21
Consumer mortgage			
1st Mortgage	80	30	29
Home equity	213	12	11
Total consumer mortgage	293	42	40
Commercial			
Commercial real estate			
Automobile	1	2	2
Mortgage	1	3	2
Total commercial	2	5	4
Total consumer and commercial	1,924	\$ 68	\$ 65

Nine months ended September 30, 2011 (<i>\$ in millions</i>)	Number of loans	Pre-modification carrying value before allowance	Post-modification carrying value before allowance
Consumer automobile	4,407	\$ 58	\$ 58
Consumer mortgage			
1st Mortgage	309	111	110
Home equity	695	39	36
Total consumer mortgage	1,004	150	146
Commercial			
Commercial and industrial			
Automobile	1	3	3
Mortgage	1	38	28
Other	2	11	10
Commercial real estate			
Automobile	2	6	4
Mortgage	2	4	3
Total commercial	8	62	48
Total consumer and commercial	5,419	\$ 270	\$ 252

The following tables present information about finance receivables and loans recorded at historical cost that have defaulted during the reporting period and were within 12 months or less of being modified as a troubled debt restructuring.

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Three months ended September 30, 2011 (<i>\$ in millions</i>)	Number of loans	Carrying value	
		before allowance	Charge-off amount
Consumer automobile	88	\$ 1	\$
Consumer mortgage			
1st Mortgage			
Home equity	9	1	1
Total consumer mortgage	9	1	1
Commercial			
Commercial and industrial			
Automobile			
Total commercial			
Total consumer and commercial	97	\$ 2	\$ 1

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Nine months ended September 30, 2011 (\$ in millions)	Number of loans	Carrying value before allowance	Charge-off amount
Consumer automobile	176	\$ 2	\$ 1
Consumer mortgage			
1st Mortgage	5	1	
Home equity	18	1	1
Total consumer mortgage	23	2	1
Commercial			
Commercial and industrial			
Automobile	1	3	
Total commercial	1	3	
Total consumer and commercial	200	\$ 7	\$ 2

At September 30, 2011, and December 31, 2010, commercial commitments to lend additional funds to debtors owing receivables whose terms had been modified in a troubled debt restructuring were \$31 million and \$15 million, respectively.

Higher-Risk Mortgage Concentration Risk

The following table summarizes held-for-investment mortgage finance receivables and loans recorded at historical cost and reported at carrying value before allowance for loan losses by higher-risk loan type.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
High original loan-to-value (greater than 100%) mortgage loans	\$ 4	\$ 5
Payment-option adjustable-rate mortgage loans	4	5
Interest-only mortgage loans (a)	3,083	3,681
Below-market rate (teaser) mortgages	257	284
Total (b)	\$ 3,348	\$ 3,975

(a) The majority of the interest-only mortgage loans are expected to start principal amortization in 2015 or beyond.

(b) The majority of these loans are held by our Mortgage Legacy Portfolio and Other operations at September 30, 2011, and December 31, 2010.

9. Investment in Operating Leases, Net

Investments in operating leases were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Vehicles and other equipment	\$ 11,123	\$ 13,571
Accumulated depreciation	(2,071)	(4,443)

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Investment in operating leases, net	\$	9,052	\$	9,128
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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>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Depreciation expense on operating lease assets (excluding remarketing gains)	\$ 370	\$ 618	\$ 1,128	\$ 2,183
Gross remarketing gains	(74)	(164)	(355)	(547)
Depreciation expense on operating lease assets	\$ 296	\$ 454	\$ 773	\$ 1,636

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**10. Securitizations and Variable Interest Entities
Overview**

We are involved in several types of securitization and financing transactions that utilize special-purpose entities (SPEs). An SPE is an entity that is designed to fulfill a specified limited need of the sponsor. Our principal use of SPEs is to obtain liquidity and favorable capital treatment by securitizing certain of our financial assets.

The SPEs involved in securitization and other financing transactions are generally considered variable interest entities (VIEs). VIEs are entities that have either a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors lack the ability to control the entity's activities.

Securitizations

We provide a wide range of consumer and commercial automobile loans, operating leases, and mortgage loan products to a diverse customer base. We often securitize these loans and leases (which we collectively describe as loans or financial assets) through the use of securitization entities, which may or may not be consolidated on our Condensed Consolidated Balance Sheet. We securitize consumer and commercial automobile loans and operating leases through private-label securitizations. We securitize consumer mortgage loans through transactions involving the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), and the Government National Mortgage Association (Ginnie Mae) (collectively the Government-Sponsored Enterprises or GSEs), or private-label mortgage securitizations. During the nine months ended September 30, 2011 and 2010, our consumer mortgage loans were primarily securitized through the GSEs.

In executing a securitization transaction, we typically sell pools of financial assets to a wholly owned, bankruptcy-remote SPE, which then transfers the financial assets to a separate, transaction-specific securitization entity for cash, servicing rights, and in some transactions, other retained interests. The securitization entity is funded through the issuance of beneficial interests in the securitized financial assets. The beneficial interests take the form of either notes or trust certificates, which are sold to investors and/or retained by us. These beneficial interests are collateralized by the transferred loans and entitle the investors to specified cash flows generated from the securitized loans. In the aggregate, these beneficial interests have the same average life as the transferred financial assets. In addition to providing a source of liquidity and cost-efficient funding, securitizing these financial assets also reduces our credit exposure to the borrowers beyond any economic interest we may retain. We securitize conforming residential mortgage loans through GSE securitizations and nonconforming mortgage loans through private-label securitizations.

Each securitization is governed by various legal documents that limit and specify the activities of the securitization entity. The securitization entity is generally allowed to acquire the loans, to issue beneficial interests to investors to fund the acquisition of the loans, and to enter into derivatives or other yield maintenance contracts (e.g., coverage by monoline bond insurers) to hedge or mitigate certain risks related to the financial assets or beneficial interests of the entity. A servicer, who is generally us, is appointed pursuant to the underlying legal documents to service the assets the securitization entity holds and the beneficial interests it issues. Servicing functions include, but are not limited to, making certain payments of property taxes and insurance premiums, default and property maintenance payments, as well as advancing principal and interest payments before collecting them from individual borrowers. Our servicing responsibilities, which constitute continued involvement in the transferred financial assets, consist of primary servicing (i.e., servicing the underlying transferred financial assets) and/or master servicing (i.e., servicing the beneficial interests that result from the securitization transactions). Certain securitization entities also require the servicer to advance scheduled principal and interest payments due on the beneficial interests issued by the entity regardless of whether cash payments are received on the underlying transferred financial assets. Accordingly, we are required to provide these servicing advances when applicable. Refer to Note 11 for additional information regarding our servicing rights.

The GSEs provide a guarantee of the payment of principal and interest on the beneficial interests issued in securitizations. In private-label securitizations, cash flows from the assets initially transferred into the securitization entity represent the sole source for payment of distributions on the beneficial interests issued by the securitization entity and for payments to the parties that perform services for the securitization entity,

such as the servicer or the trustee. In certain

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private-label securitization transactions, a liquidity facility may exist to provide temporary liquidity to the entity. The liquidity provider generally is reimbursed prior to other parties in subsequent distribution periods. Monoline insurance may also exist to cover certain shortfalls to certain investors in the beneficial interests issued by the securitization entity. As noted above, in certain private-label securitizations, the servicer is required to advance scheduled principal and interest payments due on the beneficial interests regardless of whether cash payments are received on the underlying transferred financial assets. The servicer is allowed to reimburse itself for these servicing advances. Additionally, certain private-label securitization transactions may allow for the acquisition of additional loans subsequent to the initial loan transfer. Principal collections on other loans and/or the issuance of new beneficial interests, such as variable funding notes, generally fund these loans; we are often contractually required to invest in these new interests.

We may retain beneficial interests in our private-label securitizations, which may represent a form of significant continuing economic interest. These 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 trust as they may absorb credit losses or other cash shortfalls. Additionally, the securitization agreements 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.

We generally hold certain conditional repurchase options that allow us to repurchase assets from the securitization entity. The majority of the securitizations provide us, as servicer, with a call option that allows us to repurchase the remaining transferred financial assets or outstanding beneficial interests at our discretion once the asset pool reaches a predefined level, which represents the point where servicing becomes burdensome (a clean-up call option). The repurchase price is typically the par amount of the loans plus accrued interest. Additionally, we may hold other conditional repurchase options that allow us to repurchase a transferred financial 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 only when it is in our best interest.

Other than our customary representation and warranty provisions, these securitizations are nonrecourse to us, thereby transferring the risk of future credit losses to the extent the beneficial interests in the securitization entities are held by third parties. Representation and warranty provisions generally require us to repurchase loans or indemnify the investor or other party for incurred losses to the extent it is determined that the loans were ineligible or were otherwise defective at the time of sale. Refer to Note 24 for detail on representation and warranty provisions. We did not provide any noncontractual financial support to any of these entities during the nine months ended September 30, 2011 and 2010.

Other Variable Interest Entities

Servicer Advance Funding Entity

To assist in the financing of our servicer advance receivables, we formed an SPE that issues term notes to third-party investors that are collateralized by servicer advance receivables. These servicer advance receivables are transferred to the SPE and consist of delinquent principal and interest advances we made 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 activities. This SPE is consolidated on our balance sheet at September 30, 2011, and December 31, 2010. The beneficial interest holder of this SPE 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 have we provided noncontractual financial support to the entity during the nine months ended September 30, 2011 and 2010.

Other

In 2010, we sold a portfolio of resort finance-backed receivables to a third party that financed the acquisition through an SPE. We provided seller financing for the purchase of these assets and also hold a contingent value right in the SPE, which were both recorded at fair value. We do

not consolidate the SPE because we have no control over the activities of the SPE.

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We have involvements with various other on-balance sheet, immaterial SPEs. Most of these SPEs are used for additional liquidity whereby we sell certain financial assets into the VIE and issue beneficial interests to third parties for cash.

We also provide long-term guarantee contracts and a line of credit to certain nonconsolidated affordable housing entities. Since we do not have control over the entities or the power to make decisions, we do not consolidate the entities and our involvement is limited to the guarantee and the line of credit.

Involvement with Variable Interest Entities

The determination of whether financial assets transferred by us to these VIEs (and related liabilities) are consolidated on our balance sheet (also referred to as on-balance sheet) or not consolidated on our balance sheet (also referred to as off-balance sheet) depends on the terms of the related transaction and our continuing involvement (if any) with the SPE. Subsequent to the adoption of ASU 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, on January 1, 2010, we are deemed the primary beneficiary and therefore consolidate VIEs for which we have both (a) the power, through voting rights or similar rights, to direct the activities that most significantly impact the VIE's economic performance, and (b) a variable interest (or variable interests) that (i) obligates us to absorb losses that could potentially be significant to the VIE and/or (ii) provides us the right to receive residual returns of the VIE that could potentially be significant to the VIE. We determine whether we hold a significant variable interest in a VIE based on a consideration of both qualitative and quantitative factors regarding the nature, size, and form of our involvement with the VIE. We assess whether we are the primary beneficiary of a VIE on an ongoing basis.

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Our involvement with consolidated and nonconsolidated VIEs in which we hold variable interests is presented below.

<i>(\$ in millions)</i>	Consolidated involvement with VIEs	Assets of nonconsolidated VIEs (a)	Maximum exposure to loss in nonconsolidated VIEs
September 30, 2011			
On-balance sheet variable interest entities			
Consumer automobile	\$ 26,745	\$	\$
Consumer mortgage private-label	1,120		
Commercial automobile	16,673		
Other	941		
Off-balance sheet variable interest entities			
Consumer mortgage Ginnie Mae	2,763(b)	42,072	42,072(c)
Consumer mortgage CMHC	76(b)	3,432	76(d)
Consumer mortgage private-label	154(b)	4,736	4,736(c)
Consumer mortgage other		(e)	18(f)
Commercial other	276(g)	(h)	439
Total	\$ 48,748	\$ 50,240	\$ 47,341
December 31, 2010			
On-balance sheet variable interest entities			
Consumer automobile	\$ 20,064	\$	\$
Consumer mortgage private-label	1,397		
Commercial automobile	15,114		
Other	1,035		
Off-balance sheet variable interest entities			
Consumer mortgage Ginnie Mae	2,909(b)	43,595	43,595(c)
Consumer mortgage CMHC	124(b)	4,222	124(d)
Consumer mortgage private-label	183(b)	5,371	5,371(c)
Commercial other	483(g)	(h)	698
Total	\$ 41,309	\$ 53,188	\$ 49,788

- (a) Asset values represent the current unpaid principal balance of outstanding consumer finance receivables and loans within the VIEs.
- (b) Includes \$2.5 billion and \$2.5 billion classified as mortgage loans held-for-sale, \$104 million and \$162 million classified as trading securities or other assets, and \$395 million and \$569 million classified as mortgage servicing rights at September 30, 2011, and December 31, 2010, respectively. CMHC is the Canada Mortgage and Housing Corporation.
- (c) Maximum exposure to loss represents the current unpaid principal balance of outstanding loans based on our customary representation and warranty provisions. This measure is based on the unlikely event that all of the loans have underwriting defects or other defects that trigger a representation and warranty provision and the collateral supporting the loans are worthless. This required disclosure is not an indication of our expected loss.
- (d) Due to combination of the credit loss insurance on the mortgages and the guarantee by CMHC on the issued securities, the maximum exposure to loss would be limited to the amount of the retained interests. Additionally, the maximum loss would occur only in the event that CMHC dismisses us as servicer of the loans due to servicer performance or insolvency.
- (e) Includes a VIE for which we have no management oversight and therefore we are not able to provide the total assets of the VIE. However, in March 2011 we sold excess servicing rights valued at \$266 million to the VIE.
- (f)

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Our maximum exposure to loss in this VIE is a component of servicer advances made that are allocated to the trust. The maximum exposure to loss presented represents the unlikely event that every loan underlying the excess servicing rights sold defaults, and we, as servicer, are required to advance the entire excess service fee to the trust for the contractually established period. This required disclosure is not an indication of our expected loss.

- (g) Includes \$293 million and \$515 million classified as finance receivables and loans, net, and \$20 million and \$20 million classified as other assets, offset by \$37 million and \$52 million classified as accrued expenses and other liabilities at September 30, 2010, and December 31, 2010, respectively.
- (h) Includes VIEs for which we have no management oversight and therefore we are not able to provide the total assets of the VIEs. However, in 2010 we sold loans with an unpaid principal balance of \$1.5 billion into these VIEs.

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On-balance Sheet Variable Interest Entities

We engage in securitization and other financing transactions that do not qualify for off-balance sheet treatment. In these situations, we hold beneficial interests or other interests in the VIE, which represent a form of significant continuing economic interest. The interests held include, but are not limited to, senior or subordinate mortgage- or asset-backed securities, interest-only strips, principal-only strips, residuals, and servicing rights. Certain of these retained interests provide credit enhancement to the securitization entity 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 these securitization entities are consolidated, these retained interests and servicing rights are not recognized as separate assets on our Condensed Consolidated Balance Sheet.

Subsequent to adoption of ASU 2009-17 as of January 1, 2010, we consolidated certain of these entities because we had a controlling financial interest in the VIE, primarily due to our servicing activities, and because we hold a significant variable interest in the VIE. Under ASC 810, *Consolidation*, as amended by ASU 2009-17, we are generally the primary beneficiary of automobile securitization entities, as well as certain mortgage private-label securitization entities for which we perform servicing activities and have retained a significant variable interest in the form of a beneficial interest. In cases where we did not meet sale accounting under previous guidance, unless we have made modifications to the overall transaction, we do not meet sale accounting under current guidance as we are not permitted to revisit sale accounting guidelines under the current guidance. In cases where substantive modifications are made, we then reassess the transaction under the amended guidance, based on the new circumstances.

The consolidated VIEs included in the Condensed Consolidated Balance Sheet represent separate entities with which we are involved. The third-party investors in the obligations of consolidated VIEs have legal recourse only to the assets of the VIEs and do not have such recourse to us, except for the customary representation and warranty provisions or when we are the counterparty to certain derivative transactions involving the VIE. In addition, the cash flows from the assets are restricted only to pay such liabilities. Thus, our economic exposure to loss from outstanding third-party financing related to consolidated VIEs is significantly less than the carrying value of the consolidated VIE assets. All assets are restricted for the benefit of the beneficial interest holders. Refer to Note 21 for discussion of the assets and liabilities for which the fair value option has been elected.

Off-balance Sheet Variable Interest Entities

The nature, purpose, and activities of nonconsolidated securitization entities are similar to those of our consolidated securitization entities with the primary difference being the nature and extent of our continuing involvement. The cash flows from the assets of nonconsolidated securitization entities generally are the sole source of payment on the securitization entities' liabilities. The creditors of these securitization entities have no recourse to us with the exception of market customary representation and warranty provisions as described in Note 24.

Subsequent to the adoption of ASU 2009-17 as of January 1, 2010, nonconsolidated VIEs include entities for which we either do not hold significant variable interests or do not provide servicing or asset management functions for the financial assets held by the securitization entity. Additionally, to qualify for off-balance sheet treatment, transfers of financial assets must meet the sale accounting conditions in ASC 860, *Transfers and Servicing*. Our residential mortgage loan securitizations consist of GSEs and private-label securitizations. Under ASU 2009-17, we are not the primary beneficiary of any GSE loan securitization transaction because we do not have the power to direct the significant activities of such entities. Additionally, under ASU 2009-17, we do not consolidate certain private-label mortgage securitizations because we do not have a variable interest that could potentially be significant or we do not have power to direct the activities that most significantly impact the performance of the VIE.

For nonconsolidated securitization entities, the transferred financial assets are removed from our balance sheet provided the conditions for sale accounting are met. The financial assets obtained from the securitization are primarily reported as cash, servicing rights, or retained interests (if applicable). Typically, we conclude that the fee we are paid for servicing consumer automobile finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. As an accounting policy election, we elected fair value treatment for our mortgage servicing rights (MSR) portfolio.

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Liabilities incurred as part of these securitization transactions, 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, 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 all pretax gains and losses recognized on financial assets sold into nonconsolidated securitization and similar asset-backed financing entities.

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
<i>(\$ in millions)</i>				
Consumer mortgage GSEs	\$ 332	\$ 360	\$ 597	\$ 733
Consumer mortgage private-label		7	1	12
Total pretax gain	\$ 332	\$ 367	\$ 598	\$ 745

The following table summarizes cash flows received from and paid related to securitization entities, asset-backed financings, or other similar transfers of financial assets where the transfer is accounted for as a sale and we have a continuing involvement with the transferred assets (e.g., servicing) that were outstanding during the nine months ended September 30, 2011 and 2010. Additionally, this table contains information regarding cash flows received from and paid to nonconsolidated securitization entities that existed during each period.

Nine months ended September 30, (<i>\$ in millions</i>)	Consumer mortgage	
	GSEs	private-label
2011		
Cash proceeds from transfers completed during the period	\$ 43,877	\$ 722
Cash flows received on retained interests in securitization entities		53
Servicing fees	747	152
Purchases of previously transferred financial assets	(1,744)	(17)
Representations and warranties obligations	(101)	(29)
Other cash flows	60	135
2010		
Cash proceeds from transfers completed during the period	\$ 44,999	\$ 807
Cash flows received on retained interests in securitization entities		60
Servicing fees	599	147
Purchases of previously transferred financial assets	(1,317)	(16)
Representations and warranties obligations	(319)	(13)
Other cash flows	85	(79)

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The following table represents on-balance sheet loans held-for-sale and finance receivable and loans, off-balance sheet securitizations, and whole-loan sales where we have continuing involvement. The table presents quantitative information about delinquencies and net credit losses. Refer to Note 11 for further detail on total serviced assets.

	Total amount		Amount 60 days or more past due	
	September 30,	December 31,	September 30,	December 31,
(\$ in millions)	2011	2010	2011	2010
On-balance sheet loans				
Consumer automobile	\$ 60,169	\$ 51,254	\$ 317	\$ 373
Consumer mortgage (a)	19,364	23,174	3,335	3,437
Commercial automobile	34,712	35,629	178	186
Commercial mortgage	1,642	1,660	24	110
Commercial other	1,570	2,107	1	20
Total on-balance sheet loans	117,457	113,824	3,855	4,126
Off-balance sheet securitization entities				
Consumer mortgage GSEs	263,115	253,192	6,772	13,990
Consumer mortgage private-label	66,719	73,638	11,397	12,220
Total off-balance sheet securitization entities	329,834	326,830	18,169	26,210
Whole-loan transactions (b)	35,601	38,212	2,757	2,950
Total	\$ 482,892	\$ 478,866	\$ 24,781	\$ 33,286

(a) Includes loans subject to conditional repurchase options of \$2.4 billion and \$2.3 billion guaranteed by the GSEs, and \$116 million and \$146 million sold to certain private-label mortgage securitization entities at September 30, 2011, and December 31, 2010, respectively.

(b) Whole-loan transactions are not part of a securitization transaction, but represent consumer automobile and consumer mortgage pools of loans sold to third-party investors.

	Net credit losses			
	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
(\$ in millions)	2011	2010	2011	2010
On-balance sheet loans				
Consumer automobile	\$ 71	\$ 146	\$ 243	\$ 505
Consumer mortgage	47	(11)	130	(58)
Commercial automobile		23	11	63
Commercial mortgage	1	8	26	56

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Commercial other		99	1	199
Total on-balance sheet loans	119	265	411	765
Off-balance sheet securitization entities				
Consumer mortgage GSEs (a)	n/m	n/m	n/m	n/m
Consumer mortgage private-label	910	871	3,209	3,509
Total off-balance sheet securitization entities	910	871	3,209	3,509
Whole-loan transactions	182	314	626	1,004
Total	\$ 1,211	\$ 1,450	\$ 4,246	\$ 5,278

n/m = not meaningful

(a) Anticipated credit losses are not meaningful due to the GSE guarantees.

Changes in Accounting for Variable Interest Entities

For the nine months ended September 30, 2011 and 2010, there were no material changes in the accounting for variable interest entities except the initial adoption of ASU 2009-17 on January 1, 2010. Refer to Note 11 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K regarding this initial adoption.

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11. Servicing Activities
Mortgage Servicing Rights

The following table summarizes activity related to MSRs, which are carried at fair value.

Three months ended September 30, (<i>\$ in millions</i>)	2011	2010
Estimated fair value at July 1,	\$ 3,701	\$ 2,983
Additions recognized on sale of mortgage loans	159	260
Additions from purchases of servicing rights	15	24
Changes in fair value		
Due to changes in valuation inputs or assumptions used in the valuation model	(1,106)	(278)
Other changes in fair value	(106)	(244)
Other changes that affect the balance		1
Estimated fair value at September 30,	\$ 2,663	\$ 2,746
Nine months ended September 30, (<i>\$ in millions</i>)	2011	2010
Estimated fair value at January 1,	\$ 3,738	\$ 3,554
Additions recognized on sale of mortgage loans	487	628
Additions from purchases of servicing rights	31	45
Subtractions from disposition of servicing assets	(266)	
Changes in fair value		
Due to changes in valuation inputs or assumptions used in the valuation model	(943)	(772)
Other changes in fair value	(384)	(694)
Decrease due to change in accounting principle		(19)
Other changes that affect the balance		4
Estimated fair value at September 30,	\$ 2,663	\$ 2,746

Changes in fair value due to changes in valuation inputs or assumptions used in the valuation model include all changes due to a 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. The decrease due to change in accounting principle reflects the effect of the initial adoption of ASU 2009-17.

The key economic assumptions and sensitivity of the fair value of MSRs to immediate 10% and 20% adverse changes in those assumptions were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Weighted average life (<i>in years</i>)	5.7	7.0
Weighted average prepayment speed	12.7%	9.8%
Impact on fair value of 10% adverse change	\$ (118)	\$ (155)

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Impact on fair value of 20% adverse change		(225)		(295)
Weighted average discount rate		13.4%		12.3%
Impact on fair value of 10% adverse change	\$	(85)	\$	(80)
Impact on fair value of 20% adverse change		(164)		(156)

These sensitivities are hypothetical and should be considered with caution. Changes in fair value based on a 10% and 20% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumptions to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another (e.g., increased market interest rates may result in lower prepayments and increased credit losses) that could magnify or counteract the sensitivities. Further, these sensitivities show only the change in the asset balances and do not show any expected change in the fair value of the instruments used to manage the interest rates and prepayment risks associated with these assets.

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Risk Mitigation Activities

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 that could reduce the value of the MSRs. We economically hedge the impact of these risks with both derivative and nonderivative financial instruments. Refer to Note 19 for additional information regarding the derivative financial instruments used to economically hedge MSRs.

The components of servicing valuation and hedge activities, net, were as follows.

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Change in estimated fair value of mortgage servicing rights	\$ (1,212)	\$ (522)	\$ (1,327)	\$ (1,466)
Change in fair value of derivative financial instruments	741	495	664	1,285
Servicing valuation and hedge activities, net	\$ (471)	\$ (27)	\$ (663)	\$ (181)

Mortgage Servicing Fees

The components of mortgage servicing fees were as follows.

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Contractual servicing fees, net of guarantee fees and including subservicing	\$ 258	\$ 270	\$ 786	\$ 793
Late fees	11	17	48	56
Ancillary fees	43	56	115	146
Total mortgage servicing fees	\$ 312	\$ 343	\$ 949	\$ 995

Mortgage Servicing Advances

In connection with our primary servicing activities (i.e., servicing of mortgage loans), we make certain payments of property taxes and insurance premiums, default and property maintenance payments, as well as advances of principal and interest payments before collecting them from individual borrowers. Servicing advances including contractual interest are priority cash flows in the event of a loan principal reduction or foreclosure and ultimate liquidation of the real estate-owned property, thus making their collection reasonably assured. These servicing advances are included in other assets on the Condensed Consolidated Balance Sheet and totaled \$1.8 billion and \$1.9 billion at September 30, 2011, and December 31, 2010, respectively. We maintain an allowance for uncollected primary servicing advances of \$21 million and \$25 million at September 30, 2011, and December 31, 2010, respectively. Our potential obligation is influenced by the loans performance and credit quality.

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When we act as a subservicer of mortgage loans we perform the responsibilities of a primary servicer but do not own the corresponding primary servicing rights. We receive a fee from the primary servicer for such services. As the subservicer, we would have the same responsibilities of a primary servicer in that we would make certain payments of property taxes and insurance premiums, default and property maintenance, as well as advances of principal and interest payments before collecting them from individual borrowers. At September 30, 2011, and December 31, 2010, outstanding servicer advances related to subserviced loans were \$118 million and \$140 million, respectively, and we had a reserve for uncollected subservicer advances of \$2 million and \$1 million, respectively.

In many cases, where we act as master servicer, we also act as primary servicer. In connection with our master-servicing activities, we service the mortgage-backed and mortgage-related asset-backed securities and whole-loan packages sold to investors. As the master servicer, we collect mortgage loan payments from primary servicers and distribute those funds to investors in the mortgage-backed and mortgage-related asset-backed securities and whole-loan packages. As the master servicer, we are required to advance scheduled payments to the securitization trust or whole-loan investors. To the extent the primary servicer does not advance the payments, we are responsible for advancing the payment to the trust or whole-loan

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investors. Master-servicing advances, including contractual interest, are priority cash flows in the event of a default, thus making their collection reasonably assured. In most cases, we are required to advance these payments to the point of liquidation of the loan or reimbursement of the trust or whole-loan investors. We had outstanding master-servicing advances of \$142 million and \$90 million at September 30, 2011, and December 31, 2010, respectively. We had no reserve for uncollected master-servicing advances at September 30, 2011, or December 31, 2010.

Serviced Mortgage Assets

The unpaid principal balance of our serviced mortgage assets was as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
On-balance sheet mortgage loans		
Held-for-sale and investment	\$ 18,968	\$ 20,224
Off-balance sheet mortgage loans		
Loans sold to third-party investors		
Private-label	56,120	63,685
GSEs	265,370	255,388
Whole-loan	17,033	17,524
Purchased servicing rights	3,407	3,946
Total primary serviced mortgage loans	360,898	360,767
Subserviced mortgage loans	25,126	24,173
Master-servicing-only mortgage loans	8,931	10,548
Total serviced mortgage loans	\$ 394,955	\$ 395,488

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 GSEs. At September 30, 2011, our Mortgage operations were in compliance with the servicer-rating requirements of the master agreements.

In certain domestic securitizations of our Mortgage operations, the surety or other provider of contractual credit support is entitled to declare a servicer default and terminate the servicer upon the failure of the loans to meet certain portfolio delinquency and/or cumulative-loss thresholds. Our Mortgage operations did not receive notice of termination from surety providers during the nine months ended September 30, 2011.

Automobile Servicing Activities

We service consumer automobile contracts. Historically, we have sold a portion of our consumer automobile contracts. With respect to contracts we sell, we retain the right to service and earn a servicing fee for our servicing function. Typically, we conclude that the fee we are paid for servicing consumer automobile finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. We recognized automobile servicing fees of \$39 million and \$126 million for the three months and nine months ended September 30, 2011, respectively, compared to \$61 million and \$178 million for the three months and nine months ended September 30, 2010.

Automobile Serviced Assets

The total serviced automobile loans outstanding were as follows.

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<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
On-balance sheet automobile loans		
Consumer automobile	\$ 60,169	\$ 51,254
Commercial automobile	34,713	35,629
Operating leases	9,052	9,128
Operations held-for-sale	5	242
Off-balance sheet automobile loans		
Loans sold to third-party investors		
Whole-loan	14,735	18,126
Other	1,118	979
Total serviced automobile loans	\$ 119,792	\$ 115,358

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The components of other assets were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Property and equipment at cost	\$ 1,174	\$ 1,315
Accumulated depreciation	(809)	(939)
Net property and equipment	365	376
Derivative contracts in a receivable position	8,362	3,966
Servicer advances	2,036	2,137
Restricted cash collections for securitization trusts (a)	1,780	1,705
Restricted cash and cash equivalents	1,525	1,323
Collateral placed with counterparties	1,250	1,569
Other accounts receivable	1,136	641
Cash reserve deposits held for securitization trusts (b)	843	1,168
Debt issuance costs	656	704
Prepaid expenses and deposits	611	638
Goodwill	523	525
Nonmarketable equity securities	436	504
Real estate and other investments	358	280
Interests retained in financial asset sales	297	568
Accrued interest and rent receivable	228	238
Investment in used vehicles held-for-sale	182	386
Reposessed and foreclosed assets	161	211
Assets of operations held-for-sale (c)	(47)	690
Other assets	791	625
Total other assets	\$ 21,493	\$ 18,254

- (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.
- (c) Includes \$94 million of unrecognized translation losses in the measurement of impairment at both September 30, 2011, and December 31, 2010 related to our International Automotive Finance operations in Venezuela.

13. Deposit Liabilities

Deposit liabilities consisted of the following.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Domestic deposits		
Noninterest-bearing deposits	\$ 2,704	\$ 2,108
NOW and money market checking accounts	8,643	8,081

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Certificates of deposit	27,307	23,728
Dealer deposits	1,823	1,459
Individual retirement account deposits	215	
Total domestic deposit liabilities	40,692	35,376
Foreign deposits		
Noninterest-bearing deposits		23
NOW and money market checking accounts	1,218	961
Certificates of deposit	2,109	2,390
Dealer deposits	307	298
Total foreign deposit liabilities	3,634	3,672
Total deposit liabilities	\$ 44,326	\$ 39,048

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Noninterest-bearing deposits primarily represent third-party escrows associated with our mortgage 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, 2011, and December 31, 2010, certificates of deposit included \$9.3 billion and \$7.0 billion, respectively, of domestic certificates of deposit in denominations of \$100 thousand or more.

14. Short-term Borrowings

The following table presents the composition of our short-term borrowings portfolio.

(\$ in millions)	September 30, 2011			December 31, 2010		
	Unsecured	Secured	Total	Unsecured	Secured	Total
Demand notes	\$ 2,648	\$	\$ 2,648	\$ 2,033	\$	\$ 2,033
Bank loans and overdrafts	1,540		1,540	1,970		1,970
Federal Home Loan Bank					1,300	1,300
Other (a)	142	1,603	1,745	224	1,981	2,205
Total short-term borrowings	\$ 4,330	\$ 1,603	\$ 5,933	\$ 4,227	\$ 3,281	\$ 7,508

(a) Other primarily includes nonbank secured borrowings at our Mortgage and International Automotive Finance operations.

15. Long-term Debt

The following tables present the composition of our long-term debt portfolio.

(\$ in millions)	September 30, 2011			December 31, 2010		
	Unsecured	Secured	Total	Unsecured	Secured	Total
Long-term debt						
Due within one year	\$ 5,049	\$ 14,079	\$ 19,128	\$ 8,555	\$ 13,603	\$ 22,158
Due after one year (a)	37,701	32,645	70,346	38,499	25,508	64,007
Fair value adjustment	1,072		1,072	447		447
Total long-term debt (b)	\$ 43,822	\$ 46,724	\$ 90,546	\$ 47,501	\$ 39,111	\$ 86,612

(a) Includes \$7.4 billion guaranteed by the Federal Deposit Insurance Corporation (FDIC) under the Temporary Liquidity Guarantee Program (TLGP) and \$2.6 billion of trust preferred securities at both September 30, 2011, and December 31, 2010.

(b) Includes fair value option-elected secured long-term debt of \$831 million and \$972 million at September 30, 2011, and December 31, 2010, respectively. Refer to Note 21 for additional information.

The following table presents the scheduled remaining maturity of long-term debt at September 30, 2011, assuming no early redemptions will occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

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Year ended December 31, (<i>\$ in millions</i>)	2011	2012	2013	2014	2015	2016 and thereafter	Fair value adjustment	Total
Unsecured								
Long-term debt	\$ 1,014	\$ 12,202	\$ 1,934	\$ 5,758	\$ 3,721	\$ 20,455	\$ 1,072	\$ 46,156
Original issue discount	(141)	(350)	(264)	(190)	(56)	(1,333)		(2,334)
Total unsecured	873	11,852	1,670	5,568	3,665	19,122	1,072	43,822
Secured								
Long-term debt	4,010	11,858	12,988	9,870	4,181	3,545		46,452
Troubled debt restructuring concession (a)	26	105	82	46	13			272
Total secured	4,036	11,963	13,070	9,916	4,194	3,545		46,724
Total long-term debt	\$ 4,909	\$ 23,815	\$ 14,740	\$ 15,484	\$ 7,859	\$ 22,667	\$ 1,072	\$ 90,546

- (a) 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 secured notes. This concession is being amortized over the life of the notes through a reduction to interest expense using an effective yield methodology.

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The following table presents the scheduled remaining maturity of long-term debt held by ResCap at September 30, 2011, assuming no early redemptions will occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

Year ended December 31, (<i>\$ in millions</i>)	2011	2012	2013	2014	2015	2016 and thereafter	Fair value adjustment	Total
ResCap								
Unsecured debt								
Long-term debt	\$	\$ 347	\$ 472	\$ 101	\$ 171	\$	\$ 21	\$ 1,112
Secured debt								
Long-term debt	2		777	707	707	1,656		3,849
Troubled debt restructuring concession	26	105	82	46	13			272
Total secured debt	28	105	859	753	720	1,656		4,121
ResCap Total long-term debt	\$ 28	\$ 452	\$ 1,331	\$ 854	\$ 891	\$ 1,656	\$ 21	\$ 5,233

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

<i>(\$ in millions)</i>	September 30, 2011		December 31, 2010	
	Total	Ally Bank (a)	Total	Ally Bank (a)
Trading securities	\$ 28	\$	\$ 36	\$
Investment securities	1,693	1,693	2,191	2,190
Loans held-for-sale	870		1,035	
Mortgage assets held-for-investment and lending receivables	11,929	10,907	12,451	11,137
Consumer automobile finance receivables	32,004	16,130	27,164	14,927
Commercial automobile finance receivables	17,758	12,281	19,741	15,034
Investment in operating leases, net	4,525	483	3,199	
Mortgage servicing rights	2,041	1,333	2,801	1,746
Other assets	3,990	1,857	3,990	1,700
Total assets restricted as collateral (b)	\$ 74,838	\$ 44,684	\$ 72,608	\$ 46,734
Secured debt (c)	\$ 48,327	\$ 23,280	\$ 42,392	\$ 20,199

(a) Ally Bank is a component of the total column.

(b) 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 \$10.0 billion and \$15.2 billion at September 30, 2011, and December 31, 2010, respectively. These assets were composed of consumer and commercial mortgage finance receivables and loans, net; consumer automobile finance receivables and loans, net; and investment securities. Under the agreement with the FHLB, Ally Bank also had assets pledged as collateral under a blanket lien totaling \$8.2 billion and \$5.3 billion at September 30, 2011, and December 31, 2010, respectively. These assets were primarily composed of mortgage servicing rights; consumer and commercial mortgage finance receivables and loans, net; and other assets. Availability under

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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.

(c) Includes \$1,603 million and \$3,281 million of short-term borrowings at September 30, 2011, and December 31, 2010, respectively.

Trust Preferred Securities

On December 30, 2009, we entered into a Securities Purchase and Exchange Agreement with U.S. Department of Treasury (Treasury) and GMAC Capital Trust I, a Delaware statutory trust (the Trust), which is a finance subsidiary that is wholly owned by Ally. As part of the agreement, the Trust sold to Treasury 2,540,000 trust preferred securities (TRUPS) issued by the Trust with an aggregate liquidation preference of \$2.5 billion. Additionally, we issued and sold to Treasury a ten-year warrant to purchase up to 127,000 additional TRUPS with an aggregate liquidation preference of \$127 million, at an initial exercise price of \$0.01 per security, which Treasury immediately exercised in full.

On March 1, 2011, the Declaration of Trust and certain other documents related to the TRUPS were amended and all the outstanding TRUPS held by Treasury were designated 8.125% Fixed Rate / Floating Rate Trust Preferred Securities, Series 2

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(Series 2 TRUPS). On March 7, 2011, Treasury sold 100% of the Series 2 TRUPS in an offering registered with the SEC. Ally did not receive any proceeds from the sale.

Each Series 2 TRUPS security has a liquidation amount of \$25. Distributions are cumulative and are payable until redemption at the applicable coupon rate. Distributions are payable at an annual rate of 8.125% payable quarterly in arrears, beginning August 15, 2011, to but excluding February 15, 2016. From and including February 15, 2016, to but excluding February 15, 2040, distributions will be payable at an annual rate equal to three-month London interbank offer rate plus 5.785% payable quarterly in arrears, beginning May 15, 2016. Ally has the right to defer payments of interest for a period not exceeding 20 consecutive quarters. The Series 2 TRUPS have no stated maturity date, but must be redeemed upon the redemption or maturity of the related debentures (Debentures), which mature on February 15, 2040. The Series 2 TRUPS are generally nonvoting, other than with respect to certain limited matters. During any period in which any Series 2 TRUPS remain outstanding but in which distributions on the Series 2 TRUPS have not been fully paid, none of Ally or its subsidiaries will be permitted to (i) declare or pay dividends on, make any distributions with respect to, or redeem, purchase, acquire or otherwise make a liquidation payment with respect to, any of Ally's capital stock or make any guarantee payment with respect thereto; or (ii) make any payments of principal, interest, or premium on, or repay, repurchase or redeem, any debt securities or guarantees that rank on a parity with or junior in interest to the Debentures with certain specified exceptions in each case.

Funding Facilities

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 outstanding under our various funding facilities are included on our Condensed Consolidated Balance Sheet.

As of September 30, 2011, Ally Bank had exclusive access to \$9.5 billion of funding capacity from committed credit facilities. Ally Bank also has access to a \$4.1 billion committed facility that is shared with the parent company. Funding programs supported by the Federal Reserve and the FHLB complement Ally Bank's private committed facilities.

The total capacity in our committed funding facilities is provided by banks and other financial institutions through private transactions. The committed secured funding facilities can be revolving in nature and allow for additional funding during the commitment period, or they can be amortizing and do not allow for any further funding after the closing date. At September 30, 2011, \$34.7 billion of our \$40.1 billion of committed capacity was revolving. Our revolving facilities generally have an original tenor ranging from 364 days to two years. At September 30, 2011, we had \$16.8 billion of committed funding capacity with a remaining tenor greater than 364 days, which is an increase of \$4.6 billion from June 30, 2011.

Committed Funding Facilities

	Outstanding		Unused capacity (a)		Total capacity	
	Sept. 30,	Dec. 31,	Sept. 30,	Dec. 31,	Sept. 30,	Dec. 31,
(\$ in billions)	2011	2010	2011	2010	2011	2010
Bank funding						
Secured	\$ 5.4	\$ 6.4	\$ 4.1	\$ 1.9	\$ 9.5	\$ 8.3
Nonbank funding						
Unsecured						
Automotive Finance operations	0.3	0.8	0.5		0.8	0.8
Secured						

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Automotive Finance operations (b)	11.1	8.3	13.2	9.1	24.3	17.4
Mortgage operations	0.8	1.0	0.6	0.6	1.4	1.6
Total nonbank funding	12.2	10.1	14.3	9.7	26.5	19.8
Shared capacity (c)	0.1	0.2	4.0	3.9	4.1	4.1
Total committed facilities	\$ 17.7	\$ 16.7	\$ 22.4	\$ 15.5	\$ 40.1	\$ 32.2

- (a) Funding from committed secured facilities is available on request in the event excess collateral resides in certain facilities or is available to the extent incremental collateral is available and contributed to the facilities.
- (b) Unused capacity includes forward flow sale commitments to fund future asset originations in Brazil totaling \$1.5 billion at September 30, 2011, and \$1.2 billion at December 31, 2010. Also included at September 30, 2011, was unused capacity of \$2.4 billion from two new Ally Credit Canada facilities completed in the third quarter that was substantially utilized in early October to refinance existing debt outstanding.
- (c) Funding is generally available for assets originated by Ally Bank or the parent company, Ally Financial Inc.

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Uncommitted Funding Facilities

	Outstanding		Unused capacity		Total capacity	
	Sept. 30,	Dec. 31,	Sept. 30,	Dec. 31,	Sept. 30,	Dec. 31,
<i>(\$ in billions)</i>	2011	2010	2011	2010	2011	2010
Bank funding						
Secured						
Federal Reserve funding programs	\$	\$	\$ 3.2	\$ 4.0	\$ 3.2	\$ 4.0
FHLB advances	4.1	5.3	1.7	0.2	5.8	5.5
Total bank funding	4.1	5.3	4.9	4.2	9.0	9.5
Nonbank funding						
Unsecured						
Automotive Finance operations	1.7	1.4	0.5	0.6	2.2	2.0
Secured						
Automotive Finance operations	0.1	0.1	0.1		0.2	0.1
Mortgage operations			0.1	0.1	0.1	0.1
Total nonbank funding	1.8	1.5	0.7	0.7	2.5	2.2
Total uncommitted facilities	\$ 5.9	\$ 6.8	\$ 5.6	\$ 4.9	\$ 11.5	\$ 11.7

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The following table summarizes information about our Series F-2, Series A, and Series G preferred stock.

	September 30, 2011	December 31, 2010
Mandatorily convertible preferred stock held by U.S. Department of Treasury (a)		
Series F-2 preferred stock		
Carrying value (<i>\$ in millions</i>)	\$5,685	\$5,685
Par value (<i>per share</i>)	\$0.01	\$0.01
Liquidation preference (<i>per share</i>)	\$50	\$50
Number of shares authorized	228,750,000	228,750,000
Number of shares issued and outstanding	118,750,000	118,750,000
Dividend/coupon	Fixed 9%	
Redemption/call feature	Perpetual(b)	
Preferred stock		
Series A preferred stock (c)		
Carrying value (<i>\$ in millions</i>)	\$1,021	\$1,053
Par value (<i>per share</i>)	\$0.01	\$0.01
Liquidation preference (<i>per share</i>)	\$25	\$1,000
Number of shares authorized	160,870,560	4,021,764
Number of shares issued and outstanding	40,870,560	1,021,764
Dividend/coupon		
Prior to May 15, 2016	8.5%	
On and after May 15, 2016	LIBOR + 6.243%	
Redemption/call feature	Perpetual(d)	
Series G preferred stock		
Carrying value (<i>\$ in millions</i>)	\$234	\$234
Par value (<i>per share</i>)	\$0.01	\$0.01
Liquidation preference (<i>per share</i>)	\$1,000	\$1,000
Number of shares authorized	2,576,601	2,576,601
Number of shares issued and outstanding	2,576,601	2,576,601
Dividend/coupon	Fixed 7%	
Redemption/call feature	Perpetual(e)	

(a) Mandatorily convertible to common equity on December 30, 2016.

(b) Convertible prior to mandatory conversion date with consent of Treasury.

(c) Refer to next section of this note for a description of an amendment to the Series A preferred stock that occurred on March 25, 2011.

(d) Nonredeemable prior to May 15, 2016.

(e) Nonredeemable prior to December 31, 2011.

Series A Preferred Stock

On March 1, 2011, pursuant to a registration rights agreement between Ally and GM, GM notified Ally of its intent to sell shares of Ally's existing Fixed Rate Perpetual Preferred Stock, Series A (Existing Series A Preferred Stock), held by a subsidiary of GM. On March 25, 2011, Ally filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation (the Amendment) with the Secretary of State of the State of Delaware. Pursuant to the Amendment, Ally's Certificate of Incorporation, which included the terms of the Existing Series A Preferred Stock, was amended to modify certain terms of the Existing Series A Preferred Stock. As part of the Amendment, the Existing Series A Preferred Stock was redesignated as Ally's Fixed Rate / Floating Rate Perpetual Preferred Stock, Series A (the Amended Series A Preferred

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Stock) and the liquidation amount was reduced from \$1,000 per share to \$25 per share. The Amendment, and a corresponding amendment to Ally's bylaws, also increased the authorized number of shares of Amended Series A Preferred Stock to 160,870,560 shares, which was adjusted to account for the decreased liquidation amount per share. The total number of shares outstanding following the Amendment is 40,870,560 shares.

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Immediately following the Amendment, the subsidiary of GM that held all of the outstanding Amended Series A Preferred Stock sold 100% of such stock in an offering registered with the SEC. Ally did not receive any proceeds from the sale.

Holders of the Amended Series A Preferred Stock are entitled to receive, when, and if declared by Ally, noncumulative cash dividends. Beginning March 25, 2011, to but excluding May 15, 2016, dividends accrue at a fixed rate of 8.500% per annum. Beginning on May 15, 2016, dividends will accrue at a rate equal to three-month London interbank offer rate (LIBOR) plus 6.243%, commencing on August 15, 2016, in each case on the 15th day of February, May, August, and November. Dividends will be payable to holders of record at the close of business on the preceding February 1, May 1, August 1, or November 1, as the case may be, or on such other date, not more than seventy calendar days prior to the dividend payment date, as will be fixed by the Ally Board of Directors. In the event that dividends with respect to a dividend period have not been paid in full on the dividend payment date, we will be prohibited, subject to certain specified exceptions, from (i) redeeming, purchasing or otherwise acquiring, any stock that ranks on a parity basis with, or junior in interest to, the Amended Series A Preferred Stock; (ii) paying any dividends or making any distributions with respect to any stock that ranks junior in interest to the Amended Series A Preferred Stock, until such time as Ally has paid the dividends payable on shares of the Amended Series A Preferred Stock with respect to a subsequent dividend period; and (iii) declaring or paying any dividend on any stock ranking on a parity basis with the Amended Series A Preferred Stock, subject to certain exceptions.

The holders of the Amended Series A Preferred Stock do not have voting rights other than those set forth in the certificate of designations for the Amended Series A Preferred Stock included in Ally's Certificate of Incorporation. Ally may not redeem the Amended Series A Preferred Stock before May 15, 2016, and after such time the Amended Series A Preferred Stock may be redeemed in certain circumstances. In the event of any liquidation, dissolution or winding up of the affairs of Ally, holders of the Amended Series A Preferred Stock will be entitled to receive the liquidation amount per share of Amended Series A Preferred Stock and an amount equal to all declared, but unpaid dividends declared prior to the date of payment out of assets available for distribution, before any distribution is made for holders of stock that ranks junior in interest to the Amended Series A Preferred Stock, subject to the rights of Ally's creditors.

The changes to the terms of the Existing Series A Preferred Stock pursuant to the terms of the Amendment were deemed substantive, and as a result, the transaction was accounted for as a redemption of the Existing Series A Preferred Stock and the issuance of the Amended Series A Preferred Stock. The Existing Series A Preferred Stock was removed at its carrying value, the Amended Series A Preferred Stock was recognized at its fair value, and the difference of \$32 million was recorded as an increase to retained earnings, which impacted the income available to common stockholders used for the earnings per common share calculation. Refer to Note 20 to the Consolidated Financial Statements in our 2010 Annual Report on Form 10-K for terms of the Series A Preferred Stock prior to the Amendment.

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17. Earnings per Common Share

The following table presents the calculation of basic and diluted earnings per common share.

<i>(\$ in millions except per share data)</i>	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Net (loss) income from continuing operations	\$ (210)	\$ 277	\$ 70	\$ 830
Preferred stock dividends U.S. Department of Treasury	(133)	(257)	(400)	(643)
Preferred stock dividends	(67)	(70)	(194)	(212)
Impact of preferred stock amendment			32	
Net loss from continuing operations attributable to common shareholders (a)	(410)	(50)	(492)	(25)
(Loss) income from discontinued operations, net of tax		(8)	(21)	166
Net (loss) income attributable to common shareholders	\$ (410)	\$ (58)	\$ (513)	\$ 141
Basic weighted-average common shares outstanding	1,330,970	799,120	1,330,970	799,120
Diluted weighted-average common shares outstanding (a)	1,330,970	799,120	1,330,970	799,120
Basic earnings per common share				
Net loss from continuing operations	\$ (308)	\$ (63)	\$ (370)	\$ (31)
(Loss) income from discontinued operations, net of tax		(10)	(16)	208
Net (loss) income	\$ (308)	\$ (73)	\$ (386)	\$ 177
Diluted earnings per common share (a)				
Net loss from continuing operations	\$ (308)	\$ (63)	\$ (370)	\$ (31)
(Loss) income from discontinued operations, net of tax		(10)	(16)	208
Net (loss) income	\$ (308)	\$ (73)	\$ (386)	\$ 177

(a) Due to the antidilutive effect of converting the Fixed Rate Cumulatively Convertible Preferred Stock into common shares and the net loss attributable to common shareholders for the for the three and nine months ended September 30, 2011, and the three months ended September 30, 2010, income attributable to common shareholders and basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

The effects of converting the outstanding Fixed Rate Cumulatively Convertible Preferred Stock into common shares are not included in the diluted earnings per share calculation for the three and nine months ended September 30, 2011 and 2010, as the effects would be antidilutive for those periods. As such, 574,156 of potential common shares were excluded from the diluted earnings per share calculation for the three and nine months ended September 30, 2011, and 988,200 of potential common shares were excluded from the diluted earnings per share calculation for the three and nine months ended September 30, 2010.

18. Regulatory Capital

As a bank holding company, we and our wholly owned state-chartered banking subsidiary, Ally Bank, are subject to risk-based capital and leverage guidelines issued by federal and state banking 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 the consolidated financial statements or the results of operations and financial condition of Ally and Ally Bank. 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.

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The risk-based capital ratios are 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 that present 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 noncumulative perpetual preferred stock (including senior preferred stock issued and sold to Treasury under TARP) less goodwill and other adjustments. Tier 2 capital generally consists of perpetual 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 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 have 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 meets the regulatory definition of 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% and for insured depository institutions, when its leverage ratio equals or exceeds 5%, unless subject to a regulatory directive to maintain higher capital levels.

In conjunction with the Supervisory Capital Assessment Program (S-CAP), the banking regulators have developed a new 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 Federal Deposit Insurance Corporation (FDIC) entered into a Capital and Liquidity Maintenance Agreement (CLMA). The CLMA requires capital at Ally Bank to be maintained at a level such that Ally Bank's leverage ratio is at least 15%. For this purpose, the leverage ratio is determined in accordance with the FDIC's regulations related to capital maintenance.

The following table summarizes our capital ratios.

	September 30, 2011		December 31, 2010		Required	Well-capitalized
(\$ in millions)	Amount	Ratio	Amount	Ratio	minimum	minimum
Risk-based capital						
Tier 1 (to risk-weighted assets)						
Ally Financial Inc.	\$ 21,475	14.34%	\$ 22,189	15.00%	4.00%	6.00%
Ally Bank	12,545	18.45	10,738	19.23	4.00	6.00
Total (to risk-weighted assets)						
Ally Financial Inc.	\$ 23,199	15.50%	\$ 24,213	16.36%	15.00%(a)	10.00%
Ally Bank	13,333	19.61	11,438	20.48	8.00	10.00
Tier 1 leverage (to adjusted average assets) (b)						
Ally Financial Inc.	\$ 21,475	11.61%	\$ 22,189	13.05%	3.00 4.00%	(c)
Ally Bank	12,545	15.65	10,738	15.81	15.00(d)	5.00%
Tier 1 common (to risk-weighted assets)						
Ally Financial Inc.	\$ 11,993	8.01%	\$ 12,677	8.57%	n/a	n/a
Ally Bank	n/a	n/a	n/a	n/a	n/a	n/a

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n/a = not applicable

- (a) Ally is subject to a directive from the Board of Governors of the Federal Reserve System (FRB) to maintain a Total risk-based capital ratio of 15% which expires no later than December 31, 2011.
- (b) 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.
- (c) There is no Tier 1 leverage component in the definition of a well-capitalized bank holding company.
- (d) Ally Bank, in accordance with the CLMA, is required to maintain a Tier 1 leverage ratio of at least 15%.

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At September 30, 2011, Ally and Ally Bank were well-capitalized and met all capital requirements to which we were subject.

Basel Capital Accord

The minimum risk-based capital requirements adopted by the federal banking agencies follow the Capital Accord (Capital Accord or Basel I) of the Bank for International Settlements Basel Committee on Banking Supervision (Basel Committee). The Capital Accord was published in 1988 and generally applies to depository institutions and their holding companies in the United States. In 2004, the Basel Committee published a revision to the Capital Accord (Basel II). The goal of the Basel II capital rules is to provide more risk-sensitive regulatory capital calculations and promote enhanced risk management practices among large, internationally active banking organizations. U.S. banking regulators published final Basel II rules in December 2007. Ally is required to comply with the Basel II rules, as implemented by the U.S. banking regulators. Prior to full implementation of the Basel II rules, Ally is required to complete a qualification period that includes four consecutive quarters during which it needs to demonstrate that it meets the requirements of the rules to the satisfaction of its primary U.S. banking regulator. Pursuant to an extension that was granted to Ally, this qualification period, or parallel run, is required to begin no later than October 1, 2013. During this period, capital is calculated using both Basel I and Basel II methodologies. Upon completion of this parallel run and with the approval of the primary U.S. banking regulator, Ally will begin to use Basel II to calculate regulatory capital. Basel II contemplated a three-year transition period during which a bank holding company or bank gradually lower its capital level below the levels required by Basel I. However, under a recently finalized capital rule that implements a provision of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), Ally must continue to calculate its risk-based capital requirements under Basel I, with certain exceptions, and the capital requirements it computes under Basel I will serve as a floor for its risk-based capital requirement computed under Basel II.

In addition to Basel II, the Basel Committee adopted new capital, leverage, and liquidity guidelines under the Basel Accord (Basel III) in 2010, which, when implemented in the United States, may have the effect of raising capital requirements beyond those required by current law and the Dodd-Frank Act. Basel III increases the minimum Tier 1 common equity ratio to 4.5%, net of regulatory deductions, and introduces a capital conservation buffer of an additional 2.5% of common equity to risk-weighted assets, raising the target minimum common equity ratio to 7.0%. Basel III increases the minimum Tier 1 capital ratio to 8.5% inclusive of the capital conservation buffer, increases the minimum total capital ratio to 10.5% inclusive of the capital buffer, and introduces a countercyclical capital buffer of up to 2.5% of common equity or other fully loss absorbing capital for periods of excess credit growth. Basel III also introduces a non-risk-adjusted Tier 1 leverage ratio of 3%, based on a measure of the total exposure rather than total assets, and new liquidity standards. The Basel III capital, leverage, and liquidity standards will be phased in over a multiyear period. The Basel III rules, when implemented, will also impose a 15% cap on the amount of the common equity component of Tier 1 capital that can be met, in the aggregate, through significant investments in the common shares of unconsolidated financial subsidiaries, MSRs and deferred tax assets through timing differences, as well as a 10% cap on the amount of each of the three individual items that may be included in the common equity component of Tier 1 capital. In addition, under Basel III rules, after a ten-year phaseout period beginning on January 1, 2013, trust preferred and other hybrid securities will no longer qualify as Tier 1 capital. However, under the Dodd-Frank Act, subject to certain exceptions (e.g., for debt or equity issued to the U.S. government under the Emergency Economic Stabilization Act), trust preferred and other hybrid securities are phased out from Tier 1 capital in a three-year period starting January 1, 2013.

Pending final rules for Basel III and subsequent regulatory interpretation, there remains a degree of uncertainty on the full impact of Basel III. Additionally, it is anticipated that during 2011 the U.S. banking agencies will issue final rules based on the 2010 Notice of Proposed Rulemaking on the Risk-Based Capital Guidelines for Market Risk. We continue to monitor developments with respect to both Basel III and Market Risk rules.

In July 2011, the Financial Stability Board, which is an inter-governmental body coordinating the overall set of measures to reduce the moral hazard posed by global systemically important financial institutions, approved a consultative paper, which, if implemented in the United States, would require global systemically important banks in the United States to hold additional Tier 1 common equity of 1% to as much as 3.5% of risk-weighted assets. The additional capital requirement would

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be phased in between January 1, 2016 and January 1, 2019. We are not able to predict at this time whether Ally would meet the qualifications of a global systemically important bank and whether these additional capital requirements, when implemented in the United States, would apply to Ally.

Compliance with Basel regulation is a strategic priority for Ally. We expect to be in compliance with all relevant Basel rules within the established timelines.

19. Derivative Instruments and Hedging Activities

We enter into interest rate and foreign-currency swaps, futures, forwards, options, and swaptions 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, MSR, debt, and deposits. In addition, we use foreign exchange contracts to mitigate foreign-currency risk associated with foreign-currency-denominated debt, foreign exchange transactions, and our net investment in foreign subsidiaries. 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.

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 and certain variable-rate instruments to a fixed rate. We monitor our mix of fixed- and variable-rate debt in relation 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. In June 2011, we also executed qualifying accounting hedges of an existing variable-rate liability in which pay fixed swaps are designated as hedges of the expected future cash flows in the form of interest payments on the outstanding borrowing associated with Ally Bank's secured floating-rate credit facility.

We apply hedge accounting to certain relationships in which we utilize derivative instruments to hedge interest rate risk associated with our fixed- and variable-rate debt. We enter into economic hedges to mitigate exposure for the following categories.

MSRs and retained interests Our MSR 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 MSR and retained interests. To mitigate the impact of this risk, we maintain a portfolio of financial instruments, primarily derivative instruments, which increase in value when interest rates decline. The primary objective is to minimize the overall risk of loss in the value of MSR and retained interests due to the change in fair value caused by interest rate changes and their interrelated impact to prepayments.

We may use a multitude of derivative instruments to manage the interest rate risk related to MSR and retained interests. They include, but are not limited to, interest rate futures contracts, call or put options on U.S. Treasuries, swaptions, mortgage-backed securities (MBS), futures, U.S. Treasury futures, interest rate swaps, interest rate floors, and interest rate caps. We monitor and actively manage our risk on a daily basis.

Mortgage loan commitments and mortgage 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

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loans; as market interest rates decline, the value of existing IRLCs and loans held-for-sale increase and vice versa. Our primary objective in risk management activities related to IRLCs and mortgage 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 the risk management objective for mortgage loans and IRLCs is forward sales of mortgage-backed securities, primarily Fannie Mae or 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 options and futures, to economically hedge certain portions of the mortgage portfolio.

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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.

Debt With the exception of a portion of our fixed-rate debt and a portion of our outstanding floating-rate borrowing associated with Ally Bank's secured floating-rate credit facility, we do not apply hedge accounting to our derivative portfolio held to mitigate interest rate risk associated with 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.

Other We enter into futures, options, and swaptions to economically hedge our net fixed versus variable interest rate exposure. We also enter into equity options to economically hedge our exposure to the equity markets.

Foreign Currency Risk

We enter into derivative financial instrument contracts to mitigate the risk associated with variability in cash flows related to foreign-currency financial instruments. Currency swaps and forwards are used to economically hedge foreign exchange exposure on foreign-currency-denominated debt by converting the funding currency to the same currency of the assets being financed. Similar to our interest rate derivatives, 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. In March 2011, we elected to dedesignate all of our existing net investment hedge relationships and changed our method of measuring hedge effectiveness from the spot method to the forward method for new hedge relationships entered into during the remainder of the quarter and prospectively. For the net investment hedges that were designated under the spot method for the first portion of the quarter, the hedges were recorded at fair value with changes recorded to other comprehensive income (loss) with the exception of the spot to forward difference that was recorded to earnings. For the new net investment hedges that were designated under the forward method, the hedges were recorded at fair value with the changes recorded to other comprehensive income (loss) including the spot to forward difference. 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 associated foreign-currency transactions.

Except for our net investment hedges, we generally have not elected 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

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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 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 our total

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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.

Certain derivative instruments contain provisions that require us to either post additional collateral or immediately settle any outstanding liability balances upon the occurrence of a specified credit risk-related event. If a credit risk-related event had been triggered at September 30, 2011, the amount of additional collateral required to be posted by us would have been insignificant.

We placed cash and securities collateral totaling \$1.3 billion and \$1.6 billion at September 30, 2011, and December 31, 2010, respectively, in accounts maintained by counterparties. We received cash collateral from counterparties totaling \$1.5 billion and \$916 million at September 30, 2011, and December 31, 2010, respectively. The receivables for collateral placed and the payables for collateral 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 Condensed Consolidated Balance Sheet unless certain conditions are met. At September 30, 2011, and December 31, 2010, we received noncash collateral of \$122 million and \$29 million, respectively.

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, 2011			December 31, 2010		
	Derivative contracts in a receivable position (a)	Derivative contracts in a payable position (b)	Notional amount	Derivative contracts in a receivable position (a)	Derivative contracts in a payable position (b)	Notional amount
<i>(\$ in millions)</i>						
Qualifying accounting hedges						
Interest rate risk						
Fair value accounting hedges	\$ 178	\$ 2	\$ 8,623	\$ 443	\$ 114	\$ 11,895
Cash flow hedges		9	3,000			
Foreign exchange risk						
Net investment accounting hedges	314	12	8,098	12	72	4,407
Total qualifying accounting hedges	492	23	19,721	455	186	16,302
Economic hedges						
Interest rate risk						
MSRs and retained interests	7,334	7,020	580,971	2,896	3,118	325,768
Mortgage loan commitments and mortgage loans held-for-sale	158	215	41,207	232	80	38,788
Debt	79	66	21,973	160	107	21,269
Other	185	112	44,045	80	129	32,734
Total interest rate risk	7,756	7,413	688,196	3,368	3,434	418,559

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Foreign exchange risk	114	46	6,652	143	240	14,359
Total economic hedges	7,870	7,459	694,848	3,511	3,674	432,918
Total derivatives	\$ 8,362	\$ 7,482	\$ 714,569	\$ 3,966	\$ 3,860	\$ 449,220

- (a) Reported as other assets on the Condensed Consolidated Balance Sheet. Includes accrued interest of \$475 million and \$263 million at September 30, 2011, and December 31, 2010, respectively.
- (b) Reported as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet. Includes accrued interest of \$558 million and \$23 million at September 30, 2011, and December 31, 2010, respectively.

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Statement of Income Presentation and Accumulated Other Comprehensive Income

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

<i>(\$ in millions)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Qualifying accounting hedges				
Gain recognized in earnings on derivatives (a)				
Interest rate contracts				
Interest on long-term debt	\$ 706	\$ 230	\$ 821	\$ 627
Loss recognized in earnings on hedged items (b)				
Interest rate contracts				
Interest on long-term debt	(677)	(215)	(786)	(562)
Total qualifying accounting hedges	29	15	35	65
Economic hedges				
Gain (loss) recognized in earnings on derivatives				
Interest rate contracts				
Interest on long-term debt			(1)	
Servicing asset valuation and hedge activities, net	741	495	664	1,285
Loss on mortgage and automotive loans, net	(425)	(169)	(646)	(570)
Other income, net of losses	(41)	(29)	(74)	(55)
Other operating expenses		(2)		(8)
Total interest rate contracts	275	295	(57)	652
Foreign exchange contracts (c)				
Interest on long-term debt	41	121	103	(113)
Other income, net of losses	111	(305)	(11)	205
Other operating expenses	(6)		(16)	
Total foreign exchange contracts	146	(184)	76	92
Gain recognized in earnings on derivatives	\$ 450	\$ 126	\$ 54	\$ 809

(a) Amounts exclude gains related to interest for qualifying accounting hedges of debt, which are primarily offset by the fixed coupon payment on the long-term debt. The gains were \$64 million and \$62 million for the three months ended September 30, 2011 and 2010, respectively, and \$231 million and \$249 million for the nine months ended September 30, 2011 and 2010, respectively.

(b) Amounts exclude gains related to amortization of deferred basis adjustments on the hedged items. The gains were \$49 million and \$60 million for the three months ended September 30, 2011 and 2010, respectively, and \$162 million and \$139 million for the nine months ended September 30, 2011 and 2010, respectively.

(c)

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Amounts exclude gains and losses related to the revaluation of the related foreign-denominated debt or receivable. Losses of \$157 million and gains \$178 million were recognized for the three months ended September 30, 2011 and 2010, respectively. Losses of \$105 million and \$119 million were recognized for the nine months ended September 30, 2011 and 2010, respectively.

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The following table summarizes derivative instruments used in net investment hedge accounting relationships.

<i>(\$ in millions)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
Net investment hedges				
Foreign exchange contracts				
Loss recorded directly to other income, net of losses (a)	\$	\$ (7)	\$ (3)	\$ (8)
Gain (loss) recognized in other comprehensive income (b)	432	(118)	206	(97)
(Loss) gain reclassified from accumulated other comprehensive income to other income, net of losses	(3)		(8)	17

(a) The amounts represent the forward points which were excluded from the assessment of hedge effectiveness.

(b) The amounts represent the effective portion of net investment hedges. There are offsetting amounts recognized in accumulated other comprehensive income related to the revaluation of the related net investment in foreign operations. There were offsetting losses of \$446 million and offsetting gains of \$114 million for the three months ended September 30, 2011 and 2010, respectively. There were offsetting losses of \$237 million and offsetting gains of \$91 million for the nine months ended September 30, 2011 and 2010, respectively.

20. Income Taxes

We recognized total income tax expense from continuing operations of \$87 million and \$101 million during the three months and nine months ended September 30, 2011, respectively, compared to \$48 million and \$117 million for the same periods in 2010. 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.

	2011		2010	
	Amount	Percent	Amount	Percent
Three months ended September 30, (<i>\$ in millions</i>)				
Statutory U.S. federal tax (benefit) expense and rate	\$ (43)	35.0%	\$ 114	35.0%
Change in tax rate resulting from				
Effect of valuation allowance change	175	(142.3)	(54)	(16.6)
Foreign tax differential	(34)	27.6	1	0.3
State and local income taxes, net of federal income tax benefit	(8)	6.5	(3)	(0.9)
Taxes on unremitted foreign earnings	4	(3.3)	10	3.1
Tax-exempt income	(2)	1.6	(1)	(0.3)
Foreign capital loss			(25)	(7.7)
Other, net	(5)	4.2	6	1.9
Tax expense and effective tax rate	\$ 87	(70.7)%	\$ 48	14.8%

	2011		2010	
	Amount	Percent	Amount	Percent
Nine months ended September 30, (<i>\$ in millions</i>)				
Statutory U.S. federal tax expense and rate	\$ 60	35.0%	\$ 331	35.0%
Change in tax rate resulting from				

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Effect of valuation allowance change	126	73.7	(247)	(26.1)
Foreign tax differential	(79)	(46.2)	(4)	(0.4)
Taxes on unremitted foreign earnings	22	12.9	15	1.6
State and local income taxes, net of federal income tax benefit	(15)	(8.8)	2	0.2
Tax-exempt income	(4)	(2.3)	(5)	(0.5)
Foreign capital loss			29	3.1
Other, net	(9)	(5.2)	(4)	(0.5)
Tax expense and effective tax rate	\$ 101	59.1%	\$ 117	12.4%

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During the nine months ended September 30, 2011, we recorded a \$101 million reversal of valuation allowance on net deferred tax assets in one of our Canadian subsidiaries. The reversal related to modifications to the legal structure of our Canadian operations. Additionally, we recorded other net increases to our consolidated valuation allowance on deferred tax assets of \$180 million, stemming primarily from net pre-tax losses within our U.S.-based operations during the period.

21. Fair Value**Fair Value Measurements**

For purposes of this disclosure, fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (exit price) in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. Fair value is based on the assumptions market participants would use when pricing an asset or liability. 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.

GAAP specifies a three-level hierarchy that is used when measuring and disclosing fair value. 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). 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. |
| Transfers | Transfers into or out of any hierarchy level are recognized at the end of the reporting period in which the transfer occurred. There were no significant transfers between any levels during the nine months ended September 30, 2011. |

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.

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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).

Loans held-for-sale, net Our mortgage loans held-for-sale are accounted for at either fair value because of fair value option elections or they are accounted for at the lower-of-cost or fair value. Mortgage loans held-for-sale are typically pooled together and sold into certain exit markets depending on underlying attributes of the loan, such as

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GSE 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 agency-eligible mortgage loans carried at fair value due to fair value option election, which are valued predominantly using published forward agency prices. It also includes any domestic loans and foreign 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.

Level 3 mortgage loans This includes all conditional repurchase option loans carried at fair value due to the fair value option election and all nonagency-eligible residential mortgage loans that are accounted for at the lower of cost or fair value. The fair value of these residential mortgage loans are determined using internally developed valuation models because observable market prices were not available. The loans are priced on a discounted cash flow basis utilizing cash flow projections from internally developed models that utilize prepayment, default, and discount rate assumptions. To the extent available, we will utilize market observable inputs such as interest rates and market spreads. If market observable inputs are not available, we are required to utilize internal inputs, such as prepayment speeds, credit losses, and discount rates.

Refer to the section within this note titled *Fair Value Option for Financial Assets and Financial Liabilities* for further information about the fair value elections.

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 consolidated upon adoption of ASU 2009-17. 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. 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, 2011, and December 31, 2010. 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.

MSRs We typically retain MSRs when we sell assets into the secondary market. MSRs are classified as Level 3 because they 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. 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.

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

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inactivity in the market, valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate; therefore, we classified these assets as Level 3. 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).

Derivative instruments We enter into a variety of derivative financial instruments as part of our risk management strategies. Certain of these derivatives are exchange traded, such as Eurodollar futures. To determine the fair value of these instruments, we utilize the exchange prices for the particular derivative contracts; therefore, we classified these contracts as Level 1.

We also execute over-the-counter derivative contracts, such as interest rate swaps, swaptions, forwards, caps, floors, and agency to-be-announced securities. 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 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. Additionally, we hold some foreign currency derivative contracts that utilize an in-house valuation model to determine the fair value of the contracts. Accordingly, we classified all of the above-mentioned derivative contracts as Level 3.

We are required to consider all aspects of nonperformance risk, including our own credit standing, when measuring fair value of a liability. 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. In the event that we do not enter into legally enforceable agreements that enable the posting and receiving of collateral, we will consider our credit risk and the credit risk of our counterparties in the valuation of derivative instruments through a credit valuation adjustment (CVA), if warranted. The CVA calculation utilizes our credit default swap spreads and the spreads of the counterparty.

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.

Repossessed and foreclosed assets Foreclosed on or repossessed 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.

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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. 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.

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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.

September 30, 2011 (\$ in millions)	Recurring fair value measurements			
	Level 1	Level 2	Level 3	Total
Assets				
Trading securities				
Mortgage-backed residential	\$	\$ 469	\$ 34	\$ 503
Investment securities				
Available-for-sale securities				
Debt securities				
U.S. Treasury and federal agencies	638	407		1,045
States and political subdivisions		1		1
Foreign government	583	344		927
Mortgage-backed residential		6,683	1	6,684
Asset-backed		2,389	64	2,453
Corporate debt securities	3	1,192		1,195
Other debt securities		565		565
Total debt securities	1,224	11,581	65	12,870
Equity securities (a)	1,104	7		1,111
Total available-for-sale securities	2,328	11,588	65	13,981
Mortgage loans held-for-sale, net (b)		3,174	30	3,204
Consumer mortgage finance receivables and loans, net (b)			841	841
Mortgage servicing rights			2,663	2,663
Other assets				
Interests retained in financial asset sales			297	297
Derivative contracts in a receivable position				
Interest rate	110	7,656	168	7,934
Foreign currency		423	5	428
Total derivative contracts in a receivable position	110	8,079	173	8,362
Collateral placed with counterparties (c)	253			253
Total assets	\$ 2,691	\$ 23,310	\$ 4,103	\$ 30,104
Liabilities				
Long-term debt				
On-balance sheet securitization debt (b)	\$	\$	\$ (831)	\$ (831)
Accrued expenses and other liabilities				

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Derivative contracts in a payable position				
Interest rate	(62)	(7,334)	(28)	(7,424)
Foreign currency		(55)	(3)	(58)
Total derivative contracts in a payable position				
	(62)	(7,389)	(31)	(7,482)
Loan repurchase liabilities (b)			(28)	(28)
Trading liabilities	(35)	(39)		(74)
Total liabilities				
	\$ (97)	\$ (7,428)	\$ (890)	\$ (8,415)

(a) Our investment in one industry did not exceed 18%.

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

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

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December 31, 2010 (\$ in millions)	Recurring fair value measurements			
	Level 1	Level 2	Level 3	Total
Assets				
Trading securities				
U.S. Treasury and federal agencies	\$ 77	\$	\$	\$ 77
Mortgage-backed residential		25	44	69
Asset-backed			94	94
Total trading securities	77	25	138	240
Investment securities				
Available-for-sale securities				
Debt securities				
U.S. Treasury and federal agencies	3,313	5		3,318
States and political subdivisions		2		2
Foreign government	873	375		1,248
Mortgage-backed residential		5,824	1	5,825
Asset-backed		1,948		1,948
Corporate debt securities		1,558		1,558
Other debt securities		151		151
Total debt securities	4,186	9,863	1	14,050
Equity securities (a)	796			796
Total available-for-sale securities	4,982	9,863	1	14,846
Mortgage loans held-for-sale, net (b)		6,420	4	6,424
Consumer mortgage finance receivables and loans, net (b)			1,015	1,015
Mortgage servicing rights			3,738	3,738
Other assets				
Interests retained in financial asset sales			568	568
Derivative contracts in a receivable position				
Interest rate	242	3,464	105	3,811
Foreign currency		155		155
Total derivative contracts in a receivable position	242	3,619	105	3,966
Collateral placed with counterparties (c)	728			728
Total assets	\$ 6,029	\$ 19,927	\$ 5,569	\$ 31,525
Liabilities				
Long-term debt				
On-balance sheet securitization debt (b)	\$	\$	\$ (972)	\$ (972)
Accrued expenses and other liabilities				
Derivative contracts in a payable position				
Interest rate	(208)	(3,222)	(118)	(3,548)
Foreign currency		(312)		(312)
Total derivative contracts in a payable position	(208)	(3,534)	(118)	(3,860)

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Total liabilities	\$ (208)	\$ (3,534)	\$ (1,090)	\$ (4,832)
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- (a) Our investment in one industry did not exceed 23%.
- (b) Carried at fair value due to fair value option elections.
- (c) 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. 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							Fair value at September 30, 2011	Net unrealized gains (losses) included in earnings still held at September 30, 2011
	Fair value at July 1, 2011	Net realized/unrealized gains (losses) included in earnings	included in other comprehensive income	Purchases	Sales	Issuances	Settlements		
<i>(\$ in millions)</i>									
Assets									
Trading securities									
Mortgage-backed residential	\$ 39	\$ (2)(a)	\$	\$	\$	\$	\$ (3)	\$ 34	\$
Investment securities									
Available-for-sale securities									
Debt securities									
Mortgage-backed residential	1							1	
Asset-backed	67		(3)					64	
Total investment securities	68		(3)					65	
Mortgage loans held-for-sale, net (c)	22	(1)(b)		14			(5)	30	(1)(b)
Consumer mortgage finance receivables and loans, net (c)	946	57(b)					(162)	841	4(b)
Mortgage servicing rights	3,701	(1,212)(c)		15		159		2,663	(1,212)(c)
Other assets									
Interests retained in financial asset sales	307	10(d)				2	(22)	297	(6)(d)
Derivative contracts, net									
Interest rate	87	59(e)					(6)	140	115(e)
Foreign currency		2(e)						2	2(e)
Total derivative contracts in a receivable (payable) position, net	87	61					(6)	142	117
Total assets	\$ 5,170	\$ (1,087)	\$ (3)	\$ 29	\$	\$ 161	\$ (198)	\$ 4,072	\$ (1,098)
Liabilities									
Long-term debt									
On-balance sheet securitization debt (c)	\$ (899)	\$ (82)(b)	\$	\$	\$	\$	\$ 150	\$ (831)	\$ (50)(b)
Accrued expenses and other liabilities									

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Loan repurchases liabilities (c)	(19)	1(b)		(14)		4	(28)	1(b)
Total liabilities	\$ (918)	\$ (81)	\$	\$ (14)	\$	\$ 154	\$ (859)	\$ (49)

- (a) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest on trading 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 19 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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	Fair value at July 1, 2010	Level 3 recurring fair value measurements			Fair value at September 30, 2010	Net unrealized gains (losses) included in earnings still held at September 30, 2010
		Net realized/unrealized gain (losses)	included in earnings	included in other comprehensive income		
<i>(\$ in millions)</i>						
Assets						
Trading securities						
Mortgage-backed residential	\$ 46	\$ 3(a)	\$	\$ (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 investment 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)
Derivative contracts, net						
Interest rate contracts in a receivable (payable) position, net	105	212(e)		(195)	122	247(e)
Total assets	\$ 6,043	\$ 853	\$ 1	\$ (410)	\$ 6,487	\$ 679
Liabilities						
Long-term 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)

(a) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest on trading securities in the Condensed Consolidated Statement of Income.

(b)

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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 19 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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(\$ in millions)	Level 3 recurring fair value measurements						Fair value at September 30, 2011	Net unrealized gains (losses) included in earnings still held at September 30, 2011	
	Fair value at January 1, 2011	Net realized/unrealized gains (losses) included in earnings	included in other comprehensive income	Purchases	Sales	Issuances			Settlements
Assets									
Trading securities									
Mortgage-backed residential	\$ 44	\$ 1(a)	\$	\$	\$	\$	\$ (11)	\$ 34	\$ 8 (a)
Asset-backed	94				(94)				
Total trading securities	138	1			(94)		(11)	34	8
Investment securities									
Available-for-sale securities									
Debt securities									
Mortgage-backed residential	1							1	
Asset-backed		20(b)	14	94	(64)			64	
Total investment securities	1	20	14	94	(64)			65	
Mortgage loans held-for-sale, net (c)	4	(1)(c)		37	(1)		(9)	30	(1)(c)
Consumer mortgage finance receivables and loans, net (c)	1,015	231(c)	1				(406)	841	70(c)
Mortgage servicing rights	3,738	(1,327)(d)		31	(266)(e)	487		2,663	(1,327)(d)
Other assets									
Interests retained in financial asset sales	568	167(f)				3	(441)	297	(14)(f)
Derivative contracts, net									
Interest rate	(13)	188(g)					(35)	140	213(g)
Foreign currency		2(g)						2	2(g)
Total derivative contracts in a (payable) receivable position, net	(13)	190					(35)	142	215
Total assets	\$ 5,451	\$ (719)	\$ 15	\$ 162	\$ (425)	\$ 490	\$ (902)	\$ 4,072	\$ (1,049)
Liabilities									
Long-term debt									
On-balance sheet securitization debt (c)	\$ (972)	\$ (249)(c)	\$ 1	\$	\$	\$	\$ 389	\$ (831)	\$ (89)(c)
Accrued expenses and other liabilities									
Loan repurchases liabilities (c)		1(c)		(37)			8	(28)	1(c)
Total liabilities	\$ (972)	\$ (248)	\$ 1	\$ (37)	\$	\$	\$ 397	\$ (859)	\$ (88)

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- (a) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest on trading securities in the Condensed Consolidated Statement of Income.
- (b) The fair value adjustment was reported as other income, net of losses, and the related interest was reported as interest and dividends on available-for-sale investment securities in the Condensed Consolidated Statement of Income.
- (c) 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.
- (d) Fair value adjustment was reported as servicing-asset valuation and hedge activities, net, in the Condensed Consolidated Statement of Income.
- (e) Represents excess mortgage servicing rights transferred to an agency-controlled trust in exchange for trading securities. These securities were then sold instantaneously to third-party investors for \$266 million.
- (f) Reported as other income, net of losses, in the Condensed Consolidated Statement of Income.
- (g) Refer to Note 19 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 earnings still held at	
	Fair value at January 1, 2010	included in earnings	included in comprehensive income	Purchases, issuances, and settlements, net	Fair value at September 30, 2010	September 30, 2010	September 30, 2010
<i>(\$ in millions)</i>							
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 investment 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)
Derivative contracts, net							
Interest rate contracts in a receivable (payable) position, net	103	203(e)		(184)	122		386(e)
Total assets	\$ 6,183	\$ 721	\$	\$ (417)	\$ 6,487	\$	259
Liabilities							
Long-term 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 income, net of losses, and the related interest was reported as interest on trading 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 19 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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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. These items would constitute nonrecurring fair value measures.

The following tables display the assets and liabilities measured at fair value on a nonrecurring basis.

September 30, 2011 (\$ in millions)	Nonrecurring fair value measures				Lower of cost or fair value or valuation reserve allowance	Total loss included in earnings for the three months ended	Total loss included in earnings for the nine months ended
	Level 1	Level 2	Level 3	Total			
Assets							
Mortgage loans held-for-sale (a)	\$	\$	\$ 507	\$ 507	\$ (58)	n/m(b)	n/m(b)
Commercial finance receivables and loans, net (c)							
Automotive			272	272	(33)	n/m(b)	n/m(b)
Mortgage		3	24	27	(5)	n/m(b)	n/m(b)
Other			37	37	(10)	n/m(b)	n/m(b)
Total commercial finance receivables and loans, net		3	333	336	(48)	n/m(b)	n/m(b)
Other assets							
Property and equipment		13		13	n/m(d)	\$	\$ (8)
Repossessed and foreclosed assets (e)		35	29	64	(10)	n/m(b)	n/m(b)
Total assets	\$	\$ 51	\$ 869	\$ 920	\$ (116)	\$	\$ (8)

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 2011. The related valuation allowance represents the cumulative adjustment to fair value of those specific loans.
- (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 2011. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.
- (d) The total gain (loss) included in earnings is the most relevant indicator of the impact on earnings.
- (e) 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, 2010 (\$ in millions)	Nonrecurring fair value measures				Lower of cost or fair value or valuation reserve allowance	Total gains included in earnings for the three months ended	Total gains included in earnings for the nine months ended
	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 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 loans, net		34	525	559	(173)	n/m(b)	n/m(b)
Other assets							
Real estate and other investments (d)		9		9	n/m(e)	\$	\$ 2
Repossessed 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 loans.
- (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 gain included in earnings represents adjustments to the fair value of the portfolio based on actual sales during the three months and nine months ended September 30, 2010.
- (e) The total gain (loss) 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.

Fair Value Option for Financial Assets and Financial Liabilities

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

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On-balance sheet mortgage securitizations 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. The fair value-elected loans are classified as 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 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 long-term debt on the Condensed Consolidated Balance Sheet. Our policy is to separately record interest expense on the fair value-elected debt, which continues to be classified as interest on long-term debt 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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Conforming and government-insured mortgage loans held-for-sale We elected the fair value option for conforming and government-insured 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 conforming and government-insured 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 conforming and government-insured 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 conforming and government-insured 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.

Nongovernment-eligible mortgage loans held-for-sale subject to conditional repurchase options As of January 1, 2011, we elected the fair value option for both nongovernment-eligible mortgage loans held-for-sale subject to conditional repurchase options and the related liability. These conditional repurchase options within our private label securitizations allow us to repurchase a transferred financial 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 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 only when it is in our best interest. We record the asset and the corresponding liability on our balance sheet when the option becomes exercisable. The fair value option election must be made at initial recording. As such, the conditional repurchase option assets and liabilities recorded prior to January 1, 2011, were ineligible for the fair value election.

We carry these fair value-elected optional repurchase loan balance as loans held-for-sale, net, on the Condensed Consolidated Balance Sheet. The fair value adjustment recorded for these loans is classified as other income, net of losses, in the Condensed Consolidated Statement of Income. We carry the fair value-elected corresponding liability as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet. The fair value adjustment recorded for these liabilities are classified as other income, net of losses, in the Condensed Consolidated Statement of Income.

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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 September 30, (\$ in millions)	Changes included in the Condensed Consolidated Statement of Income						Total included in earnings	Change in fair value due to credit risk (a)
	Interest and fees on finance receivables and loans	Interest on loans held-for-sale	Interest		Gain on mortgage loans, net	Other income, net of losses		
			on long-term debt					
2011								
Assets								
Mortgage loans held-for-sale, net	\$	\$ 49(b)	\$	\$ 382	\$	\$	\$ 431	\$ (c)
Consumer mortgage finance receivables and loans, net	48(b)				9		57	(54)(d)
Liabilities								
Long-term debt								
On-balance sheet securitization debt			(29)(e)		(54)		(83)	37(f)
Accrued expenses and other liabilities								
Loan repurchase liabilities					1		1	
Total							\$ 406	
2010								
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								
Long-term debt								
On-balance sheet securitization debt			(81)(e)		(1,037)		(1,118)	(58)(f)
Total							\$ 437	

- (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 agency-eligible loans held-for-sale is assumed to be zero because the loans are either suitable for sale or are covered by a government guarantee. The credit impact for nonagency-eligible loans was quantified by applying internal credit loss assumptions to cash flow models.
- (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 September 30, (\$ in millions)	Changes included in the Condensed Consolidated Statement of Income						Change in fair value due to credit risk (a)
	Interest and fees on finance receivables and loans	Interest on loans held-for-sale	Interest		Other income, net of losses	Total included in earnings	
			on long-term debt	Gain on mortgage loans, net			
2011							
Assets							
Mortgage loans held-for-sale, net	\$	\$ 128(b)	\$	\$ 666	\$	\$ 794	\$ (c)
Consumer mortgage finance receivables and loans, net	154(b)				77	231	(49)(d)
Liabilities							
Long-term debt							
On-balance sheet securitization debt			(89)(e)		(161)	(250)	14(f)
Accrued expenses and other liabilities							
Loan repurchase liabilities					1	1	
Total						\$ 776	
2010							
Assets							
Mortgage loans held-for-sale, net	\$	\$ 153(b)	\$	\$ 777	\$	\$ 930	\$ (c)
Consumer mortgage finance receivables and loans, net	469(b)				1,444	1,913	(36)(d)
Liabilities							
Long-term debt							
On-balance sheet securitization debt			(266)(e)		(1,625)	(1,891)	13(f)
Total						\$ 952	

- (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 agency-eligible loans held-for-sale is assumed to be zero because the loans are either suitable for sale or are covered by a government guarantee. The credit impact for nonagency-eligible loans was quantified by applying internal credit loss assumptions to cash flow models.
- (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.

(\$ in millions)	September 30, 2011		December 31, 2010	
	Unpaid principal balance	Fair value (a)	Unpaid principal balance	Fair value (a)
Assets				
Mortgage loans held-for-sale, net				
Total loans	\$ 3,073	\$ 3,204	\$ 6,354	\$ 6,424
Nonaccrual loans	51	27	3	1
Loans 90+ days past due (b)	50	27		
Consumer mortgage finance receivables and loans, net				
Total loans	2,539	841	2,905	1,015
Nonaccrual loans (c)	526	216	586	260
Loans 90+ days past due (b) (c)	358	162	366	184
Liabilities				
Long-term debt				
On-balance sheet securitization debt	\$ (2,650)	\$ (831)	\$ (2,969)	\$ (972)
Accrued expenses and other liabilities				
Loan repurchase liabilities	(52)	(28)		

(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; therefore, we allocated the fair value of nonaccrual loans and loans 90+ days past due to individual loans based on the unpaid principal balances. 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, 2011, and December 31, 2010.

(\$ in millions)	September 30, 2011		December 31, 2010	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Trading securities	\$ 503	\$ 503	\$ 240	\$ 240
Investment securities	13,981	13,981	14,846	14,846
Loans held-for-sale, net	8,745	8,881	11,411	11,449
Finance receivables and loans, net	107,091	107,506	100,540	99,462
Interests retained in financial asset sales	297	297	568	568
Derivative contracts in a receivable position	8,362	8,362	3,966	3,966
Collateral placed with counterparties (a)	253	253	728	728
Financial liabilities				
Deposit liabilities (b)	\$ 42,196	\$ 42,905	\$ 37,291	\$ 37,546
Short-term borrowings	5,933	5,899	7,508	7,509
Long-term debt (c)	91,137	89,471	87,181	88,996
Derivative contracts in a liability position	7,482	7,482	3,860	3,860
Trading liabilities	74	74		

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

(b) The carrying value and fair value amounts exclude dealer deposits.

(c) Debt includes deferred interest for zero-coupon bonds of \$591 million and \$569 million at September 30, 2011, and December 31, 2010, respectively.

The following describes the methodologies and assumptions used to determine fair value for the significant 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.

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.

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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 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 and brokered 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.

22. Segment and Geographic Information

Operating segments are defined as components of an enterprise that engage in business activity from which revenues are earned and expenses incurred for which discrete financial information is available that is evaluated regularly by our chief operating decision maker in deciding how to allocate resources and in assessing performance.

We report our results of operations on a line-of-business basis through five operating segments – North American Automotive Finance operations, International Automotive Finance operations, Insurance operations, Mortgage Origination and Servicing operations, and Mortgage Legacy Portfolio and Other operations, with the remaining activity reported in Corporate and Other. The operating segments are determined based on the products and services offered and geographic considerations, and reflect the manner in which financial information is currently evaluated by management. The following is a description of each of our reportable operating segments.

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North American Automotive Finance operations Provides automotive financing services to consumers and automotive dealers in the United States and Canada and includes the automotive activities of Ally Bank and ResMor Trust. For consumers, we offer retail automotive financing and leasing for new and used vehicles, and through our commercial automotive financing operations, we fund dealer purchases of new and used vehicles through wholesale or floorplan financing.

International Automotive Finance operations Provides automotive financing and full-service leasing to consumers and dealers outside of the United States and Canada. Our International Automotive Finance operations will focus the majority of new originations in five core international markets: Germany, the United Kingdom, Brazil, Mexico, and China through our joint venture.

Insurance operations Offers consumer and commercial insurance products sold primarily through the dealer channel including vehicle extended service contracts, commercial insurance coverage in the United States and

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internationally (primarily covering dealers' wholesale vehicle inventory), and personal automobile insurance in certain countries outside the United States.

Mortgage Origination and Servicing operations The principal activities include originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States and Canada; servicing residential mortgage loans for ourselves and others; and providing collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We also originate high-quality prime jumbo mortgage loans in the United States. We finance our mortgage loan originations primarily in Ally Bank in the United States and in our trust company, ResMor Trust, in Canada.

Mortgage Legacy Portfolio and Other operations Primarily consists of loans originated prior to January 1, 2009, and includes noncore business activities including discontinued operations, portfolios in runoff, our mortgage reinsurance business, and cash held in the ResCap legal entity. These activities, all of which we have discontinued, included, among other things: lending to real estate developers and homebuilders in the United States and United Kingdom; and purchasing, selling, and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans originated subsequent to January 1, 2009, which are included in our Origination and Servicing operations) in both the United States and internationally.

Corporate and Other consists of our Commercial Finance Group, certain equity investments, the amortization of the discount associated with new debt issuances and bond exchanges, most notably from the December 2008 bond exchange, as well as other corporate activities, the residual impacts of our corporate funds transfer pricing (FTP) and treasury asset liability management activities (ALM), noninterest expenses associated with deposit gathering activities, and reclassifications and eliminations between the reportable operating segments.

We utilize an FTP methodology for the majority of our business operations. The FTP methodology assigns charge rates and credit rates to classes of assets and liabilities based on expected duration and the LIBOR swap curve plus an assumed credit spread. Matching duration allocates interest income and interest expense to these reportable segments so their respective results are insulated from interest rate risk. This methodology is consistent with our ALM practices, which includes managing interest rate risk centrally at a corporate level. The net residual impact of the FTP methodology is included within the results of Corporate and Other.

The information presented in our reportable operating segments and geographic areas tables that follow are based in part on internal allocations, which involve management judgment.

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

Three months ended September 30,	Global Automotive Services			Mortgage (a)			Consolidated (d)
	North American	International	Insurance operations	Origination and Servicing operations	Legacy Portfolio	Corporate and Other (c)	
(\$ in millions)	Automotive Finance operations	Automotive Finance operations (b)			and Other operations		
2011							
Net financing revenue (loss)	\$ 755	\$ 161	\$ 24	\$ (4)	\$ 65	\$ (411)	\$ 590
Other revenue	126	69	459	(58)	(35)	40	601
Total net revenue (loss)	881	230	483	(62)	30	(371)	1,191
Provision for loan losses	25	(2)		(1)	31	(4)	49
Other noninterest expense	305	150	369	250	110	81	1,265
Income (loss) from continuing operations before income tax	\$ 551	\$ 82	\$ 114	\$ (311)	\$ (111)	\$ (448)	\$ (123)
Total assets	\$ 90,532	\$ 15,314	\$ 8,215	\$ 24,731	\$ 10,771	\$ 32,393	\$ 181,956
2010							
Net financing revenue (loss)	\$ 800	\$ 174	\$ 22	\$ 5	\$ 142	\$ (553)	\$ 590
Other revenue	144	76	545	609	49	34	1,457
Total net revenue (loss)	944	250	567	614	191	(519)	2,047
Provision for loan losses	60	(5)		5	17	(68)	9
Other noninterest expense	333	181	453	184	445	117	1,713
Income (loss) from continuing operations before income tax	\$ 551	\$ 74	\$ 114	\$ 425	\$ (271)	\$ (568)	\$ 325
Total assets	\$ 77,295	\$ 17,500	\$ 8,796	\$ 25,381	\$ 15,582	\$ 28,637	\$ 173,191

(a) Represents the ResCap legal entity and the mortgage activities of Ally Bank and ResMor Trust.

(b) Amounts include intrasegment eliminations between our North American Automotive Finance operations, International Automotive Finance operations, and Insurance operations.

(c) Total assets for the Commercial Finance Group were \$1.3 billion and \$1.9 billion at September 30, 2011 and 2010, respectively.

(d) Net financing revenue (loss) after the provision for loan losses totaled \$541 million and \$581 million for the three months ended September 30, 2011 and 2010, respectively.

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Nine months ended September 30, (\$ in millions)	Global Automotive Services			Mortgage (a)			Consolidated (d)
	North		Insurance operations	Legacy			
	American	International		Portfolio			
	Automotive Finance operations	Automotive Finance operations (b)		Origination and Servicing operations	and Other operations	Corporate and Other (c)	
2011							
Net financing revenue (loss)	\$ 2,451	\$ 508	\$ 69	\$ (52)	\$ 221	\$ (1,359)	\$ 1,838
Other revenue (loss)	349	209	1,450	615	(8)	172	2,787
Total net revenue (loss)	2,800	717	1,519	563	213	(1,187)	4,625
Provision for loan losses	126	42		1	114	(70)	213
Other noninterest expense	1,046	482	1,198	753	423	339	4,241
Income (loss) from continuing operations before income tax	\$ 1,628	\$ 193	\$ 321	\$ (191)	\$ (324)	\$ (1,456)	\$ 171
Total assets	\$ 90,532	\$ 15,314	\$ 8,215	\$ 24,731	\$ 10,771	\$ 32,393	\$ 181,956
2010							
Net financing revenue (loss)	\$ 2,523	\$ 525	\$ 75	\$ (24)	\$ 507	\$ (1,555)	\$ 2,051
Other revenue	533	253	1,686	1,414	144	(87)	3,943
Total net revenue (loss)	3,056	778	1,761	1,390	651	(1,642)	5,994
Provision for loan losses	267	25		(29)	150	(42)	371
Other noninterest expense	1,034	537	1,356	674	706	369	4,676
Income (loss) from continuing operations before income tax	\$ 1,755	\$ 216	\$ 405	\$ 745	\$ (205)	\$ (1,969)	\$ 947
Total assets	\$ 77,295	\$ 17,500	\$ 8,796	\$ 25,381	\$ 15,582	\$ 28,637	\$ 173,191

(a) Represents the ResCap legal entity and the mortgage activities of Ally Bank and ResMor Trust.

(b) Amounts include intrasegment eliminations between our North American Automotive Finance operations, International Automotive Finance operations, and Insurance operations.

(c) Total assets for the Commercial Finance Group were \$1.3 billion and \$1.9 billion at September 30, 2011 and 2010, respectively.

(d) Net financing revenue (loss) after the provision for loan losses totaled \$1.6 billion and \$1.7 billion for the nine months ended September 30, 2011 and 2010, respectively.

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Information concerning principal geographic areas was as follows.

Three months ended September 30, (\$ in millions)	Revenue (a)	Income (loss) from continuing operations before income tax expense (b)	Net income (loss) (b)
2011			
Canada	\$ 217	\$ 124	\$ 78
Europe (c)	144	72	55
Latin America	212	42	30
Asia-Pacific	1		(10)
Total foreign	574	238	153
Total domestic (d)	617	(361)	(363)
Total	\$ 1,191	\$ (123)	\$ (210)
2010			
Canada	\$ 244	\$ 133	\$ 108
Europe (c)	268	130	147
Latin America	216	34	28
Asia-Pacific	1	1	2
Total foreign	729	298	285
Total domestic (d)	1,318	27	(16)
Total	\$ 2,047	\$ 325	\$ 269

(a) Revenue consists of net financing revenue and total other revenue as presented in our Condensed Consolidated Statement of Income.

(b) The domestic amounts include original discount amortization of \$228 million and \$312 million for the three months ended September 30, 2011 and 2010, respectively.

(c) Amounts include eliminations between our foreign operations.

(d) Amounts include eliminations between our domestic and foreign operations.

Nine months ended September 30, (\$ in millions)	Revenue (a)	Income (loss) from continuing operations	Net income (loss) (b)
--	-------------	--	--------------------------

		operations	
		before income tax expense (b)	
2011			
Canada	\$ 654	\$ 335	\$ 353
Europe (c)	462	194	153
Latin America	700	188	124
Asia-Pacific	1		(11)
Total foreign	1,817	717	619
Total domestic (d)	2,808	(546)	(570)
Total	\$ 4,625	\$ 171	\$ 49
2010			
Canada	\$ 610	\$ 270	\$ 225
Europe (c)	601	157	182
Latin America	636	124	115
Asia-Pacific	3	6	(45)
Total foreign	1,850	557	477
Total domestic (d)	4,144	390	519
Total	\$ 5,994	\$ 947	\$ 996

- (a) Revenue consists of net financing revenue and total other revenue as presented in our Condensed Consolidated Statement of Income.
- (b) The domestic amounts include original discount amortization of \$784 million and \$901 million for the nine months ended September 30, 2011 and 2010, respectively.
- (c) Amounts include eliminations between our foreign operations.
- (d) Amounts include eliminations between our domestic and foreign operations.

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ALLY FINANCIAL INC.
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23. Parent and Guarantor Consolidating Financial Statements

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 Corporation. 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.

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Condensed Consolidating Statement of Income

Three months ended September 30, 2011 (\$ in millions)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Financing revenue and other interest income					
Interest and fees on finance receivables and loans	\$ 297	\$ 7	\$ 1,381	\$ (3)	\$ 1,682
Interest and fees on finance receivables and loans intercompany	61	6	7	(74)	
Interest on loans held-for-sale			113		113
Interest on trading securities			4		4
Interest and dividends on available-for-sale investment securities			103		103
Interest-bearing cash	1		13		14
Operating leases	48		501		549
Total financing revenue and other interest income	407	13	2,122	(77)	2,465
Interest expense					
Interest on deposits	17		167		184
Interest on short-term borrowings	15	1	82		98
Interest on long-term debt	843	3	451		1,297
Interest on intercompany debt	(4)	7	74	(77)	
Total interest expense	871	11	774	(77)	1,579
Depreciation expense on operating lease assets	18		278		296
Net financing (loss) revenue	(482)	2	1,070		590
Dividends from subsidiary Nonbank subsidiaries	696			(696)	
Other revenue					
Servicing fees	69		282		351
Servicing asset valuation and hedge activities, net			(471)		(471)
Total servicing income, net	69		(189)		(120)
Insurance premiums and service revenue earned			422		422
Gain on mortgage and automotive loans, net			83		83
Other gain on investments, net			75		75
Other income, net of losses	(79)		380	(160)	141
Total other revenue	(10)		771	(160)	601
Total net revenue	204	2	1,841	(856)	1,191
Provision for loan losses	40		9		49
Noninterest expense					
Compensation and benefits expense	95	3	205		303
Insurance losses and loss adjustment expenses			190		190
Other operating expenses	141	1	789	(159)	772

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Total noninterest expense	236	4	1,184	(159)	1,265
(Loss) income from continuing operations before income tax (benefit) expense and undistributed income (loss) of subsidiaries	(72)	(2)	648	(697)	(123)
Income tax (benefit) expense from continuing operations	(146)	(2)	235		87
Net (loss) income from continuing operations	74		413	(697)	(210)
(Loss) income from discontinued operations, net of tax	(2)		2		
Undistributed income (loss) of subsidiaries					
Bank subsidiary	366	366		(732)	
Nonbank subsidiaries	(648)	78		570	
Net (loss) income	\$ (210)	\$ 444	\$ 415	\$ (859)	\$ (210)

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Three months ended September 30, 2010 (<i>\$ in millions</i>)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Financing revenue and other interest income					
Interest and fees on finance receivables and loans	\$ 211	\$ 6	\$ 1,439	\$	\$ 1,656
Interest and fees on finance receivables and loans intercompany	107	1	1	(109)	
Interest on loans held-for-sale	7		146		153
Interest on trading securities			5		5
Interest and dividends on available-for-sale investment securities			86		86
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	2,254	(187)	2,777
Interest expense					
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	1,107	(82)	590
Dividends from subsidiaries					
Nonbank subsidiaries	129			(129)	
Other revenue					
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			100		100
Other income, net of losses	(2)		327	(139)	186
Total other revenue	119		1,478	(140)	1,457
Total net revenue	(190)	3	2,585	(351)	2,047
Provision for loan losses	(165)		174		9
Noninterest expense					
Compensation and benefits expense	190	1	201		392
Insurance losses and loss adjustment expenses			229		229
Other operating expenses	160	7	1,100	(175)	1,092
Total noninterest expense	350	8	1,530	(175)	1,713
(Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries	(375)	(5)	881	(176)	325

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Income tax (benefit) expense from continuing operations	(98)		146		48
Net (loss) income from continuing operations	(277)	(5)	735	(176)	277
Income (loss) from discontinued operations, net of tax	34		(42)		(8)
Undistributed income of subsidiaries					
Bank subsidiary	253	253		(506)	
Nonbank subsidiaries	259	97		(356)	
Net income (loss)	\$ 269	\$ 345	\$ 693	\$ (1,038)	\$ 269

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Nine months ended September 30, 2011 (\$ in millions)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Financing revenue and other interest income					
Interest and fees on finance receivables and loans	\$ 818	\$ 21	\$ 4,149	\$ (7)	\$ 4,981
Interest and fees on finance receivables and loans intercompany	235	17	19	(271)	
Interest on loans held-for-sale			319		319
Interest on trading securities			10		10
Interest and dividends on available-for-sale investment securities	3		312		315
Interest-bearing cash	5		36		41
Operating leases	663		1,186		1,849
Total financing revenue and other interest income	1,724	38	6,031	(278)	7,515
Interest expense					
Interest on deposits	48		483		531
Interest on short-term borrowings	41	2	289		332
Interest on long-term debt	2,746	8	1,287		4,041
Interest on intercompany debt	(12)	20	270	(278)	
Total interest expense	2,823	30	2,329	(278)	4,904
Depreciation expense on operating lease assets	218		555		773
Net financing (loss) revenue	(1,317)	8	3,147		1,838
Dividends from subsidiary					
Nonbank subsidiaries	1,207			(1,207)	
Other revenue					
Servicing fees	208		867		1,075
Servicing asset valuation and hedge activities, net			(663)		(663)
Total servicing income, net	208		204		412
Insurance premiums and service revenue earned			1,288		1,288
Gain on mortgage and automotive loans, net	20		270		290
Loss on extinguishment of debt	(64)				(64)
Other gain on investments, net	9		242		251
Other income, net of losses	(124)	1	1,196	(463)	610
Total other revenue	49	1	3,200	(463)	2,787
Total net revenue	(61)	9	6,347	(1,670)	4,625
Provision for loan losses	118		95		213
Noninterest expense					
Compensation and benefits expense	485	8	668		1,161
Insurance losses and loss adjustment expenses			620		620
Other operating expenses	376	3	2,543	(462)	2,460
Total noninterest expense	861	11	3,831	(462)	4,241
(Loss) income from continuing operations before income tax (benefit) expense and undistributed income (loss) of subsidiaries	(1,040)	(2)	2,421	(1,208)	171
Income tax (benefit) expense from continuing operations	(435)	3	533		101

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Net (loss) income from continuing operations	(605)	(5)	1,888	(1,208)	70
Loss from discontinued operations, net of tax	(12)		(9)		(21)
Undistributed income (loss) of subsidiaries					
Bank subsidiary	862	862		(1,724)	
Nonbank subsidiaries	(196)	391		(195)	
Net income (loss)	\$ 49	\$ 1,248	\$ 1,879	\$ (3,127)	\$ 49

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Nine months ended September 30, 2010 (\$ in millions)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Financing revenue and other interest income					
Interest and fees on finance receivables and loans	\$ 702	\$ 20	\$ 4,169	\$	\$ 4,891
Interest and fees on finance receivables and loans intercompany	421	2	1	(424)	
Interest on loans held-for-sale	74		450		524
Interest on trading securities			12		12
Interest and dividends on available-for-sale investment securities			277	(2)	275
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	7,206	(546)	8,785
Interest expense					
Interest on deposits	36		449		485
Interest on short-term borrowings	31		289		320
Interest on long-term debt	2,806	12	1,475		4,293
Interest on intercompany debt	(16)	2	447	(433)	
Total interest expense	2,857	14	2,660	(433)	5,098
Depreciation expense on operating lease assets	292		1,344		1,636
Net financing (loss) revenue	(1,046)	8	3,202	(113)	2,051
Dividends from subsidiaries					
Nonbank subsidiaries	145	1		(146)	
Other revenue					
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			356	(1)	355
Other income, net of losses	(66)	1	922	(416)	441
Total other revenue	171	1	4,189	(418)	3,943
Total net revenue	(730)	10	7,391	(677)	5,994
Provision for loan losses	(213)	(1)	585		371
Noninterest expense					
Compensation and benefits expense	569	8	629		1,206
Insurance losses and loss adjustment expenses			664		664
Other operating expenses	483	20	2,755	(452)	2,806
Total noninterest expense	1,052	28	4,048	(452)	4,676
(Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries	(1,569)	(17)	2,758	(225)	947

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Income tax (benefit) expense from continuing operations	(411)		528		117
Net (loss) income from continuing operations	(1,158)	(17)	2,230	(225)	830
Income from discontinued operations, net of tax	114		52		166
Undistributed income of subsidiaries					
Bank subsidiary	602	602		(1,204)	
Nonbank subsidiaries	1,438	234		(1,672)	
Net income (loss)	\$ 996	\$ 819	\$ 2,282	\$ (3,101)	\$ 996

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Condensed Consolidating Balance Sheet

September 30, 2011 (\$ in millions)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Assets					
Cash and cash equivalents					
Noninterest-bearing	\$ 1,221	\$	\$ 296	\$	\$ 1,517
Interest-bearing	7,703	12	7,170		14,885
Interest-bearing intercompany			763	(763)	
Total cash and cash equivalents	8,924	12	8,229	(763)	16,402
Trading securities			503		503
Investment securities			13,981		13,981
Loans held-for-sale, net	464		8,281		8,745
Finance receivables and loans, net					
Finance receivables and loans, net	16,661	368	91,683		108,712
Intercompany loans to					
Bank subsidiary	2,200			(2,200)	
Nonbank subsidiaries	6,686	374	438	(7,498)	
Allowance for loan losses	(324)	(1)	(1,296)		(1,621)
Total finance receivables and loans, net	25,223	741	90,825	(9,698)	107,091
Investment in operating leases, net	834		8,218		9,052
Intercompany receivables from					
Bank subsidiary	237			(237)	
Nonbank subsidiaries	1,070	2	1,235	(2,307)	
Investment in subsidiaries					
Bank subsidiary	12,725	12,725		(25,450)	
Nonbank subsidiaries	16,112	3,635		(19,747)	
Mortgage servicing rights			2,663		2,663
Premiums receivable and other insurance assets	(7)		2,036	(3)	2,026
Other assets	2,702	2	19,459	(670)	21,493
Total assets	\$ 68,284	\$ 17,117	\$ 155,430	\$ (58,875)	\$ 181,956
Liabilities					
Deposit liabilities					
Noninterest-bearing	\$	\$	\$ 2,704	\$	\$ 2,704
Interest-bearing	1,824		39,798		41,622
Total deposit liabilities	1,824		42,502		44,326
Short-term borrowings	2,649	124	3,160		5,933
Long-term debt	40,399	177	49,970		90,546
Intercompany debt to					
Nonbank subsidiaries	763	438	9,260	(10,461)	

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Intercompany payables to					
Bank subsidiaries	7			(7)	
Nonbank subsidiaries	1,064	1	1,472	(2,537)	
Interest payable	1,103	3	606		1,712
Unearned insurance premiums and service revenue			2,757		2,757
Reserves for insurance losses and loss adjustment expenses			690		690
Accrued expenses and other liabilities	743	10	16,180	(673)	16,260
Total liabilities	48,552	753	126,597	(13,678)	162,224
Total equity	19,732	16,364	28,833	(45,197)	19,732
Total liabilities and equity	\$ 68,284	\$ 17,117	\$ 155,430	\$ (58,875)	\$ 181,956

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December 31, 2010 (<i>\$ in millions</i>)	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Assets					
Cash and cash equivalents					
Noninterest-bearing	\$ 1,251	\$	\$ 463	\$	\$ 1,714
Interest-bearing	3,414	1	6,541		9,956
Interest-bearing intercompany			504	(504)	
Total cash and cash equivalents	4,665	1	7,508	(504)	11,670
Trading securities			240		240
Investment securities	1,488		13,358		14,846
Investment securities intercompany	2			(2)	
Loans held-for-sale, net			11,411		11,411
Finance receivables and loans, net					
Finance receivables and loans, net	10,047	425	91,941		102,413
Intercompany loans to					
Bank subsidiary	3,650			(3,650)	
Nonbank subsidiaries	9,461	367	463	(10,291)	
Allowance for loan losses	(266)	(1)	(1,606)		(1,873)
Total finance receivables and loans, net	22,892	791	90,798	(13,941)	100,540
Investment in operating leases, net	3,864		5,264		9,128
Intercompany receivables from					
Bank subsidiary	5,930			(5,930)	
Nonbank subsidiaries		213		(213)	
Investment in subsidiaries					
Bank subsidiary	10,886	10,886		(21,772)	
Nonbank subsidiaries	23,632	3,123		(26,755)	
Mortgage servicing rights			3,738		3,738
Premiums receivable and other insurance assets			2,190	(9)	2,181
Other assets	2,752	3	16,389	(890)	18,254
Total assets	\$ 76,111	\$ 15,017	\$ 150,896	\$ (70,016)	\$ 172,008
Liabilities					
Deposit liabilities					
Noninterest-bearing	\$	\$	\$ 2,131	\$	\$ 2,131
Interest-bearing	1,459		35,458		36,917
Total deposit liabilities	1,459		37,589		39,048
Short-term borrowings	2,519	89	4,900		7,508
Long-term debt	43,897	239	42,476		86,612
Intercompany debt to					
Nonbank subsidiaries	504	462	13,481	(14,447)	
Intercompany payables to					
Nonbank subsidiaries	4,466		1,716	(6,182)	
Interest payable	1,229	3	597		1,829

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Unearned insurance premiums and service revenue			2,854		2,854
Reserves for insurance losses and loss adjustment expenses			862		862
Accrued expenses and other liabilities	1,548	1	12,117	(860)	12,806
Total liabilities	55,622	794	116,592	(21,489)	151,519
Total equity	20,489	14,223	34,304	(48,527)	20,489
Total liabilities and equity	\$ 76,111	\$ 15,017	\$ 150,896	\$ (70,016)	\$ 172,008

Table of Contents**ALLY FINANCIAL INC.****NOTES TO CONDENSED****CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Condensed Consolidating Statement of Cash Flows****Nine months ended September 30, 2011**

<i>(\$ in millions)</i>	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Operating activities					
Net cash provided by (used in) operating activities	\$ 2,767	\$ 220	\$ 4,002	\$ (1,208)	\$ 5,781
Investing activities					
Purchases of available-for-sale securities			(15,020)		(15,020)
Proceeds from sales of available-for-sale securities	1,494		10,599		12,093
Proceeds from maturities of available-for-sale securities	1		3,724		3,725
Net (increase) decrease in finance receivables and loans	(3,030)	57	(7,732)		(10,705)
Proceeds from sales of finance receivables and loans	1,346		1,522		2,868
Net decrease (increase) in loans intercompany	4,225	(7)	25	(4,243)	
Net decrease (increase) in operating lease assets	3,028		(3,498)		(470)
Capital contributions to subsidiaries	(1,339)	(855)		2,194	
Returns of contributed capital	1,072			(1,072)	
Proceeds from sale of business units, net			50		50
Other, net	(251)		884		633
Net cash provided by (used in) investing activities	6,546	(805)	(9,446)	(3,121)	(6,826)
Financing activities					
Net change in short-term borrowings third party	129	36	(1,428)		(1,263)
Net increase in bank deposits			4,454		4,454
Proceeds from issuance of long-term debt third party	3,228	70	33,602		36,900
Repayments of long-term debt third party	(8,415)	(133)	(26,028)		(34,576)
Net change in debt intercompany	260	(25)	(4,218)	3,983	
Dividends paid third party	(619)				(619)
Dividends paid and returns of contributed capital intercompany		(207)	(2,073)	2,280	
Capital contributions from parent		855	1,339	(2,194)	
Other, net	363		599		962
Net cash (used in) provided by financing activities	(5,054)	596	6,247	4,069	5,858
Effect of exchange-rate changes on cash and cash equivalents			(45)		(45)
Net increase (decrease) in cash and cash equivalents	4,259	11	758	(260)	4,768
Adjustment for change in cash and cash equivalents of operations held-for-sale			(36)		(36)
Cash and cash equivalents at beginning of year	4,665	1	7,508	(504)	11,670
Cash and cash equivalents at September 30	\$ 8,924	\$ 12	\$ 8,230	\$ (764)	\$ 16,402

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Nine months ended September 30, 2010

Ally

<i>(\$ in millions)</i>	Parent	Guarantors	Nonguarantors	Consolidating adjustments	Ally consolidated
Operating activities					
Net cash provided by (used in) operating activities	\$ 3,661	\$ 22	\$ 8,004	\$ (147)	\$ 11,540
Investing activities					
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	(8,659)		(12,422)
Proceeds from sales of finance receivables and loans	5		2,549		2,554
Net decrease in loans intercompany	6,087	49	81	(6,217)	
Net (increase) decrease in operating lease assets	(2,575)		6,889		4,314
Capital contributions to subsidiaries	(737)	(612)		1,349	
Returns of contributed capital	518			(518)	
Proceeds from sale of business units, net	59		(390)		(331)
Other, net	144		1,014		1,158
Net cash (used in) provided by investing activities	(83)	(392)	2,452	(5,580)	(3,603)
Financing activities					
Net change in short-term borrowings 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
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

24. Contingencies and Other Risks

Mortgage Foreclosure Matters

Representatives of federal and state governments, including the United States Department of Justice, the Board of Governors of the Federal Reserve System (the FRB), the FDIC, the SEC, and law enforcement authorities in all 50 states, are currently investigating the procedures followed by mortgage servicing companies and banks, including subsidiaries of Ally, in connection with mortgage foreclosure home sales and evictions. While the results of these investigations are uncertain, we expect that Ally or its subsidiaries will become subject to penalties, sanctions, or other adverse actions, including monetary fines, which could be substantial and have a material adverse impact on our results of operations, financial position or cash flows. While we believe that a monetary fine is probable, we are not able to provide an estimate based on information currently available, nor are we able to estimate a range of reasonably possible losses.

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As a result of an examination conducted by the FRB and FDIC, on April 13, 2011, each of Ally, Ally Bank, Residential Capital, LLC and GMAC Mortgage, LLC (collectively, the Ally Entities) entered into a Consent Order (the Order) with the FRB and the FDIC. The Order requires the Ally Entities to make improvements to various aspects of Ally's residential mortgage loan servicing business, including compliance programs, internal audit, communications with borrowers, vendor management, management information systems, employee training, and oversight by the boards of the Ally Entities.

The Order further requires the Ally Entities to retain independent consultants to conduct a risk assessment related to mortgage servicing activities and, separately, to conduct a review of certain past residential mortgage foreclosure actions. We cannot estimate the ultimate impact of any deficiencies that have been or may be identified in our historical foreclosure procedures. There are potential risks related to these matters that extend beyond potential liability on individual foreclosure actions. Specific risks could include, for example, claims and litigation related to foreclosure remediation and resubmission; claims from investors that hold securities that become adversely impacted by continued delays in the foreclosure process; the reduction in foreclosure proceeds due to delay, or by challenges to completed foreclosure sales to the extent, if any, not covered by title insurance obtained in connection with such sales; actions by courts, state attorneys general, or regulators to delay further the foreclosure process after submission of corrected affidavits, or to facilitate claims by borrowers alleging that they were harmed by our foreclosure practices (by, for example, foreclosing without offering an appropriate range of alternative home preservation options); regulatory fines, sanctions, and other additional costs; and reputational risks. To date we have borne all out-of-pocket costs associated with the remediation rather than passing any such costs through to investors for whom we service the related mortgages, and we expect that we will continue to do so.

At September 30, 2011, we had a liability of approximately \$9 million related to potential monetary fines and penalties in connection with existing contractual obligations with certain counterparties, as we have determined that such losses were probable and estimable.

Loan Repurchases and Obligations Related to Loan Sales

Overview

Certain mortgage companies (the Mortgage Companies) within our Mortgage operations sell loans that take the form of securitizations guaranteed by the GSEs, securitizations to private investors, and to whole-loan investors. In connection with a portion of our private-label securitizations, the monolines insured all or some of the related bonds and guaranteed timely repayment of bond principal and interest when the issuer defaults. In connection with securitizations and loan sales, investors are provided various representations and warranties related to the loans sold. The specific representations and warranties vary among different transactions and investors but typically relate to, among other things, the ownership of the loan, the validity of the lien securing the loan, the loan's compliance with the criteria for inclusion in the transaction, including compliance with underwriting standards or loan criteria established by the buyer, the ability to deliver required documentation and compliance with applicable laws. In general, the representations and warranties described above may be enforced against the applicable Mortgage Companies at any time unless a sunset provision is in place. Upon discovery of a breach of a representation or warranty, the breach is corrected in a manner conforming to the provisions of the sale agreement. This may require the applicable Mortgage Companies to repurchase the loan, indemnify the investor for incurred losses, or otherwise make the investor whole. We have entered into settlement agreements with both Fannie Mae and Freddie Mac that, subject to certain exclusions, limit our remaining exposure with the GSEs. See *Government-sponsored Enterprises* below. ResCap assumes all of the customary mortgage representation and warranty obligations for loans purchased from Ally Bank and subsequently sold into the secondary market, generally through securitizations guaranteed by the GSEs. In the event ResCap fails to meet these obligations, Ally Financial Inc. has provided Ally Bank a guaranteed coverage of liability.

Originations

We believe the exposure of the applicable Mortgage Companies to mortgage representation and warranty claims is most significant for loans originated and sold between 2004 through 2008, specifically the 2006 and 2007 vintages that were originated and sold prior to enhanced underwriting standards and risk-mitigation actions implemented in 2008 and forward. Since 2009, we have focused primarily on originating domestic prime conforming and government-insured mortgages. In addition, we ceased offering interest-only jumbo mortgages in 2010. Our representation and warranty risk-mitigation strategies include, but are not limited to, pursuing settlements with investors where economically

beneficial in order to resolve

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a pipeline of demands in lieu of loan-by-loan assessments that could result in us repurchasing loans, aggressively contesting claims we do not consider valid (rescinding claims), or seeking recourse against correspondent lenders from whom we purchased loans wherever appropriate.

Repurchase Process

After receiving a claim under representation and warranty obligations, the applicable Mortgage Companies will review the claim to determine the appropriate response (e.g. appeal, provide additional information, repurchase the loan, or remit make-whole payment) and take appropriate action. Historically, repurchase demands were related to loans that became delinquent within the first few years following origination and varied by investor. As a result of market developments over the past several years, repurchase demand behavior has changed significantly. GSEs are more likely to submit claims for loans at any point in their life cycle. Investors are more likely to submit claims for loans that become delinquent at any time while a loan is outstanding or when a loan incurs a loss. Representation and warranty claims are generally reviewed on a loan-by-loan basis to validate if there has been a breach requiring a potential repurchase or indemnification payment. The applicable Mortgage Companies actively contest claims to the extent they are not considered valid. The applicable Mortgage Companies are not required to repurchase a loan or provide an indemnification payment where claims are not valid.

The risk of repurchase or indemnification and the associated credit exposure is managed through underwriting and quality assurance practices and by servicing mortgage loans to meet investor standards. We believe that, in general, the longer a loan performs prior to default the less likely it is that an alleged breach of representation and warranty will be found to have a material and adverse impact on the loan's performance. When loans are repurchased, the applicable Mortgage Companies bear the related credit loss on the loans. Repurchased loans are classified as held-for-sale and initially recorded at fair value.

The following table presents the total number and original unpaid principal balance of loans related to unresolved representation and warranty demands (indemnification claims or repurchase demands). The table includes demands that we have requested be rescinded but which have not been agreed to by the investor.

	September 30, 2011		December 31, 2010	
	Number	Dollar amount	Number	Dollar amount
	of loans	of loans	of loans	of loans
(\$ in millions)				
GSEs	449	\$ 96	833	\$ 170(a)
Monolines	12,595	909	8,206	661
Whole-loan/other	481	85	392	88
Total number of loans and unpaid principal balance	13,525	\$ 1,090	9,431	\$ 919

(a) This amount is gross of any loans that would be removed due to the Fannie Mae settlement. At December 31, 2010, \$48 million of outstanding claims were covered under the Fannie Mae settlement agreement.

Certain of our Mortgage Companies are currently in litigation with MBIA Insurance Corp. (MBIA) with respect to certain of their private-label securitizations. The table above includes unresolved monoline repurchase demands of \$463 million of original unpaid principal balance with MBIA at September 30, 2011, which were received prior to commencement of these proceedings by MBIA. Historically we have requested that most of the repurchase demands presented to us by MBIA be rescinded, consistent with the repurchase process described above. As the litigation progresses, we expect to receive additional repurchase demands from MBIA. We also expect to receive additional repurchase demands from other monolines. In addition, third-party investors may also bring contractual representation and warranties claims against us.

Representation and Warranty Obligation Reserve Methodology

The liability for representation and warranty obligations reflects management's best estimate of probable lifetime losses at the applicable Mortgage Companies. We consider historical and recent demand trends in establishing the reserve. The methodology used to estimate the reserve considers a variety of assumptions including borrower performance (both actual and estimated future defaults), repurchase demand behavior, historical loan defect experience, historical mortgage insurance rescission experience, and historical and estimated future loss experience, which includes projections of future home price

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changes as well as other qualitative factors including investor behavior. In cases where we do not have or have limited current or historical demand experience with an investor, it is difficult to predict and estimate the level and timing of any potential future demands. In such cases, we may not be able to reasonably estimate losses, 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 and experience with counterparties.

At the time a loan is sold, an estimate of the fair value of the liability is recorded and classified in accrued expenses and other liabilities on our 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 liability when additional relevant information becomes available. Changes in the liability are recorded as other operating expenses in our Condensed Consolidated Statement of Income. The repurchase reserve at September 30, 2011, relates primarily to non-GSE exposure.

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

Three months ended September 30, (<i>\$ in millions</i>)	2011	2010
Balance at July 1,	\$ 829	\$ 855
Provision for mortgage representation and warranty expenses		
Loan sales	5	8
Change in estimate continuing operations	70	344
Total additions	75	352
Realized losses (a)	(78)	(84)
Recoveries	3	5
Balance at September 30,	\$ 829	\$ 1,128

(a) Includes principal losses and accrued interest on repurchased loans, indemnification payments, and settlements with counterparties.

Nine months ended September 30, (<i>\$ in millions</i>)	2011	2010
Balance at January 1,	\$ 830	\$ 1,263
Provision for mortgage representation and warranty expenses		
Loan sales	16	31
Change in estimate continuing operations	280	490
Total additions	296	521
Realized losses (a)	(306)	(668)
Recoveries	9	12
Balance at September 30,	\$ 829	\$ 1,128

(a) Includes principal losses and accrued interest on repurchased loans, indemnification payments, and settlements with counterparties.

Government-sponsored Enterprises

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Between 2004 and 2008, the applicable Mortgage Companies sold \$250.8 billion of loans to the GSEs. Each GSE has specific guidelines and criteria for sellers and servicers of loans underlying their securities. In addition, the risk of credit loss of the loan sold was generally transferred to investors upon sale of the securities into the secondary market. Conventional conforming loans were sold to either Freddie Mac or Fannie Mae, and government-insured loans were securitized with Ginnie Mae. For the nine months ended September 30, 2011, the applicable Mortgage Companies received repurchase claims relating to \$351 million of original unpaid principal balance of which \$218 million are associated with the 2004 through 2008 vintages. The remaining \$133 million in repurchase claims relate to post-2008 vintages. During the nine months ended September 30, 2011, the applicable Mortgage Companies resolved claims with respect to \$425 million of original unpaid principal balance, including settlement, repurchase, or indemnification payments related to \$267 million of original unpaid principal balance, and rescinded claims related to \$158 million of original unpaid principal balance. The applicable Mortgage Companies' representation and warranty obligation liability with respect to the GSEs considers the existing unresolved claims.

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and our best estimate of future claims we might receive. The Mortgage Companies consider its experiences with the GSE in evaluating its liability. During 2010, we reached agreements with Freddie Mac and Fannie Mae that, subject to certain exclusions, limits the remaining exposure of the applicable Mortgage Companies to each counterparty.

In March 2010, certain of our Mortgage Companies 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 most of the mortgage loans sold to Freddie Mac prior to January 1, 2009. This agreement does not release obligations of the applicable Mortgage Companies with respect to exposure for private-label mortgage-backed securities in which Freddie Mac had previously invested, loans where Ally Bank is the owner of the servicing, as well as defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations we have with Freddie Mac, including all indemnification obligations that may arise in connection with the servicing of the mortgages. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$10.9 billion. From January 1, 2009 through September 30, 2011, the amount of losses we have taken on loans that we have repurchased relating to defects where Ally Bank was the owner of the servicing was \$95 million. From April 1, 2010 through September 30, 2011, the amount of losses we have taken on loans that we have repurchased relating to defects in the other specified categories was \$18 million. These other specified categories include (i) loans subject to certain state predatory lending and similar laws; (ii) groups of 25 or more mortgage loans purchased, originated, or serviced by one of our mortgage subsidiaries, the purchase, origination, or sale of which all involve a common actor who committed fraud; (iii) non-loan-level representations and warranties which refer to representations and warranties that do not relate to specific mortgage loans (examples of such non-loan-level representations and warranties include the requirement that our mortgage subsidiaries meet certain standards to be eligible to sell or service loans for Freddie Mac or our mortgage subsidiaries sold or serviced loans for market participants that were not acceptable to Freddie Mac); and (iv) mortgage loans that are ineligible for purchase by Freddie Mac under its charter and other applicable documents. If, however, a mortgage loan was ineligible under Freddie Mac's charter solely because mortgage insurance was rescinded (rather than for example, because the mortgage loan is secured by a commercial property), and Freddie Mac required our mortgage subsidiary to repurchase that loan because of the ineligibility, Freddie Mac would pay our mortgage subsidiary any net loss we suffered on any later liquidation of that mortgage loan.

Certain of our Mortgage Companies received subpoenas in July 2010 from the Federal Housing Finance Agency (the FHFA), which is the conservator of Fannie Mae and Freddie Mac. The subpoenas relating to Fannie Mae investments have been withdrawn with prejudice. The FHFA indicated that documents provided in response to the remaining subpoenas will enable the FHFA to determine whether they believe issuers of private-label MBS are potentially liable to Freddie Mac for losses they might have incurred. Although Freddie Mac has not brought any representation and warranty claims against us with respect to private label securities subsequent to the settlement, they may well do so in the future. FHFA has commenced securities and related common law fraud litigation with respect to certain of Freddie Mac's private label securities investments. Refer to Item 1. Legal Proceedings for Additional Information.

On December 23, 2010, certain of our mortgage subsidiaries entered into an agreement with Fannie Mae under which we made a one-time payment to Fannie Mae for the release of repurchase obligations related to most of the mortgage loans we sold to Fannie Mae prior to June 30, 2010. The agreement also covers potential exposure for private-label mortgage-backed securities in which Fannie Mae had previously invested. This agreement does not release the obligations of the applicable Mortgage Companies with respect to loans where Ally Bank is the owner of the servicing, as well as for defects in certain other specified categories of loans. Further, the applicable Mortgage Companies continue to be responsible for other contractual obligations they have with Fannie Mae, including all indemnification obligations that may arise in connection with the servicing of the mortgages, and the applicable Mortgage Companies continue to be obligated to indemnify Fannie Mae for litigation or third party claims (including by borrowers) for matters that may amount to breaches of selling representations and warranties. The total original unpaid principal balance of loans originated prior to January 1, 2009 and where Ally Bank was the owner of the servicing was \$24.4 billion. From July 1, 2010 through September 30, 2011, the amount of losses we have taken on loans that we have repurchased relating to defects where Ally Bank was the owner of the servicing was \$77 million. From January 1, 2011 through September 30, 2011, the amount of losses we have taken on loans that we have repurchased relating to defects in the other specified categories of loans was \$5 million. These other specified categories include, among others, (i) those that violate anti-predatory laws or statutes or related regulations or that otherwise violate other applicable

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laws and regulations; (ii) those that have non-curable defects in title to the secured property, or that have curable title defects, to the extent our mortgage subsidiaries do not cure such defects at our subsidiary's expense; (iii) any mortgage loan in which title or ownership of the mortgage loan was defective; (iv) groups of 13 or more mortgage loans, the purchase, origination, sale, or servicing of which all involve a common actor who committed fraud; and (v) mortgage loans not in compliance with Fannie Mae Charter Act requirements (e.g., mortgage loans on commercial properties or mortgage loans without required mortgage insurance coverage). If a mortgage loan falls out of compliance with Fannie Mae Charter Act requirements because mortgage insurance coverage has been rescinded and not reinstated or replaced, upon the borrower's default our mortgage subsidiaries would have to pay to Fannie Mae the amount of insurance proceeds that would have been paid by the mortgage insurer with respect to such mortgage loan. If the amount of the loss exceeded the amount of insurance proceeds, Fannie Mae would be responsible for such excess.

Monoline Insurers

Historically, our applicable Mortgage Companies securitized loans where the monolines insured all or some of the related bonds and guaranteed the timely repayment of bond principal and interest when the issuer defaults. Typically, any alleged breach requires the insurer to have both the ability to assert a claim as well as evidence that a defect has had a material and adverse effect on the interest of the security holders or the insurer. For the period 2004 through 2007, our Mortgage Companies sold \$42.7 billion of loans into these monoline-wrapped securitizations. During the nine months ended September 30, 2011, our Mortgage Companies received repurchase claims related to \$254 million of original unpaid principal balance from the monolines associated with the 2004 through 2007 securitizations. Our Mortgage Companies have resolved repurchase demands through indemnification payments related to \$17 million of original unpaid principal balance.

Certain of our Mortgage Companies are currently in litigation with MBIA, and additional litigation with other monolines is likely.

Private-label Securitization

In general, representations and warranties provided as part of our securitization activities are less rigorous than those provided to the GSEs and generally impose higher burdens on parties seeking repurchase. In order to successfully assert a claim, it is our position that a claimant must prove a breach of the representations and warranties that materially and adversely affects the interest of the investor in the allegedly defective loan. Securitization documents typically provide the investors with a right to request that the trustee investigate and initiate a repurchase claim. However, a class of investors generally are required to coordinate with other investors in that class comprising not less than 25%, and in some cases, 50%, of the percentage interest constituting a class of securities of that class issued by the trust to pursue claims for breach of representations and warranties. In addition, our private-label securitizations generally require that the servicer or trustee give notice to the other parties whenever it becomes aware of facts or circumstances that reveal a breach of representation that materially and adversely affects the interest of the certificate holders.

Regarding our securitization activities, certain of our Mortgage Companies have exposure to potential losses primarily through two avenues. First, investors, through trustees to the extent required by the applicable agreements (or monoline insurers in certain transactions), may request pursuant to applicable agreements that the applicable Mortgage Company repurchase loans or make the investor whole for losses incurred if it is determined that the applicable Mortgage Companies violated representations and warranties made at the time of the sale, provided that such violations materially and adversely impacted the interests of the counterparty. Contractual representations and warranties are different based on the specific deal structure and investor. It is our position that litigation of these matters must proceed on a loan by loan basis. This issue is being disputed in various litigation currently pending in the industry. Similarly in dispute as a matter of law is the degree to which claimants will have to prove that the alleged breaches of representations and warranties actually caused the losses they claim to have suffered. Ultimate resolution by courts of these and other legal issues will impact litigation and treatment of non-litigated claims pursuant to similar contractual provisions. Second, investors in securitizations may attempt to achieve rescission of their investments or damages through litigation by claiming that the applicable offering documents were materially deficient. If an investor properly made and proved its allegations, the investor might attempt to claim that damages could include loss of market value on the investment even if there were little or no credit loss in the underlying loans.

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In addition to the settlements with the GSEs noted earlier, certain of our Mortgage Companies have settled with several whole-loan investors concerning alleged breaches of underwriting standards. For the nine months ended September 30, 2011, certain of our Mortgage Companies have received \$62 million of original unpaid principal balance in repurchase claims of which \$60 million are associated with the 2004 through 2008 vintages of loans sold to whole-loan investors. Certain of our Mortgage Companies resolved claims related to \$65 million of original unpaid principal balance, including settlements, repurchases, or indemnification payments related to \$24 million of original unpaid principal balance, and rescinded claims related to \$41 million of original unpaid principal balance.

Private Mortgage Insurance

Mortgage insurance is required for certain consumer mortgage loans sold to the GSEs and certain securitization trusts and may have been in place for consumer mortgage loans sold to whole-loan investors. Mortgage insurance is typically required for first-lien consumer mortgage loans having a loan-to-value ratio at origination of greater than 80 percent. Mortgage insurers are, in certain circumstances, permitted to rescind existing mortgage insurance that covers consumer loans if they demonstrate certain loan underwriting requirements have not been met. Upon receipt of a rescission notice, the applicable Mortgage Companies will assess the notice and, if appropriate, refute the notice, or if the notice cannot be refuted, the applicable Mortgage Companies attempt to remedy the defect. In the event the mortgage insurance cannot be reinstated, the applicable Mortgage Companies may be obligated to repurchase the loan or provide an indemnification payment in the event of a loss, subject to contractual limitations. While the applicable Mortgage Companies make every effort to reinstate the mortgage insurance, they have had limited success and as a result, most of these requests result in rescission of the mortgage insurance. At September 30, 2011, the applicable Mortgage Companies have approximately \$219 million in original unpaid principal balance of outstanding mortgage insurance rescission notices where we have not received a repurchase demand. However, this unpaid principal amount is not representative of expected future losses.

Private-label Mortgage-backed Securities Litigation, Repurchase Obligations, and Related Claims***Private-label Securities Litigation***

There are twenty-two cases relating to various private-label MBS offerings that are currently pending. Plaintiffs in these cases include Cambridge Place Investment Management Inc. (two cases pending in Suffolk County Superior Court, Massachusetts); The Charles Schwab Corporation (case filed in San Francisco County Superior Court, California); Federal Home Loan Bank of Boston (case pending in Suffolk County Superior Court, Massachusetts); Federal Home Loan Bank of Chicago (case pending in Cook County Circuit Court, Illinois); Federal Home Loan Bank of Indianapolis (case pending in Marion County Superior Court, Indiana); Massachusetts Mutual Life Ins. Co. (case pending in federal court in the District of Massachusetts); Allstate Insurance Co., et al. (case pending in Hennepin County District Court, Minnesota); New Jersey Carpenters Health Fund, et al. (a putative class action in which certification has been denied, pending in federal court in the Southern District of New York); West Virginia Investment Management Board (case pending in Kanawha County Circuit Court, West Virginia); Thrivent Financial for Lutherans, et al. (case pending in Hennepin County District Court, Minnesota); Union Central Life Insurance et al. (case pending in federal court in the Southern District of New York); National Credit Union Administration Board (two cases pending in federal court: one in the District of Kansas and one in the Central District of California); The Western and Southern Life Insurance Co., et al. (case pending in Hamilton County Court of Common Pleas, Ohio); Federal Housing Finance Agency (case filed in New York County Supreme Court, New York); IKB Deutsche Industriebank AG, et al. (four cases pending in New York County Supreme Court, New York); Huntington Bancshares Inc. (case pending in Hennepin County District Court, Minnesota); and Stichting Pensioenfond ABP (case pending in Hennepin County District Court, Minnesota). Each of the above cases includes as defendants certain of our mortgage subsidiaries, and the New Jersey Carpenters, Massachusetts Mutual, Union Central, Western and Southern, Huntington Bancshares, and Stichting Pensioenfond cases also include as defendants certain current and former employees. The plaintiffs in all cases have alleged that the various defendant subsidiaries made misstatements and omissions in registration statements, prospectuses, prospectus supplements, and other documents related to MBS offerings. The alleged misstatements and omissions typically concern underwriting standards. Plaintiffs claim that such misstatements and omissions constitute violations of state and/or federal securities law and common law including negligent misrepresentation and fraud. Plaintiffs seek monetary damages and rescission.

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ALLY FINANCIAL INC.

NOTES TO CONDENSED

CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Private-label Monoline Bond Insurer Litigation

There are two additional cases pending in the New York County Supreme Court where MBIA Insurance Corp. (MBIA) has alleged that two of our mortgage subsidiaries breached their contractual representations and warranties relating to the characteristics of the mortgage loans contained in certain insured MBS offerings. MBIA further alleges that our subsidiaries failed to follow certain remedy procedures set forth in the contracts and improperly serviced the mortgage loans. Along with claims for breach of contract, MBIA also alleges fraud. Additional litigation from other monoline bond insurance companies is likely.

Private-label Securitizations Other Potential Repurchase Obligations

When our Mortgage Companies sell mortgage loans through whole-loan sales or securitizations, these entities are required to make customary representations and warranties about the loans to the purchaser and/or securitization trust. These representations and warranties 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 against the applicable Mortgage Companies at any time over the life of the loan. Breaches of these representations and warranties have resulted in a requirement that the applicable Mortgage Companies repurchase mortgage loans. As the mortgage industry continues to experience higher repurchase requirements and additional investors begin to attempt to put back loans, a significant increase in activity beyond that experienced today could occur, resulting in additional future losses at our Mortgage Companies.

Potential Losses

We believe it is reasonably possible that losses beyond amounts currently reserved for the litigation matters and potential repurchase obligations and related claims described above with respect to our Mortgage Companies could occur, and such losses could have a material adverse impact on our results of operations, financial position or cash flows. However, based on currently available information, we are unable to estimate a range of reasonably possible losses above reserves that have been established.

25. Subsequent Events

Declaration of Quarterly Dividend Payments

On October 6, 2011, 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 \$134 million, on Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series F-2; a cash dividend of \$17.50 per share, or a total of \$45 million, on Fixed Rate Cumulative Perpetual Preferred Stock, Series G; and a cash dividend of \$0.53 per share, or a total of \$22 million, on Fixed Rate / Floating Rate Perpetual Preferred Stock, Series A. The dividends are payable on November 15, 2011.

Correspondent Mortgage Lending Channel

On November 2, 2011, we announced that in order to proactively address changes in the mortgage industry as a whole, we will be taking immediate action to reduce the focus on the correspondent mortgage lending channel of our Mortgage operations. We will maintain correspondent relationships with key customers and will continue to participate in the consumer and broker lending channels. The correspondent channel currently represents approximately 84% of the year-to-date originations of our Mortgage operations.

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

The selected historical financial information set forth below should be read in conjunction with Management's Discussion and Analysis (MD&A) 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.

The following table presents selected statement of income data.

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Total financing revenue and other interest income	\$ 2,465	\$ 2,777	\$ 7,515	\$ 8,785
Interest expense	1,579	1,733	4,904	5,098
Depreciation expense on operating lease assets	296	454	773	1,636
Net financing revenue	590	590	1,838	2,051
Total other revenue	601	1,457	2,787	3,943
Total net revenue	1,191	2,047	4,625	5,994
Provision for loan losses	49	9	213	371
Total noninterest expense	1,265	1,713	4,241	4,676
(Loss) income from continuing operations before income tax expense	(123)	325	171	947
Income tax expense from continuing operations	87	48	101	117
Net (loss) income from continuing operations	(210)	277	70	830
(Loss) income from discontinued operations, net of tax		(8)	(21)	166
Net (loss) income	\$ (210)	\$ 269	\$ 49	\$ 996
Non-GAAP financial measures (a):				
Net (loss) income	\$ (210)	\$ 269	\$ 49	\$ 996
Add: Original issue discount amortization expense (b)	225	310	825	999
Add: Income tax expense from continuing operations	87	48	101	117
Less: (Loss) income from discontinued operations, net of tax		(8)	(21)	166
Core pretax income (a)	\$ 102	\$ 635	\$ 996	\$ 1,946

- (a) Core pretax income is not a financial measure defined by accounting principles generally accepted in the United States of America (GAAP). We define core pretax income as earnings from continuing operations before income taxes, and original issue discount amortization expense primarily associated with our 2008 bond exchange. We believe that the presentation of core pretax income is useful information for the users of our financial statements in understanding the earning from our core businesses. In addition, core pretax income is the primary measure that management uses to assess the performance of our operations. We believe that core pretax income is a useful alternative measure of our ongoing profitability and performance, when viewed in conjunction with GAAP measures. The presentation of this additional information is not a substitute for net income (loss) determined in accordance with GAAP.
- (b) Primarily represents original issue discount amortization expense associated with the 2008 bond exchange, including accelerated amortization of \$50 million for the nine months ended September 30, 2011 and \$101 million for the nine months ended September 30, 2010 that was reported as a loss on extinguishment of debt in the Condensed Consolidated Statement of Income.

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The following table presents selected balance sheet and ratio data.

(\$ in millions)	At and for the three months ended September 30,		At and for the nine months ended September 30,	
	2011	2010	2011	2010
Selected period-end balance sheet data:				
Total assets	\$ 181,956	\$ 173,191	\$ 181,956	\$ 173,191
Long-term debt	\$ 90,546	\$ 87,547	\$ 90,546	\$ 87,547
Preferred stock	\$ 6,940	\$ 12,180	\$ 6,940	\$ 12,180
Total equity	\$ 19,732	\$ 20,977	\$ 19,732	\$ 20,977
Financial ratios				
Efficiency ratio (a)	106.21%	83.68%	91.70%	78.01%
Core efficiency ratio (a)	89.34%	72.68%	77.82%	66.87%
Return on assets				
Net (loss) income from continuing operations	(0.45)%	0.60%	0.05%	0.62%
Net (loss) income	(0.45)%	0.59%	0.04%	0.74%
Core pretax income	0.22%	1.38%	0.74%	1.45%
Return on equity				
Net (loss) income from continuing operations	(4.15)%	5.28%	0.46%	5.36%
Net (loss) income	(4.15)%	5.17%	0.32%	6.41%
Core pretax income	2.02%	12.10%	6.52%	12.56%
Equity to assets				
Net interest spread (b)	0.99%	1.03%	1.04%	1.37%
Net interest spread excluding original issue discount (b)	1.68%	2.10%	1.87%	2.44%
Net yield on interest-earning assets (c)	1.46%	1.61%	1.57%	1.91%
Net yield on interest-earning assets excluding original issue discount (c)	2.02%	2.46%	2.24%	2.76%
Regulatory capital ratios				
Tier 1 capital (to risk-weighted assets) (d)	14.34%	15.36%	14.34%	15.36%
Total risk-based capital (to risk-weighted assets) (e)	15.50%	16.81%	15.50%	16.81%
Tier 1 leverage (to adjusted average assets) (f)	11.61%	12.46%	11.61%	12.46%
Shareholders' equity				
Shareholders' equity	\$ 19,732	\$ 20,977	\$ 19,732	\$ 20,977
Goodwill and certain other intangibles	(507)	(533)	(507)	(533)
Unrealized gains and other adjustments	(292)	(416)	(292)	(416)
Trust preferred securities	2,542	2,541	2,542	2,541
Tier 1 capital (d)				
Tier 1 capital (d)	21,475	22,569	21,475	22,569
Preferred equity	(6,940)	(12,180)	(6,940)	(12,180)
Trust preferred securities	(2,542)	(2,541)	(2,542)	(2,541)
Tier 1 common capital (non-GAAP) (g)				
Tier 1 common capital (non-GAAP) (g)	\$ 11,993	\$ 7,848	\$ 11,993	\$ 7,848
Risk-weighted assets (h)				
Risk-weighted assets (h)	\$ 149,713	\$ 146,973	\$ 149,713	\$ 146,973
Tier 1 common (to risk-weighted assets) (g)				
Tier 1 common (to risk-weighted assets) (g)	8.01%	5.34%	8.01%	5.34%

- (a) The efficiency ratio equals total other noninterest expense divided by total net revenue. The core efficiency ratio equals total other noninterest expense divided by total net revenue excluding original issue discount amortization expense.
- (b) Net interest spread represents the difference between the rate on total interest-earning assets and the rate on total interest-bearing liabilities, excluding discontinued operations for the periods shown.
- (c) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.
- (d) Tier 1 capital generally consists of common equity, minority interests, and qualifying preferred stock (including fixed rate cumulative preferred stock issued and sold to U.S. Department of Treasury) less goodwill and other adjustments.
- (e) Total risk-based capital is the sum of Tier 1 and Tier 2 capital. Tier 2 capital generally consists of preferred stock not qualifying as Tier 1 capital, limited amounts of subordinated debt and the allowance for loan losses, and other adjustments. The amount of Tier 2 capital may not exceed the amount of Tier 1 capital.
- (f) Tier 1 leverage equals Tier 1 capital divided by adjusted average total assets (which reflects adjustments for disallowed goodwill and certain intangible assets). The minimum Tier 1 leverage ratio is 3% or 4% depending on factors specified in the regulations.
- (g)

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We define Tier 1 common as Tier 1 capital less noncommon elements including qualified perpetual preferred stock, qualifying minority interest in subsidiaries, and qualifying trust preferred securities. Ally considers various measures when evaluating capital utilization and adequacy, including the Tier 1 common equity ratio, in addition to capital ratios defined by banking regulators. This calculation is intended to complement the capital ratios defined by banking regulators for both absolute and comparative purposes. Because GAAP does not include capital ratio measures, Ally believes there are no comparable GAAP financial measures to these ratios. Tier 1 common equity is not formally defined by GAAP or codified in the federal banking regulations and, therefore, is considered to be a non-GAAP financial measure. Ally believes the Tier 1 common equity ratio is important because we believe analysts and banking regulators may assess our capital adequacy using this ratio. Additionally, presentation of this measure allows readers to compare certain aspects of our capital adequacy on the same basis to other companies in the industry.

- (h) Risk-weighted assets are defined by regulation and are determined by allocating assets and specified off-balance sheet financial instruments into several broad risk categories.

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Overview

Ally Financial Inc. (formerly GMAC Inc.) is a leading, independent, globally diversified, financial services firm. Founded in 1919, we are a leading automotive financial services company with over 90 years experience providing a broad array of financial products and services to automotive dealers and their customers. We are also one of the largest residential mortgage companies in the United States. We became a bank holding company on December 24, 2008, under the Bank Holding Company Act of 1956, as amended. Our banking subsidiary, Ally Bank, is an indirect wholly owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (online and telephonic) banking market.

Discontinued Operations

During 2010, we committed to sell certain operations of our International Automotive Finance operations and have classified certain of these operations 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**

Our primary lines of business are Global Automotive Services and Mortgage operations. 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, 2011 and 2010. 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 September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Total net revenue (loss)						
Global Automotive Services						
North American Automotive Finance operations	\$ 881	\$ 944	(7)	\$ 2,800	\$ 3,056	(8)
International Automotive Finance operations	230	250	(8)	717	778	(8)
Insurance operations	483	567	(15)	1,519	1,761	(14)
Mortgage operations						
Origination and Servicing operations	(62)	614	(110)	563	1,390	(59)
Legacy Portfolio and Other operations	30	191	(84)	213	651	(67)
Corporate and Other	(371)	(519)	29	(1,187)	(1,642)	28
Total	\$ 1,191	\$ 2,047	(42)	\$ 4,625	\$ 5,994	(23)
Income (loss) from continuing operations before income tax expense						
Global Automotive Services						
North American Automotive Finance operations	\$ 551	\$ 551		\$ 1,628	\$ 1,755	(7)
International Automotive Finance operations	82	74	11	193	216	(11)
Insurance operations	114	114		321	405	(21)
Mortgage operations						
Origination and Servicing operations	(311)	425	(173)	(191)	745	(126)
Legacy Portfolio and Other operations	(111)	(271)	59	(324)	(205)	(58)
Corporate and Other	(448)	(568)	21	(1,456)	(1,969)	26
Total	\$ (123)	\$ 325	(138)	\$ 171	\$ 947	(82)

Our Global Automotive Services operations offer a wide range of financial services and products to retail automotive consumers and automotive dealerships. 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. Our automotive finance services include acquiring or providing retail installment sales contracts, loans, and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services.

Our Insurance operations offer vehicle service contracts and commercial insurance primarily covering dealers' wholesale vehicle inventories in the United States and internationally. We are a leading provider of vehicle service contracts with mechanical breakdown and maintenance 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.

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We have significantly streamlined our international presence to focus on strategic operations in five core markets: Germany, the United Kingdom, Brazil, Mexico, and China through our joint venture, GMAC-SAIC Automotive Finance Company Limited (GMAC-SAIC).

On October 28, 2011, we announced that MG Motor UK Ltd has selected GMAC UK plc, a subsidiary of Ally Financial Inc., as the preferred retail financing provider for MG vehicles in the United Kingdom.

On June 9, 2011, we announced that Maserati North America selected Ally as the preferred financing provider for Maserati vehicles in the United States and Canada. We will offer wholesale financing and insurance products for dealers and retail financing and leasing for consumers.

Our mortgage business is a leading originator and servicer of residential mortgage loans in the United States and Canada. We report our Mortgage operations as two distinct segments: (1) Origination and Servicing operations and (2) Legacy Portfolio and Other operations. These operations are conducted through the mortgage operations of Ally Bank in the United States, ResMor Trust in Canada, and subsidiaries of the Residential Capital, LLC (ResCap) legal entity in the United States.

Our Origination and Servicing operations consist of originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States and high-quality government-insured residential mortgage loans in Canada. We are one of the largest residential mortgage loan servicers in the United States, and we provide collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We finance our mortgage loan originations primarily in Ally Bank in the United States and in ResMor Trust in Canada. We sell the conforming mortgages we originate or purchase in sales that take the form of securitizations guaranteed by the Federal National Mortgage Association (Fannie Mae) or the Federal Home Loan Mortgage Corporation (Freddie Mac), and we sell government-insured mortgage loans we originate or purchase in securitizations guaranteed by the Government National Mortgage Association (Ginnie Mae) in the United States and sell the insured mortgages we originate in Canada as National Housing Act Mortgage-Backed Securities (NHA-MBS) issued under the Canada Mortgage and Housing Corporation's NHA-MBS program or through whole-loan sales. We also selectively originate prime jumbo mortgage loans in the United States.

On November 2, 2011, we announced that in order to proactively address changes in the mortgage industry as a whole, we will be taking immediate action to reduce the focus on the correspondent mortgage lending channel of our Mortgage operations. We will maintain correspondent relationships with key customers and will continue to participate in the consumer and broker lending channels. The correspondent channel currently represents approximately 84% of the year-to-date originations of our Mortgage operations.

Our Legacy Portfolio and Other operations primarily consist of loans originated prior to January 1, 2009, and includes noncore business activities including discontinued operations, portfolios in runoff, our mortgage reinsurance business, and cash held in the ResCap legal entity. These activities, all of which we have discontinued, included, among other things: lending to real estate developers and homebuilders in the United States and the United Kingdom; and purchasing, selling, and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans) in both the United States and internationally.

Corporate and Other consists of our Commercial Finance Group, certain equity investments, the amortization of the discount associated with new debt issuances and bond exchanges, most notably from the December 2008 bond exchange, as well as other corporate activities, the residual impacts of our corporate funds transfer pricing (FTP) and treasury asset liability management (ALM) activities, noninterest expenses associated with deposit gathering activities, and reclassifications and eliminations between the reportable operating segments.

Table of Contents**Consolidated Results of Operations**

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

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Net financing revenue						
Total financing revenue and other interest income	\$ 2,465	\$ 2,777	(11)	\$ 7,515	\$ 8,785	(14)
Interest expense	1,579	1,733	9	4,904	5,098	4
Depreciation expense on operating lease assets	296	454	35	773	1,636	53
Net financing revenue	590	590		1,838	2,051	(10)
Other revenue						
Total servicing income, net	(120)	377	(132)	412	992	(58)
Insurance premiums and service revenue earned	422	470	(10)	1,288	1,415	(9)
Gain on mortgage and automotive loans, net	83	326	(75)	290	863	(66)
Loss on extinguishment of debt		(2)	100	(64)	(123)	48
Other gain on investments, net	75	100	(25)	251	355	(29)
Other income, net of losses	141	186	(24)	610	441	38
Total other revenue	601	1,457	(59)	2,787	3,943	(29)
Total net revenue	1,191	2,047	(42)	4,625	5,994	(23)
Provision for loan losses	49	9	n/m	213	371	43
Noninterest expense						
Compensation and benefits expense	303	392	23	1,161	1,206	4
Insurance losses and loss adjustment expenses	190	229	17	620	664	7
Other operating expenses	772	1,092	29	2,460	2,806	12
Total noninterest expense	1,265	1,713	26	4,241	4,676	9
(Loss) income from continuing operations before income tax expense	(123)	325	(138)	171	947	(82)
Income tax expense from continuing operations	87	48	(81)	101	117	14
Net (loss) income from continuing operations	\$ (210)	\$ 277	(176)	\$ 70	\$ 830	(92)

n/m = not meaningful

We incurred a net loss from continuing operations of \$210 million for the three months ended September 30, 2011, compared to net income of \$277 million for the three months ended September 30, 2010, and net income of \$70 million for the nine months ended September 30, 2011, compared to \$830 million for the nine months ended September 30, 2010. Continuing operations for the three months and nine months ended September 30, 2011, were unfavorably impacted by a decrease in net servicing income due to a drop in interest rates and increased market volatility and lower gains on the sale of loans. Partially offsetting the decreases during both periods were lower representation and warranty expense. Additionally, the year-to-date period was positively impacted by a \$121 million gain on the early settlement of a loss holdback provision related to certain historical automotive whole-loan forward flow agreements during the three months ended June 30, 2011.

Total financing revenue and other interest income decreased by 11% and 14% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. Operating lease revenue (along with the related depreciation expense) at our Automotive Finance operations decreased as a result of a decline in the size of our operating lease portfolio due to our decision in late 2008 to significantly curtail leasing. Depreciation expense was also unfavorably impacted by lower lease remarketing gains resulting from lower lease termination volumes. The decrease at our Mortgage Legacy Portfolio and Other operations resulted from a decline in average asset levels due to loan sales, the deconsolidation of previously on-balance sheet securitizations, and portfolio runoff. Partially offsetting the decrease for both periods was an

increase in consumer financing revenue at our North American Automotive operations driven primarily by an

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increase in consumer asset levels related to strong loan origination volume during 2010 and 2011 resulting from the recovery of automotive industry sales and growth in used vehicle financing volumes.

Net servicing income was a loss of \$120 million and income of \$412 million for the three months and nine months ended September 30, 2011, respectively, compared to income of \$377 million and \$992 million for the same periods in 2010. The decreases were primarily due to a drop in interest rates and increased market volatility compared to favorable valuation adjustments in 2010.

Insurance premiums and service revenue earned decreased 10% and 9% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases were primarily driven by the sale of certain international insurance operations during the fourth quarter of 2010 and lower earnings from our U.S. extended service contracts written between 2007 and 2009 due to lower domestic vehicle sales volume.

Gain on mortgage and automotive loans decreased 75% and 66% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases for both periods were primarily due to lower whole-loan mortgage sales and mortgage loan resolutions in 2011, lower margins on mortgage loan sales, and a decrease in mortgage loan production. The decreases were partially offset by the expiration of our automotive forward flow agreements during the fourth quarter of 2010.

Loss on extinguishment of debt decreased \$2 million and \$59 million for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The activity in all periods related to the extinguishment of certain Ally debt, which included \$50 million of accelerated amortization of original issue discount for the nine months ended September 30, 2011, compared to \$101 million for the same period in 2010.

Other gain on investments decreased 25% and 29% for the three months and nine months ended September 30, 2011, compared to the same periods in 2010, primarily due to lower realized investment gains on our Insurance operations investment portfolio.

Other income, net of losses, decreased 24% for the three months ended September 30, 2011, and increased 38% for the nine months ended September 30, 2011, compared to the same periods in 2010. The increase for the nine months ended September 30, 2011, was primarily due to the positive impact of a \$121 million gain on the early settlement of a loss holdback provision related to certain historical automotive whole-loan forward flow agreements and a lower fair value option election adjustment at our Legacy Portfolio and Other operations due to lower assets and better performance of the remaining asset portfolio.

The provision for loan losses was \$49 million and \$213 million for the three months and nine months ended September 30, 2011, respectively, compared to \$9 million and \$371 million for the same periods in 2010. The increase in the three months ended September 30, 2011, reflected a release of reserves in conjunction with the sale of the resort finance portfolio in September 2010. The decrease for the nine months ended September 30, 2011, reflected improved credit quality of the overall portfolio and the continued runoff and improved loss performance of our Nuvel nonprime automotive financing portfolio.

Compensation and benefits expense decreased 23% and 4% for the three months and nine months ended September 30, 2011, compared to the same periods in 2010. The decrease for the three months ended September 30, 2011, was primarily due to a revaluation adjustment of our share-based compensation awards.

Insurance losses and loss adjustment expenses decreased 17% and 7% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases were primarily due to lower frequency and severity experienced within our Insurance international business and the sale of certain international operations during the fourth quarter of 2010. The decrease for the nine months ended September 30, 2011, was partially offset by higher weather-related losses in the United States on our dealer inventory insurance products.

Other operating expenses decreased 29% and 12% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. Both the three months and nine months ended September 30, 2011, were favorably impacted by lower mortgage representation and warranty reserve expense, lower insurance commissions, and lower vehicle remarketing and repossession expense.

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We recognized consolidated income tax expense from continuing operations of \$87 million and \$101 million for the three months and nine months ended September 30, 2011, respectively, compared to \$48 million and \$117 million for the same periods in 2010. We have a full valuation allowance against our domestic net deferred tax assets and certain international net deferred tax assets. Accordingly, tax expense is driven by foreign income taxes on pre-tax profits within our foreign operations and U.S. state income taxes in states where profitable subsidiaries are required to file separately from other loss companies in the group or where the use of prior losses is restricted.

The increase in income tax expense during the three months ended September 30, 2011, compared to the same period in 2010, was the result of additional U.S. tax provisions for states where accelerated depreciation and loss carrybacks are limited along with prior-year adjustments related to finalizing Canadian tax returns. The decrease for the nine months ended September 30, 2011, compared to the same period in 2010, was primarily related to the 2011 income tax benefit resulting from a \$101 million reversal of valuation allowance in Canada related to modifications to the legal structure of our Canadian operations.

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 and automotive dealerships. Our automotive finance services include acquiring or providing retail installment sales contracts, loans and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet leasing, and vehicle remarketing services. We also 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. North American Automotive Finance operations consist of automotive financing in the United States and Canada and include the automotive activities of Ally Bank and ResMor Trust. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Net financing revenue						
Consumer	\$ 718	\$ 604	19	\$ 2,092	\$ 1,710	22
Commercial	346	353	(2)	1,001	1,039	(4)
Loans held-for-sale		14	(100)		112	(100)
Operating leases	527	810	(35)	1,772	2,863	(38)
Other interest income	29	29		75	124	(40)
Total financing revenue and other interest income	1,620	1,810	(10)	4,940	5,848	(16)
Interest expense	590	580	(2)	1,776	1,802	1
Depreciation expense on operating lease assets	275	430	36	713	1,523	53
Net financing revenue	755	800	(6)	2,451	2,523	(3)
Other revenue						
Servicing fees	39	60	(35)	126	175	(28)
Gain on automotive loans, net	33	23	43	48	202	(76)
Other income	54	61	(11)	175	156	12
Total other revenue	126	144	(13)	349	533	(35)
Total net revenue	881	944	(7)	2,800	3,056	(8)
Provision for loan losses	25	60	58	126	267	53
Noninterest expense						
Compensation and benefits expense	92	97	5	319	291	(10)
Other operating expenses	213	236	10	727	743	2
Total noninterest expense	305	333	8	1,046	1,034	(1)
Income before income tax expense	\$ 551	\$ 551		\$ 1,628	\$ 1,755	(7)
Total assets	\$ 90,532	\$ 77,295	17	\$ 90,532	\$ 77,295	17
Operating data						
Retail originations	\$ 9,411	\$ 8,404		\$ 27,745	\$ 22,618	
Lease originations	1,691	970		5,980	2,493	

Our North American Automotive Finance operations earned income before income tax expense of \$551 million and \$1.6 billion for the three months and nine months ended September 30, 2011, respectively, compared to \$551 million and \$1.8 billion for the three months and nine months ended September 30, 2010, respectively. The decrease for the nine months ended September 30, 2011 was primarily driven by less favorable remarketing results in our operating lease portfolio, due primarily to lower lease termination volumes as a result of the declines in the size of the lease portfolio and the absence of gains on the sale of automotive loans due to the expiration of our forward flow agreements during the fourth quarter of 2010. These declines were partially offset by increased consumer financing revenue driven by strong loan origination

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volume related primarily to the growth in used automotive financings and improvement in automotive industry sales, as well as a lower loan loss provision due to an improved credit mix and improved consumer credit performance.

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Consumer financing revenue increased 19% and 22% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010, due to an increase in consumer asset levels primarily related to strong loan origination volume during 2010 and 2011 resulting primarily from increased volumes of used vehicle automotive financing and higher automotive industry sales. Additionally, we continue to prudently expand our nonprime origination volume. The increase in consumer revenue was partially offset by lower yields as a result of a competitive market environment and a change in the consumer asset mix, including the runoff of the higher-yielding Nuwell nonprime automotive financing portfolio.

Loans held-for-sale financing revenue decreased \$14 million and \$112 million for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010, due to the expiration of our automotive forward flow agreements during the fourth quarter of 2010. Subsequent to the expiration of these agreements, consumer loan originations have largely been retained on-balance sheet utilizing deposit funding from Ally Bank and on-balance sheet securitization transactions.

Operating lease revenue decreased 35% and 38% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. Operating lease revenue (along with the related depreciation expense) decreased due to a decline in the size of our operating lease portfolio. Depreciation expense was also unfavorably impacted by lower remarketing gains due primarily to a decline in lease termination volume. In 2008, we significantly curtailed leasing in the U.S. and Canada based on credit market dislocation and the significant decline in used vehicle prices that resulted in increasing residual losses and an impairment of our lease portfolio. During the latter half of 2009, we re-entered the U.S. leasing market with targeted lease product offerings and have continued to expand lease originations since that time. While the wind-down of our legacy lease portfolio has exceeded new origination volume over the past year, the size of our lease portfolio has started to stabilize as lease termination volumes decline, and we continue to support new lease product offerings in the U.S. market.

Other interest income decreased 40% for the nine months ended September 30, 2011 compared to the same period in 2010, primarily due to lower funding rates and a change in funding mix.

Servicing fee income decreased \$21 million and \$49 million for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010, due to lower levels of off-balance sheet retail serviced assets driven by a reduction of new whole-loan sales subsequent to the expiration of previous whole-loan forward flow agreements in the fourth quarter of 2010.

Net gain on automotive loans increased \$10 million for the three months ended September 30, 2011, and decreased \$154 million for the nine months ended September 30, 2011 compared to the same periods in 2010. The increase for the three months ended September 30, 2011, was primarily due to higher levels of retail whole-loan sales during the third quarter of 2011. The decrease for the nine months ended September 30, 2011, was primarily due to the expiration of our forward flow agreements during the fourth quarter of 2010. We have opportunistically utilized whole-loan sales as part of our funding strategy; however, during the first nine months of 2011, we have primarily utilized deposit funding and on-balance sheet funding transactions.

Other income decreased 11% for the three months ended September 30, 2011, and increased 12% for the nine months ended September 30, 2011, compared to the same periods in 2010. The decrease for the three months ended September 30, 2011, was primarily due to lower remarketing fee income due to lower volume. The increase for the nine months ended September 30, 2011, was primarily due to unfavorable swap mark-to-market activity related to the held-for-sale loan portfolio in 2010.

The provision for loan losses was \$25 million and \$126 million for the three months and nine months ended September 30, 2011, respectively, compared to \$60 million and \$267 million for the same periods in 2010. The decreases for the three months and nine months ended September 30, 2011, were primarily due to improved credit quality which drove improved loss performance in the consumer loan portfolio, continued runoff of our Nuwell nonprime consumer portfolio, and continued favorable pricing in the used vehicle market, partially offset by continued growth in the consumer loan portfolio.

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

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

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Net financing revenue						
Consumer	\$ 301	\$ 264	14	\$ 902	\$ 807	12
Commercial	110	94	17	325	288	13
Loans held-for-sale		3	(100)		12	(100)
Operating leases	22	44	(50)	77	162	(52)
Other interest income	22	26	(15)	72	40	80
Total financing revenue and other interest income	455	431	6	1,376	1,309	5
Interest expense	273	233	(17)	808	672	(20)
Depreciation expense on operating lease assets	21	24	13	60	112	46
Net financing revenue	161	174	(7)	508	525	(3)
Other revenue						
Gain on automotive loans, net		5	(100)		15	(100)
Other income	69	71	(3)	209	238	(12)
Total other revenue	69	76	(9)	209	253	(17)
Total net revenue	230	250	(8)	717	778	(8)
Provision for loan losses	(2)	(5)	(60)	42	25	(68)
Noninterest expense						
Compensation and benefits expense	43	41	(5)	132	129	(2)
Other operating expenses	107	140	24	350	408	14
Total noninterest expense	150	181	17	482	537	10
Income from continuing operations before income tax expense	\$ 82	\$ 74	11	\$ 193	\$ 216	(11)
Total assets	\$ 15,314	\$ 17,500	(12)	\$ 15,314	\$ 17,500	(12)
Operating data						
Consumer originations	\$ 2,638	\$ 1,997		\$ 6,803	\$ 5,125	

Our International Automotive Finance operations earned income from continuing operations before income tax expense of \$82 million and \$193 million during the three months and nine months ended September 30, 2011, respectively, compared to income from continuing operations before income tax expense of \$74 million and \$216 million during the three months and nine months ended September 30, 2010, respectively. The increase for the three months ended September 30, 2011, was primarily a result of lower operating expenses driven by lower legal and tax costs in Brazil, the wind-down of operations in certain countries and our continued focus on cost reduction. Results for the nine months ended September 30, 2011, were unfavorably impacted by an increase in provision for loan losses, as well as favorable mark-to-market adjustments on derivatives during the same period in 2010.

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Total financing revenue and other interest income increased 6% and 5% during the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The increases were primarily due to movements in foreign-currency exchange rates on the consumer and commercial portfolios, which were partially offset by a decline in

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operating lease revenue. Operating lease revenue (along with the related depreciation expense) decreased primarily due to the continued runoff of the full-service leasing portfolio.

Interest expense increased 17% and 20% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The increases were primarily due to an increase in funding costs in certain countries and movement in foreign-currency exchange rates.

Other income decreased 3% and 12% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases were primarily due to lower servicing revenue on wind-down operations, favorable mark-to-market adjustments on derivatives during the same periods in 2010, partially offset by higher earnings from the China joint venture in 2011.

The provision for loan losses increased \$3 million and \$17 million for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The increase in year-to-date provision is related to actions taken in the first three months of 2011 related to concerns regarding specific commercial loans.

Automotive Financing Volume*Consumer Automotive Financing Volume*

The following tables summarize our new and used vehicle consumer financing volume and our share of consumer sales.

Three months ended September 30, <i>(units in thousands)</i>	Ally consumer automotive financing volume		% Share of consumer sales	
	2011	2010	2011	2010
GM new vehicles				
North America	172	171	33	37
International (excluding China) (a)	98	81	30	24
China (b)	37	30	12	12
Total GM new units financed	307	282		
Chrysler new vehicles				
North America	104	100	32	42
Total Chrysler new units financed	104	100		
Other non-GM / Chrysler new vehicles				
North America	17	9		
International (excluding China)	1	2		
China (b)	26	24		
Total other non-GM / Chrysler new units financed	44	35		
Used vehicles				
North America	119	67		
International (excluding China)	11	7		
Total used units financed	130	74		
Total consumer automotive financing volume	585	491		

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- (a) Excludes financing volume and GM consumer sales of discontinued operations as well as GM consumer sales for other countries in which GM operates and in which we have no financing volume.
- (b) Represents vehicles financed through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

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Nine months ended September 30, <i>(units in thousands)</i>	Ally consumer automotive financing volume		% Share of consumer sales	
	2011	2010	2011	2010
GM new vehicles				
North America	621	463	40	36
International (excluding China) (a)	257	210	27	21
China (b)	92	77	11	11
Total GM new units financed	970	750		
Chrysler new vehicles				
North America	257	253	30	41
International (excluding China)	1			
Total Chrysler new units financed	258	253		
Other non-GM / Chrysler new vehicles				
North America	52	22		
International (excluding China)	2	3		
China (b)	72	54		
Total other non-GM / Chrysler new units financed	126	79		
Used vehicles				
North America	357	195		
International (excluding China)	30	19		
Total used units financed	387	214		
Total consumer automotive financing volume	1,741	1,296		

(a) Excludes financing volume and GM consumer sales of discontinued operations as well as GM consumer sales for other countries in which GM operates and in which we have no financing volume.

(b) Represents vehicles financed through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

Growth in consumer automotive financing volume in 2011, compared to 2010, was primarily driven by higher industry sales. Additionally, the increase in volume during the nine months ended September 30, 2011 reflects the impact of our continued focus on the used vehicle and diversified markets, as well as lease-related volume. The decrease in penetration for the three months ended September 30, 2011 reflects a return to normalized levels resulting from increased competition. Despite this decline, penetration levels for the nine months ended September 30, 2011 increased as a result of expanding our retail platform. Chrysler penetration levels declined for the nine months ended September 30, 2011, as compared to the same period in 2010. The decrease is related to a reduction in manufacturer non-rate incentive programs. The improved penetration levels for our International operations reflect aggressive manufacturer marketing incentive programs coupled with existing Ally campaigns, the reintroduction of products, and more competitive pricing.

Manufacturer Marketing Incentives

Retail and lease contracts acquired by us that included rate and residual subvention from GM were as follows.

Nine months ended September 30,	2011	2010
GM subvented volume in North America		
As % of GM North American new retail and lease volume acquired by Ally	51%	53%
As % of total North American new and used retail and lease volume acquired by Ally	25%	26%

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GM subvented International (excl. China) volume (a)

As % of GM International new retail and lease volume acquired by Ally	67%	53%
As % of total International new and used retail and lease volume acquired by Ally	60%	48%

GM subvented volume in China (b)

As % of GM China new retail and lease volume acquired by Ally	10%	7%
As % of total China new and used retail and lease volume acquired by Ally	6%	4%

(a) Represents subvention for continuing operations only.

(b) Through our joint venture GMAC-SAIC. We own 40% of GMAC-SAIC alongside Shanghai Automotive Group Finance Company LTD and Shanghai General Motors Corporation LTD.

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The following table shows Chrysler subvented retail and lease volume acquired by Ally.

Nine months ended September 30,	2011	2010
Chrysler subvented volume in North America		
As % of Chrysler North American new retail and lease volume acquired by Ally	53%	58%
As % of total North American new and used retail and lease volume acquired by Ally	11%	16%

During the nine months ended September 30, 2011, North American retail contracts acquired that included rate subvention from GM and Chrysler decreased as a percentage of total new retail contracts acquired as compared to the same period in 2010 due to reductions in manufacturer marketing incentives. Conversely, International retail contracts acquired that included rate and residual subvention increased as a result of aggressive GM campaigns in various international markets.

For further discussion of our manufacturing marketing incentives, refer to our Annual Report on Form 10-K for the year ended December 31, 2010, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations - Automotive Finance Operations.

Commercial Wholesale Financing Volume

The following table summarizes the average balances of our commercial wholesale floorplan finance receivables of new and used vehicles and share of dealer inventory in markets where we operate.

Three months ended September 30, (\$ in millions)	Average balance		% Share of dealer inventory	
	2011	2010	2011	2010
GM new vehicles				
North America (a)	\$ 15,725	\$ 14,896	76	84
International (excluding China) (b) (c)	3,960	3,540	77	71
China (b) (d)	1,513	1,196	81	80
Total GM new vehicles financed	21,198	19,632		
Chrysler new vehicles				
North America (a)	7,735	5,732	64	70
International	24	34		
Total Chrysler new vehicles financed	7,759	5,766		
Other non-GM / Chrysler new vehicles				
North America	1,920	1,902		
International (excluding China)	121	68		
Total other non-GM / Chrysler new vehicles financed	2,041	1,970		
Used vehicles				
North America	3,194	3,056		
International (excluding China)	164	88		
Total used vehicles financed	3,358	3,144		
Total commercial wholesale finance receivables	\$ 34,356	\$ 30,512		

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- (a) Share of dealer inventory based on end of period dealer inventory.
- (b) Share of dealer inventory based on wholesale financing share of GM shipments.
- (c) Excludes commercial wholesale finance receivables and dealer inventory of discontinued and wind-down operations as well as dealer inventory for other countries in which GM operates and we had no commercial wholesale finance receivables.
- (d) Represents vehicles financed through a joint venture in China in which Ally owns a minority interest.

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Nine months ended September 30, (<i>\$ in millions</i>)	Average balance		% Share of dealer inventory	
	2011	2010	2011	2010
GM new vehicles				
North America (a)	\$ 15,777	\$ 14,374	80	85
International (excluding China) (b) (c)	3,939	3,318	79	74
China (b) (d)	1,235	1,088	81	81
Total GM new vehicles financed	20,951	18,780		
Chrysler new vehicles				
North America (a)	7,623	5,554	66	71
International	23	40		
Total Chrysler new vehicles financed	7,646	5,594		
Other non-GM / Chrysler new vehicles				
North America	2,070	1,916		
International (excluding China)	132	84		
Total other non-GM / Chrysler new vehicles financed	2,202	2,000		
Used vehicles				
North America	3,141	3,035		
International (excluding China)	157	88		
Total used vehicles financed	3,298	3,123		
Total commercial wholesale finance receivables	\$ 34,097	\$ 29,497		

(a) Share of dealer inventory based on end of period dealer inventory.

(b) Share of dealer inventory based on wholesale financing share of GM shipments.

(c) Excludes commercial wholesale finance receivables and dealer inventory of discontinued and wind-down operations as well as dealer inventory for other countries in which GM operates and we had no commercial wholesale finance receivables.

(d) Includes vehicles financed through a joint venture in China in which Ally owns a minority interest.

Commercial wholesale financing average balance increased for the three months and nine months ended September 30, 2011, compared to the same periods in 2010, primarily due to increasing global automotive sales and the corresponding increase in dealer inventories in virtually every market. North American GM and Chrysler wholesale penetration decreased for the three months and nine months ended September 30, 2011, compared to the same period in 2010, due to increased competition in the wholesale marketplace.

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

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

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) %	2011	2010	Favorable/ (unfavorable) %
Insurance premiums and other income						
Insurance premiums and service revenue earned	\$ 418	\$ 462	(10)	\$ 1,274	\$ 1,391	(8)
Investment income	46	89	(48)	197	316	(38)
Other income	19	16	19	48	54	(11)
Total insurance premiums and other income	483	567	(15)	1,519	1,761	(14)
Expense						
Insurance losses and loss adjustment expenses	183	218	16	593	638	7
Acquisition and underwriting expense						
Compensation and benefits expense	26	30	13	89	87	(2)
Insurance commissions expense	123	153	20	382	456	16
Other expenses	37	52	29	134	175	23
Total acquisition and underwriting expense	186	235	21	605	718	16
Total expense	369	453	19	1,198	1,356	12
Income from continuing operations before income tax expense	\$ 114	\$ 114		\$ 321	\$ 405	(21)
Total assets	\$ 8,215	\$ 8,796	(7)	\$ 8,215	\$ 8,796	(7)
Insurance premiums and service revenue written	\$ 410	\$ 404	1	\$ 1,250	\$ 1,242	1
Combined ratio (a)	85.0%	94.9%		91.3%	94.1%	

(a) Management uses a combined ratio as a primary measure of underwriting profitability with its components measured using accounting principles generally accepted in the United States of America. Underwriting profitability is indicated by a combined ratio under 100% and is calculated as the sum of all incurred losses and expenses (excluding interest and income tax expense) divided by the total of premiums and service revenues earned and other income.

Our Insurance operations earned income from continuing operations before income tax expense of \$114 million and \$321 million for the three months and nine months ended September 30, 2011, respectively, compared to \$114 million and \$405 million for the three months and nine months ended September 30, 2010, respectively. The decrease for the nine months ended September 30, 2011 was primarily attributable to lower realized investment gains.

Insurance premiums and service revenue earned decreased 10% and 8% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010, primarily due to the sale of certain international insurance operations during the fourth quarter of 2010 and lower earnings from our U.S. extended service contracts written between 2007 and 2009 due to lower domestic vehicle sales

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volume.

Investment income totaled \$46 million and \$197 million for the three months and nine months ended September 30, 2011, respectively, compared to \$89 million and \$316 million for the same periods in 2010. The decreases were driven by lower realized investment gains.

Insurance losses and loss adjustment expenses totaled \$183 million and \$593 million for the three months and nine months ended September 30, 2011, respectively, compared to \$218 million and \$638 million for the three months and nine

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months ended September 30, 2010, respectively. The decreases were primarily due to lower frequency and severity experienced at our international business and the sale of certain international insurance operations during the fourth quarter of 2010. The decrease for the nine months ended September 30, 2011 was partially offset by higher weather-related losses in the United States on our dealer inventory insurance products.

Acquisition and underwriting expense decreased 21% and 16% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases were primarily due to the sale of certain international insurance operations during the fourth quarter of 2010 and lower commission expense in our U.S. dealership-related products corresponding with our decrease in earned premiums.

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

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Vehicle service contracts				
New retail	\$ 101	\$ 85	\$ 284	\$ 237
Used retail	106	114	323	334
Total vehicle service contracts	207	199	607	571
Wholesale	32	27	84	75
Other finance and insurance (a)	41	33	112	89
North American operations	280	259	803	735
International operations (b)	130	145	447	507
Total	\$ 410	\$ 404	\$ 1,250	\$ 1,242

(a) Other finance and insurance includes Guaranteed Automobile Protection (GAP) coverage, excess wear and tear, and other ancillary products.

(b) International operations for the three months and nine months ended September 30, 2010, included \$25 million and \$88 million, respectively, of written premium from certain international insurance operations that were sold during the fourth quarter of 2010.

Insurance premiums and service revenue written was \$410 million and \$1.3 billion for the three months and nine months ended September 30, 2011, respectively, compared to \$404 million and \$1.2 billion for the same periods in 2010. Insurance premiums and service revenue written increased due to higher written premiums in our U.S. dealership-related products, particularly our vehicle service contract products. Vehicle service contract revenue is earned over the life of the service contract on a basis proportionate to the expected loss pattern. As such, the majority of earnings from vehicle service contracts written during the three months and nine months ended September 30, 2011, will be recognized as income in future periods. The increase of insurance premiums and service revenue written was partially offset by the sale of certain international insurance operations during the fourth quarter of 2010.

Cash and Investments

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

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

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Cash		
Noninterest-bearing cash	\$ 23	\$ 28
Interest-bearing cash	1,213	1,168
Total cash	1,236	1,196
Available-for-sale securities		
Debt securities		
U.S. Treasury and federal agencies	377	219
Foreign government	823	744
Mortgage-backed	635	826
Asset-backed	102	11
Corporate debt	1,195	1,559
Other debt	19	
Total debt securities	3,151	3,359
Equity securities	1,107	796
Total available-for-sale securities	4,258	4,155
Total cash and securities	\$ 5,494	\$ 5,351

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Our Mortgage operations include the ResCap legal entity, the mortgage operations of Ally Bank, and the Canadian mortgage operations of ResMor Trust. Results for our Mortgage operations are presented by reportable segment, which includes our Origination and Servicing operations and our Legacy Portfolio and Other operations.

Origination and Servicing Operations**Results of Operations**

The following table summarizes the operating results for our Origination and Servicing operations for the periods shown. Our Origination and Servicing operations principal activities include originating, purchasing, selling, and securitizing conforming and government-insured residential mortgage loans in the United States and Canada; servicing residential mortgage loans for ourselves and others; and providing collateralized lines of credit to other mortgage originators, which we refer to as warehouse lending. We also originate high-quality prime jumbo mortgage loans in the United States. We finance our mortgage loan originations primarily in Ally Bank in the United States and in our trust company, ResMor Trust, in Canada.

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Net financing (loss) revenue						
Total financing revenue and other interest income	\$ 141	\$ 130	8	\$ 346	\$ 325	6
Interest expense	145	125	(16)	398	349	(14)
Net financing (loss) revenue	(4)	5	(180)	(52)	(24)	(117)
Servicing fees	313	345	(9)	953	1,002	(5)
Servicing asset valuation and hedge activities, net	(471)	(27)	n/m	(663)	(181)	n/m
Total servicing income, net	(158)	318	(150)	290	821	(65)
Gain on mortgage loans, net	38	214	(82)	174	402	(57)
Other income, net of losses	62	77	(19)	151	191	(21)
Total other (loss) revenue	(58)	609	(110)	615	1,414	(57)
Total net (loss) revenue	(62)	614	(110)	563	1,390	(59)
Provision for loan losses	(1)	5	120	1	(29)	(103)
Noninterest expense						
Compensation and benefits expense	66	63	(5)	205	200	(3)
Representation and warranty expense	2	(33)	(106)		8	100
Other operating expenses	182	154	(18)	548	466	(18)
Total noninterest expense	250	184	(36)	753	674	(12)
(Loss) income before income tax expense	\$ (311)	\$ 425	(173)	\$ (191)	\$ 745	(126)
Total assets	\$ 24,731	\$ 25,381	(4)	\$ 24,731	\$ 25,381	(4)

n/m = not meaningful

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Our Origination and Servicing operations incurred losses before income tax expense of \$311 million and \$191 million for the three months and nine months ended September 30, 2011, respectively, compared to income before income tax expense of \$425 million and \$745 million for the three months and nine months ended September 30, 2010, respectively. The decreases were primarily driven by unfavorable servicing asset valuation, net of hedge and lower net gains on the sale of mortgage loans.

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Net financing losses were \$4 million and \$52 million for the three months and nine months ended September 30, 2011, compared to net financing revenue of \$5 million and a net financing loss of \$24 million for the same periods in 2010. The increase in net financing loss for the nine months ended September 30, 2011, was primarily due to higher funding costs and slightly unfavorable interest expense on Ginnie Mae repurchases.

Total servicing income, net was a loss of \$158 million and income of \$290 million for the three months and nine months ended September 30, 2011, respectively, compared to income of \$318 million and \$821 million for the same periods in 2010. The decreases were primarily due to a drop in interest rates and increased market volatility compared to favorable valuation adjustments in 2010.

The net gain on mortgage loans decreased 82% and 57% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases during 2011 were primarily due to lower margins and production.

Other income, net of losses, was \$62 million and \$151 million for the three months and nine months ended September 30, 2011, respectively, compared to \$77 million and \$191 million for the same periods in 2010. The decrease in other income during the nine months ended September 30, 2011, was primarily related to the write-down of certain retained interests and lower mortgage processing fee income resulting from lower origination volume due to lower industry volume.

The provision for loan losses decreased \$6 million and increased \$30 million for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decrease in the provision for the three months ended September 30, 2011, reflected the enhanced underwriting standards. The increase during the nine months ended September 30, 2010, resulted from a release of reserves during 2010.

Total noninterest expense increased 36% and 12% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The increases for both periods were driven by higher loan processing and underwriting fees. The three months ended September 30, 2011, was also impacted by higher representation and warranty expense due to reserve adjustments recognized in 2010 related to improved performance on agency production.

Table of Contents**Legacy Portfolio and Other Operations****Results of Operations**

The following table summarizes the operating results for our Legacy Portfolio and Other operations excluding discontinued operations for the periods shown. Our Legacy Portfolio and Other operations primarily consists of loans originated prior to January 1, 2009, and includes noncore business activities, portfolios in runoff, our mortgage reinsurance business, and cash held in the ResCap legal entity. These activities, all of which we have discontinued, included, among other things: lending to real estate developers and homebuilders in the United States and United Kingdom; and purchasing, selling, and securitizing nonconforming residential mortgage loans (with the exception of U.S. prime jumbo mortgage loans) in both the United States and internationally.

(\$ in millions)	Three months ended September 30,			Nine months ended September 30,		
	2011	2010	Favorable/ (unfavorable) % change	2011	2010	Favorable/ (unfavorable) % change
Net financing revenue						
Total financing revenue and other interest income	\$ 177	\$ 325	(46)	\$ 605	\$ 1,068	(43)
Interest expense	112	183	39	384	561	32
Net financing revenue	65	142	(54)	221	507	(56)
Servicing fees	(1)	(2)	50	(4)	(7)	43
Servicing asset valuation and hedge activities, net						
Total servicing income, net	(1)	(2)	50	(4)	(7)	43
Gain on mortgage loans, net	7	84	(92)	59	244	(76)
Other income, net of losses	(41)	(33)	(24)	(63)	(93)	32
Total other (loss) revenue	(35)	49	(171)	(8)	144	(106)
Total net revenue	30	191	(84)	213	651	(67)
Provision for loan losses	31	17	(82)	114	150	24
Noninterest expense						
Compensation and benefits expense	25	16	(56)	93	58	(60)
Representation and warranty expense	67	378	82	279	482	42
Other operating expenses	18	51	65	51	166	69
Total noninterest expense	110	445	75	423	706	40
Loss from continuing operations before income tax expense	\$ (111)	\$ (271)	59	\$ (324)	\$ (205)	(58)
Total assets	\$ 10,771	\$ 15,582	(31)	\$ 10,771	\$ 15,582	(31)

Our Legacy Portfolio and Other operations incurred losses from continuing operations before income tax expense of \$111 million and \$324 million for the three months and nine months ended September 30, 2011, respectively, compared to losses from continuing operations before income tax expense of \$271 million and \$205 million for the three months and nine months ended September 30, 2010, respectively. The losses during 2011 were favorably impacted by lower representation and warranty expense. Offsetting the improvement during the three months and nine months ended September 30, 2011, were lower financing revenue related to a decrease in asset levels and a lower net gain on the sale of mortgage loans.

Net financing revenue was \$65 million and \$221 million for the three months and nine months ended September 30, 2011, respectively, compared to \$142 million and \$507 million for the same periods in 2010. The decreases were driven by lower financing revenue and other interest income due primarily to a decline in average asset levels due to loan sales, the deconsolidation of previously on-balance sheet securitizations, and portfolio runoff. The decreases were partially offset by lower interest expense related to a reduction in average borrowings commensurate with a smaller asset base.

The net gain on mortgage loans was \$7 million and \$59 million for the three months and nine months ended September 30, 2011, respectively, compared to \$84 million and \$244 million for the same periods in 2010. The decreases during 2011 were primarily due to lower whole-loan

sales and mortgage loan resolutions.

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Other income, net of losses, was a loss of \$41 million and \$63 million for the three months and nine months ended September 30, 2011, respectively, compared to a loss of \$33 million and \$93 million for the same periods in 2010. The improvement for the nine months ended September 30, 2011, compared to the same period in 2010, was primarily due to a lower fair value adjustment and better performance of the remaining asset portfolio. This favorability was partially offset by lower gains on real estate-owned properties.

The provision for loan losses was \$31 million and \$114 million for the three months and nine months ended September 30, 2011, respectively, compared to \$17 million and \$150 million for the same periods in 2010. The provision increase for the three months ended September 30, 2011, included lower reserve releases as receivables have been reduced through portfolio runoff. The provision for the nine month period ended September 30, 2011, reflected improved credit performance.

Total noninterest expense decreased 75% and 40% for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. The decreases were primarily driven by lower representation and warranty expense in 2011 as 2010 included a significant increase in expense to cover anticipated repurchase requests. Additionally, the nine months ended September 30, 2011, was favorably impacted by lower real estate-owned expense due to fewer foreclosures, favorable average real estate-owned values, and lower taxes and expense related to real estate-owned properties. Although representation and warranty expense decreased compared to 2010, the decrease in noninterest expense was partially offset by a \$121 million representation and warranty expense during the three months ended June 30, 2011, for certain securitized mortgages for which mortgage insurance was rescinded.

Mortgage Loan Production and Servicing

Mortgage loan production for our Origination and Servicing operations was \$16.0 billion and \$40.7 billion for the three months and nine months ended September 30, 2011, respectively, compared to \$20.5 billion and \$47.3 billion for the same periods in 2010. Domestic loan production decreased \$4.6 billion, or 23%, and \$6.5 billion, or 14%, for the three months and nine months ended September 30, 2011, respectively, compared to the same periods in 2010. International loan production increased \$26 million, or 7%, and decreased \$15 million, or 2%, for the three months and nine months ended September 30, 2011, compared to the same periods in 2010. International mortgage loan production represents high-quality government-insured residential mortgages in Canada.

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The following tables summarize consumer mortgage loan production for our Origination and Servicing operations.

Three months ended September 30, <i>(\$ in millions)</i>	2011		2010	
	Number of loans	Dollar amount of loans	Number of loans	Dollar amount of loans
Production by product type				
Prime conforming	57,454	\$ 13,345	63,497	\$ 15,139
Prime nonconforming	560	468	419	364
Prime second-lien				
Government	9,077	1,774	23,020	4,676
Nonprime				
Total U.S. production	67,091	15,587	86,936	20,179
International production	1,830	374	1,885	348
Total production by product type	68,921	\$ 15,961	88,821	\$ 20,527
U.S. production by channel				
Correspondent lender and secondary market purchases	53,648	\$ 12,529	77,040	\$ 18,039
Direct lending	9,831	1,933	9,511	2,050
Mortgage brokers	3,612	1,125	385	90
Total U.S. production by channel	67,091	\$ 15,587	86,936	\$ 20,179

Nine months ended September 30, <i>(\$ in millions)</i>	2011		2010	
	Number of loans	Dollar amount of loans	Number of loans	Dollar amount of loans
Production by product type				
Prime conforming	149,526	\$ 33,858	144,280	\$ 33,676
Prime nonconforming	1,350	1,143	1,415	1,196
Prime second-lien				
Government	24,317	4,777	57,265	11,435
Nonprime				
Total U.S. production	175,193	39,778	202,960	46,307
International production	4,668	969	5,264	984
Total production by product type	179,861	\$ 40,747	208,224	\$ 47,291
U.S. production by channel				
Correspondent lender and secondary market purchases	143,893	\$ 33,017	176,319	\$ 40,683
Direct lending	24,620	4,763	26,034	5,478
Mortgage brokers	6,680	1,998	607	146
Total U.S. production by channel	175,193	\$ 39,778	202,960	\$ 46,307

The following table summarizes the primary mortgage loan-servicing portfolio.

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<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
U.S. primary servicing portfolio		
Prime conforming	\$ 228,394	\$ 220,762
Prime nonconforming	48,979	52,643
Prime second-lien	7,216	10,851
Government	49,102	48,550
Nonprime	21,512	22,874
International primary servicing portfolio	5,695	5,087
Total primary servicing portfolio (a)	\$ 360,898	\$ 360,767

(a) Excludes loans for which we acted as a subservicer. Subserviced loans totaled \$25.1 billion and \$24.2 billion at September 30, 2011, and December 31, 2010, respectively.

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For more information regarding our serviced mortgage assets, refer to Note 11 to the Condensed Consolidated Financial Statements.

Loans Outstanding

Consumer mortgage loans held-for-sale for our Origination and Servicing operations were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Prime conforming	\$ 2,520	\$ 5,585
Prime nonconforming		
Prime second-lien		
Government (a)	3,336	3,434
Nonprime		
International	507	351
Total	6,363	9,370
Net premiums	83	135
Fair value option election adjustment	67	(61)
Lower-of-cost or fair value adjustment	(5)	(2)
Total, net	\$ 6,508	\$ 9,442

(a) Includes loans subject to conditional repurchase options of \$2.4 billion and \$2.3 billion sold to Ginnie Mae guaranteed securitizations at September 30, 2011, and December 31, 2010, respectively. The corresponding liability is recorded in accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet.

Consumer mortgage loans held-for-investment for our Origination and Servicing operations were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Prime conforming	\$	\$
Prime nonconforming	2,622	2,068
Prime second-lien		
Government		
Nonprime		
International	231	289
Total	2,853	2,357
Net premiums	16	11
Fair value option election adjustment		
Allowance for loan losses	(15)	(14)
Total, net	\$ 2,854	\$ 2,354

Consumer mortgage loans held-for-sale for our Legacy Portfolio and Other operations were as follows.

<i>(\$ in millions)</i>	September 30, 2011	December 31, 2010
Prime conforming	\$ 317	\$ 336
Prime nonconforming	621	674
Prime second-lien	554	634
Government	17	18
Nonprime	594	637

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International	21	13
Total (a)	2,124	2,312
Net discounts	(300)	(296)
Fair value option election adjustment	(24)	(1)
Lower-of-cost or fair value adjustment	(54)	(46)
Total, net (b)	\$ 1,746	\$ 1,969