

Ally Financial Inc.  
Form 10-Q  
August 04, 2016  
Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended June 30, 2016, 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 38-0572512

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) 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)

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark 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 non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (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 August 2, 2016, the number of shares outstanding of the Registrant's common stock was 483,657,867 shares.

Table of Contents

INDEX

Ally Financial Inc. Form 10-Q

|                                                                                                      | Page |
|------------------------------------------------------------------------------------------------------|------|
| <u>Part I — Financial Information</u>                                                                |      |
| Item 1. <u>Financial Statements</u>                                                                  | 3    |
| <u>Condensed Consolidated Statement of Comprehensive Income (unaudited)</u>                          | 3    |
| <u>for the Three and Six Months Ended June 30, 2016 and 2015</u>                                     | 5    |
| <u>Condensed Consolidated Balance Sheet (unaudited) at June 30, 2016 and December 31, 2015</u>       | 7    |
| <u>Condensed Consolidated Statement of Changes in Equity (unaudited)</u>                             | 8    |
| <u>for the Three and Six Months Ended June 30, 2016 and 2015</u>                                     | 10   |
| <u>Condensed Consolidated Statement of Cash Flows (unaudited)</u>                                    | 10   |
| <u>for the Six Months Ended June 30, 2016 and 2015</u>                                               | 63   |
| <u>Notes to Condensed Consolidated Financial Statements (unaudited)</u>                              | 104  |
| Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | 105  |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>                            | 106  |
| Item 4. <u>Controls and Procedures</u>                                                               | 106  |
| <u>Part II — Other Information</u>                                                                   | 106  |
| Item 1. <u>Legal Proceedings</u>                                                                     | 106  |
| Item 1A. <u>Risk Factors</u>                                                                         | 106  |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                           | 106  |
| Item 3. <u>Defaults Upon Senior Securities</u>                                                       | 106  |
| Item 4. <u>Mine Safety Disclosures</u>                                                               | 106  |
| Item 5. <u>Other Information</u>                                                                     | 106  |
| Item 6. <u>Exhibits</u>                                                                              | 107  |
| <u>Signatures</u>                                                                                    | 107  |
| <u>Index of Exhibits</u>                                                                             | 108  |

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Table of Contents PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

## Condensed Consolidated Statement of Comprehensive Income (unaudited)

## Ally Financial Inc. • Form 10-Q

|                                                             | Three months<br>ended June 30, |         | Six months<br>ended June 30, |         |
|-------------------------------------------------------------|--------------------------------|---------|------------------------------|---------|
| (\$ in millions)                                            | 2016                           | 2015    | 2016                         | 2015    |
| Financing revenue and other interest income                 |                                |         |                              |         |
| Interest and fees on finance receivables and loans          | \$1,265                        | \$1,118 | \$2,500                      | \$2,192 |
| Interest on loans held-for-sale                             | —                              | 14      | —                            | 38      |
| Interest and dividends on investment securities             | 99                             | 93      | 201                          | 181     |
| Interest on cash and cash equivalents                       | 4                              | 2       | 7                            | 4       |
| Operating leases                                            | 701                            | 860     | 1,470                        | 1,756   |
| Total financing revenue and other interest income           | 2,069                          | 2,087   | 4,178                        | 4,171   |
| Interest expense                                            |                                |         |                              |         |
| Interest on deposits                                        | 203                            | 177     | 396                          | 349     |
| Interest on short-term borrowings                           | 12                             | 12      | 25                           | 23      |
| Interest on long-term debt                                  | 436                            | 419     | 878                          | 848     |
| Total interest expense                                      | 651                            | 608     | 1,299                        | 1,220   |
| Depreciation expense on operating lease assets              | 434                            | 563     | 944                          | 1,185   |
| Net financing revenue                                       | 984                            | 916     | 1,935                        | 1,766   |
| Other revenue                                               |                                |         |                              |         |
| Insurance premiums and service revenue earned               | 236                            | 237     | 466                          | 470     |
| Gain on mortgage and automotive loans, net                  | 3                              | 1       | 4                            | 47      |
| Loss on extinguishment of debt                              | —                              | (156)   | (4)                          | (354)   |
| Other gain on investments, net                              | 39                             | 45      | 93                           | 100     |
| Other income, net of losses                                 | 96                             | 84      | 191                          | 191     |
| Total other revenue                                         | 374                            | 211     | 750                          | 454     |
| Total net revenue                                           | 1,358                          | 1,127   | 2,685                        | 2,220   |
| Provision for loan losses                                   | 172                            | 140     | 392                          | 256     |
| Noninterest expense                                         |                                |         |                              |         |
| Compensation and benefits expense                           | 242                            | 236     | 494                          | 491     |
| Insurance losses and loss adjustment expenses               | 145                            | 122     | 218                          | 178     |
| Other operating expenses                                    | 386                            | 366     | 771                          | 750     |
| Total noninterest expense                                   | 773                            | 724     | 1,483                        | 1,419   |
| Income from continuing operations before income tax expense | 413                            | 263     | 810                          | 545     |
| Income tax expense from continuing operations               | 56                             | 94      | 206                          | 197     |
| Net income from continuing operations                       | 357                            | 169     | 604                          | 348     |
| Income from discontinued operations, net of tax             | 3                              | 13      | 6                            | 410     |
| Net income                                                  | 360                            | 182     | 610                          | 758     |
| Other comprehensive income (loss), net of tax               | 120                            | (148)   | 266                          | (117)   |
| Comprehensive income                                        | \$480                          | \$34    | \$876                        | \$641   |

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

Condensed Consolidated Statement of Comprehensive Income (unaudited)

Ally Financial Inc. • Form 10-Q

|                                                 | Three months<br>ended June<br>30,<br>2016 |          | Six months<br>ended June<br>30,<br>2015 |          |
|-------------------------------------------------|-------------------------------------------|----------|-----------------------------------------|----------|
| (in dollars) (a)                                | 2016                                      | 2015     | 2016                                    | 2015     |
| Basic earnings per common share                 |                                           |          |                                         |          |
| Net income (loss) from continuing operations    | \$0.70                                    | \$(2.24) | \$1.18                                  | \$(2.01) |
| Income from discontinued operations, net of tax | 0.01                                      | 0.03     | 0.01                                    | 0.85     |
| Net income (loss)                               | \$0.71                                    | \$(2.22) | \$1.20                                  | \$(1.16) |
| Diluted earnings per common share               |                                           |          |                                         |          |
| Net income (loss) from continuing operations    | \$0.70                                    | \$(2.24) | \$1.18                                  | \$(2.01) |
| Income from discontinued operations, net of tax | 0.01                                      | 0.03     | 0.01                                    | 0.85     |
| Net income (loss)                               | \$0.71                                    | \$(2.22) | \$1.19                                  | \$(1.16) |

(a) Figures in the table may not recalculate exactly due to rounding. Earnings per share is calculated based on unrounded numbers.

Refer to Note 18 for additional earnings per share information, including the impact of preferred stock dividends recognized in connection with the partial redemption of the Series G Preferred Stock and the repurchase of the Series A Preferred Stock for the three months and six months ended June 30, 2015. The Notes to the Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

Table of Contents

## Condensed Consolidated Balance Sheet (unaudited)

## Ally Financial Inc. • Form 10-Q

| (\$ in millions, except share data)                                                                                                                                   | June 30,<br>2016 | December 31,<br>2015 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| Assets                                                                                                                                                                |                  |                      |
| Cash and cash equivalents                                                                                                                                             |                  |                      |
| Noninterest-bearing                                                                                                                                                   | \$ 1,790         | \$ 2,148             |
| Interest-bearing                                                                                                                                                      | 3,941            | 4,232                |
| Total cash and cash equivalents                                                                                                                                       | 5,731            | 6,380                |
| Available-for-sale securities (refer to Note 6 for discussion of investment securities pledged as collateral)                                                         | 18,197           | 17,157               |
| Held-to-maturity securities                                                                                                                                           | 571              | —                    |
| Loans held-for-sale, net                                                                                                                                              | 15               | 105                  |
| Finance receivables and loans, net                                                                                                                                    |                  |                      |
| Finance receivables and loans, net of unearned income                                                                                                                 | 112,653          | 111,600              |
| Allowance for loan losses                                                                                                                                             | (1,089)          | (1,054)              |
| Total finance receivables and loans, net                                                                                                                              | 111,564          | 110,546              |
| Investment in operating leases, net                                                                                                                                   | 13,755           | 16,271               |
| Premiums receivable and other insurance assets                                                                                                                        | 1,844            | 1,801                |
| Other assets                                                                                                                                                          | 6,254            | 6,321                |
| Total assets                                                                                                                                                          | \$ 157,931       | \$ 158,581           |
| Liabilities                                                                                                                                                           |                  |                      |
| Deposit liabilities                                                                                                                                                   |                  |                      |
| Noninterest-bearing                                                                                                                                                   | \$ 94            | \$ 89                |
| Interest-bearing                                                                                                                                                      | 72,708           | 66,389               |
| Total deposit liabilities                                                                                                                                             | 72,802           | 66,478               |
| Short-term borrowings                                                                                                                                                 | 5,994            | 8,101                |
| Long-term debt                                                                                                                                                        | 61,040           | 66,234               |
| Interest payable                                                                                                                                                      | 427              | 350                  |
| Unearned insurance premiums and service revenue                                                                                                                       | 2,465            | 2,434                |
| Accrued expenses and other liabilities                                                                                                                                | 1,592            | 1,545                |
| Total liabilities                                                                                                                                                     | 144,320          | 145,142              |
| Contingencies (refer to Note 26)                                                                                                                                      |                  |                      |
| Equity                                                                                                                                                                |                  |                      |
| Common stock and paid-in capital (\$0.01 par value, shares authorized 1,100,000,000; issued 485,417,677 and 482,790,696; and outstanding 483,753,360 and 481,980,111) | 21,136           | 21,100               |
| Preferred stock                                                                                                                                                       | —                | 696                  |
| Accumulated deficit                                                                                                                                                   | (7,530)          | (8,110)              |
| Accumulated other comprehensive income (loss)                                                                                                                         | 35               | (231)                |
| Treasury stock, at cost (1,664,317 and 810,585 shares)                                                                                                                | (30)             | (16)                 |
| Total equity                                                                                                                                                          | 13,611           | 13,439               |
| Total liabilities and equity                                                                                                                                          | \$ 157,931       | \$ 158,581           |

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

Table of Contents

## Condensed Consolidated Balance Sheet (unaudited)

Ally Financial Inc. • Form 10-Q

The assets of consolidated variable interest entities, presented based upon the legal transfer of the underlying assets in order to reflect legal ownership, 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.

| (\$ in millions)                                      | June 30,<br>2016 | December 31,<br>2015 |
|-------------------------------------------------------|------------------|----------------------|
| Assets                                                |                  |                      |
| Finance receivables and loans, net                    |                  |                      |
| Finance receivables and loans, net of unearned income | \$26,104         | \$ 27,929            |
| Allowance for loan losses                             | (190 )           | (196 )               |
| Total finance receivables and loans, net              | 25,914           | 27,733               |
| Investment in operating leases, net                   | 3,257            | 4,791                |
| Other assets                                          | 1,203            | 1,624                |
| Total assets                                          | \$30,374         | \$ 34,148            |
| Liabilities                                           |                  |                      |
| Long-term debt                                        | \$16,783         | \$ 20,267            |
| Accrued expenses and other liabilities                | 18               | 22                   |
| Total liabilities                                     | \$16,801         | \$ 20,289            |

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

Table of Contents

## Condensed Consolidated Statement of Changes in Equity (unaudited)

Ally Financial Inc. • Form 10-Q

| (\$ in millions)                                                         | Common<br>stock and<br>paid-in<br>capital | Preferred<br>stock | Accumulated<br>deficit | Accumulated<br>other<br>comprehensive<br>(loss) income | Treasury<br>stock | Total<br>equity |
|--------------------------------------------------------------------------|-------------------------------------------|--------------------|------------------------|--------------------------------------------------------|-------------------|-----------------|
| Balance at January 1, 2015                                               | \$ 21,038                                 | \$ 1,255           | \$ (6,828 )            | \$ (66 )                                               | \$ —              | \$ 15,399       |
| Net income                                                               |                                           |                    | 758                    |                                                        |                   | 758             |
| Preferred stock dividends                                                |                                           |                    | (1,318 )               | (a)                                                    |                   | (1,318 )        |
| Series A preferred stock repurchase                                      |                                           | (325 )             |                        |                                                        |                   | (325 )          |
| Series G preferred stock redemption                                      |                                           | (117 )             |                        |                                                        |                   | (117 )          |
| Share-based compensation                                                 | 31                                        |                    |                        |                                                        |                   | 31              |
| Other comprehensive loss                                                 |                                           |                    |                        | (117 )                                                 |                   | (117 )          |
| Share repurchases related to employee<br>stock-based compensation awards |                                           |                    |                        |                                                        | (16 )             | (16 )           |
| Balance at June 30, 2015                                                 | \$ 21,069                                 | \$ 813             | \$ (7,388 )            | \$ (183 )                                              | \$ (16 )          | \$ 14,295       |
| Balance at January 1, 2016                                               | \$ 21,100                                 | \$ 696             | \$ (8,110 )            | \$ (231 )                                              | \$ (16 )          | \$ 13,439       |
| Net income                                                               |                                           |                    | 610                    |                                                        |                   | 610             |
| Preferred stock dividends                                                |                                           |                    | (30 )                  |                                                        |                   | (30 )           |
| Series A preferred stock redemption                                      |                                           | (696 )             |                        |                                                        |                   | (696 )          |
| Share-based compensation                                                 | 36                                        |                    |                        |                                                        |                   | 36              |
| Other comprehensive income                                               |                                           |                    |                        | 266                                                    |                   | 266             |
| Share repurchases related to employee<br>stock-based compensation awards |                                           |                    |                        |                                                        | (14 )             | (14 )           |
| Balance at June 30, 2016                                                 | \$ 21,136                                 | \$ —               | \$ (7,530 )            | \$ 35                                                  | \$ (30 )          | \$ 13,611       |

Preferred stock dividends include \$1,193 million recognized in connection with the partial redemption of the Series G Preferred Stock and the repurchase of the Series A Preferred Stock. These dividends represent an additional return to preferred shareholders calculated as the excess consideration paid over the carrying amount derecognized.

Refer to Note 16 for additional preferred stock information.

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

Table of Contents

## Condensed Consolidated Statement of Cash Flows (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, (\$ in millions)                                             | 2016    | 2015    |
|----------------------------------------------------------------------------------------|---------|---------|
| Operating activities                                                                   |         |         |
| Net income                                                                             | \$ 610  | \$ 758  |
| Reconciliation of net income to net cash provided by operating activities              |         |         |
| Depreciation and amortization                                                          | 1,241   | 1,466   |
| Provision for loan losses                                                              | 392     | 256     |
| Gain on mortgage and automotive loans, net                                             | (4 )    | (47 )   |
| Other gain on investments, net                                                         | (93 )   | (100 )  |
| Loss on extinguishment of debt                                                         | 4       | 354     |
| Originations and purchases of loans held-for-sale                                      | (44 )   | (1,528) |
| Proceeds from sales and repayments of loans originated as held-for-sale                | 144     | 496     |
| Gain on sale of subsidiaries, net                                                      | —       | (452 )  |
| Net change in                                                                          |         |         |
| Deferred income taxes                                                                  | 193     | 258     |
| Interest payable                                                                       | 76      | (59 )   |
| Other assets                                                                           | 17      | 532     |
| Other liabilities                                                                      | (55 )   | (217 )  |
| Other, net                                                                             | (59 )   | 26      |
| Net cash provided by operating activities                                              | 2,422   | 1,743   |
| Investing activities                                                                   |         |         |
| Purchases of available-for-sale securities                                             | (8,657) | (8,165) |
| Proceeds from sales of available-for-sale securities                                   | 6,584   | 2,865   |
| Proceeds from maturities and repayment of available-for-sale securities                | 1,536   | 2,192   |
| Purchases of held-to-maturity securities                                               | (571 )  | —       |
| Net increase in finance receivables and loans                                          | (5,653) | (5,471) |
| Proceeds from sales of finance receivables and loans originated as held-for-investment | 4,156   | 1,582   |
| Purchases of operating lease assets                                                    | (1,472) | (2,348) |
| Disposals of operating lease assets                                                    | 3,047   | 2,709   |
| Acquisitions of subsidiaries, net of cash acquired                                     | (288 )  | —       |
| Proceeds from sale of business unit, net (a)                                           | —       | 1,049   |
| Net change in restricted cash                                                          | 482     | 449     |
| Net change in nonmarketable equity investments                                         | (354 )  | 88      |
| Other, net                                                                             | (69 )   | (142 )  |
| Net cash used in investing activities                                                  | (1,259) | (5,192) |

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

Condensed Consolidated Statement of Cash Flows (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, (\$ in millions)                                                                      | 2016     | 2015     |
|-----------------------------------------------------------------------------------------------------------------|----------|----------|
| Financing activities                                                                                            |          |          |
| Net change in short-term borrowings                                                                             | (2,112 ) | 2,945    |
| Net increase in deposits                                                                                        | 6,308    | 3,713    |
| Proceeds from issuance of long-term debt                                                                        | 9,020    | 17,818   |
| Repayments of long-term debt                                                                                    | (14,305) | (18,984) |
| Repurchase and redemption of preferred stock                                                                    | (696 )   | (442 )   |
| Dividends paid on preferred stock                                                                               | (30 )    | (1,318 ) |
| Net cash (used in) provided by financing activities                                                             | (1,815 ) | 3,732    |
| Effect of exchange-rate changes on cash and cash equivalents                                                    | 3        | (1 )     |
| Net (decrease) increase in cash and cash equivalents                                                            | (649 )   | 282      |
| Cash and cash equivalents at beginning of year                                                                  | 6,380    | 5,576    |
| Cash and cash equivalents at June 30,                                                                           | \$5,731  | \$5,858  |
| Supplemental disclosures                                                                                        |          |          |
| Cash paid for                                                                                                   |          |          |
| Interest                                                                                                        | \$1,234  | \$1,250  |
| Income taxes                                                                                                    | 12       | 97       |
| Noncash items                                                                                                   |          |          |
| Finance receivables and loans transferred to loans held-for-sale                                                | 4,174    | 72       |
| Other disclosures                                                                                               |          |          |
| Proceeds from sales and repayments of mortgage loans held-for-investment originally designated as held-for-sale | 18       | 54       |

(a) Cash flows of discontinued operations are reflected within operating, investing, and financing activities in the Condensed Consolidated Statement of Cash Flows.

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

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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

Ally Financial Inc. (referred to herein as Ally, Parent, we, our, or us) is a leading digital financial services company offering financial products for consumers, businesses, automotive dealers and corporate clients. Founded in 1919, we are a leading financial services company with over 95 years of experience providing a broad array of financial products and services. We operate as a financial holding company (FHC) and a bank holding company (BHC). Our banking subsidiary, Ally Bank, is an award-winning online bank, and an indirect, wholly-owned subsidiary of Ally Financial Inc. with a distinct brand and focus on customers, offering a variety of deposit and other banking products. 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 and disclosure of contingent assets and liabilities at the date of the financial statements and that affect income and expenses during the reporting period and related disclosures. 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 June 30, 2016, and for the three months and six months ended June 30, 2016, and 2015, 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, 2015, as filed on February 24, 2016, with the U.S. Securities and Exchange Commission (SEC), as amended by the Current Report on Form 8-K filed with the SEC on May 5, 2016 (referred to herein as the Annual Consolidated Financial Statements).

Change in Reportable Segments

As a result of a change in how management views and operates our business, during the first quarter of 2016, we made changes in the composition of our operating segments. Financial information related to our Corporate Finance business is presented as a separate reportable segment. Previously, all such activity was included in Corporate and Other. Additionally, only the activity of our ongoing bulk acquisitions of mortgage loans and other originations and refinancing is presented in Mortgage Finance operations. The activity related to the management of our legacy mortgage portfolio is included in Corporate and Other. Our other operating segments, Automotive Finance operations and Insurance operations, were unchanged. Amounts for 2015 have been adjusted to conform to the current management view. In connection with the change in operating segments, we defined additional classes of finance receivables and loans: Mortgage Finance and Mortgage — Legacy. Mortgage Finance includes consumer mortgage loans from our ongoing mortgage operations and Mortgage — Legacy includes consumer mortgage loans originated prior to 2009.

Significant Accounting Policies

Business Combinations

We account for our business acquisitions using the acquisition method of accounting. Under this method we generally record the initial carrying values of purchased assets, including identifiable intangible assets, and assumed liabilities at fair value on the acquisition date. We recognize goodwill when the acquisition price is greater than the fair value of the net assets acquired, including identifiable intangible assets. The initial fair value of recognized assets and liabilities are subject to refinement during the measurement period, a period up to one year after the closing date of an acquisition, as information relative to closing date fair values becomes available. Costs directly related to business combinations are recorded as expenses as they are incurred.

Goodwill and Other Intangibles

Goodwill and intangible assets, net of accumulated amortization, are reported in other assets.

Our intangible assets primarily consist of acquired customer relationships and developed technology, and are amortized using a straight line methodology over their estimated useful lives. We review intangible assets for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If it is determined the carrying amount of the asset is not recoverable, an impairment charge is recorded. Refer to Note 2 for further discussion on intangible assets.

Goodwill represents the excess of the cost of an acquisition over the fair value of net assets acquired, including identifiable intangibles. We test goodwill for impairment annually, or more frequently if events and changes in circumstances indicate that it is more likely than not that impairment exists. Our annual goodwill impairment test is performed as of August 31 of each year. Goodwill is reviewed for impairment utilizing a two-step process. The first step of the impairment test requires us to define the reporting units and compare the fair value of each of the reporting units to their respective carrying value. The fair value of the reporting units in our impairment test is determined based on various analyses including discounted cash flow projections using assumptions a market participant would use. If the carrying value is less than the fair value, no impairment exists, and the second step does not need to be completed. If the carrying value is higher than the fair value or there is an indication that impairment may exist, a second step must be performed where we determine the implied value of goodwill based on the individual fair values of the reporting unit's assets and liabilities, including unrecognized intangibles, to compute the amount of the impairment. Refer to Note 2 for further discussion on goodwill.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

Income Taxes

In calculating the provision for interim income taxes, in accordance with Accounting Standards Codification (ASC) 740, Income Taxes, we apply an estimated annual effective tax rate to year-to-date ordinary income. At the end of each interim period, we estimate the effective tax rate expected to be applicable for the full fiscal year. This method differs from that described in Note 1 to the Annual Consolidated Financial Statements, which describes our annual significant income tax accounting policy and related methodology.

Investments

Our portfolio of investments includes various debt and marketable equity securities and nonmarketable equity investments. Debt and marketable equity securities are classified based on management's intent to sell or hold the security. We classify debt securities as held-to-maturity only when we have both the intent and ability to hold the securities to maturity. We classify debt and marketable equity securities as trading when the securities are acquired for the purpose of selling or holding them for a short period of time. Securities not classified as either held-to-maturity or trading are classified as available-for-sale.

Our debt and marketable equity securities include government securities, corporate bonds, asset-backed securities (ABS), mortgage-backed securities (MBS), equity securities and other investments. Our portfolio includes securities classified as available-for-sale and held-to-maturity. Our available-for-sale securities are carried at fair value with unrealized gains and losses included in accumulated other comprehensive income or loss and are subject to impairment. Our held-to-maturity securities are carried at amortized cost and are subject to impairment.

We amortize premiums and discounts on debt securities as an adjustment to investment yield generally over the stated maturity of the security. For ABS and MBS where prepayments can be reasonably estimated, amortization is adjusted for expected prepayments.

Additionally, we assess our debt and marketable equity securities for potential other-than-temporary impairment. We employ a methodology that considers available evidence in evaluating potential other-than-temporary impairment of our debt and marketable equity securities classified as available-for-sale and held-to-maturity. If the cost of an investment exceeds its fair value, we evaluate, among other factors, the magnitude and duration of the decline in fair value. We also evaluate the financial health of and business outlook for the issuer, the performance of the underlying assets for interests in securitized assets, and, for securities classified as available-for-sale, our intent and ability to hold the investment through recovery of its amortized cost basis.

Once a decline in fair value of a debt security is determined to be other-than-temporary, an impairment charge for the credit component is recorded to other gain (loss) on investments, net, in our Consolidated Statement of Income, and a new cost basis in the investment is established. Noncredit component losses of a debt security are recorded in other comprehensive income (loss) when we do not intend to sell the security and it is not more likely than not that we will have to sell the security prior to the security's anticipated recovery. Unrealized losses that we have determined to be other-than-temporary on equity securities are recorded to other gain (loss) on investments, net in our Consolidated Statement of Income. Subsequent increases and decreases to the fair value of available-for-sale debt and equity securities are included in other comprehensive income (loss), so long as they are not attributable to another other-than-temporary impairment.

Realized gains and losses on investment securities are reported in other gain (loss) on investments, net, and are determined using the specific identification method. For information on our debt and marketable equity securities, refer to Note 6.

In addition to our investments in debt and marketable equity securities, we hold equity positions in other entities. These positions include Federal Home Loan Bank (FHLB) and Federal Reserve Bank (FRB) stock held to meet regulatory requirements, other equity investments that are not publicly traded and do not have a readily determinable fair value, equity investments in low income housing tax credits, and Community Reinvestment Act (CRA) equity investments. Our investments in FHLB and FRB stock and other equity investments are accounted for using the cost method of accounting. Our low income housing tax credit investments are accounted for using the proportionate

amortization method of accounting for qualified affordable housing investments. Our CRA investments are accounted for using the equity method of accounting. Our FHLB and FRB stock and other equity investments carried at cost are included in nonmarketable equity investments in other assets. Our investments in low income housing tax credits and CRA are also included in other assets. As conditions warrant, we review our investments carried at cost for impairment and will adjust the carrying value of the investment if it is deemed to be impaired. No impairment was recognized in 2016 or 2015. For more information on our nonmarketable equity investments, refer to Note 22.

Refer to Note 1 to the Annual Consolidated Financial Statements regarding additional significant accounting policies.

#### Recently Adopted Accounting Standards

##### Consolidation — Amendments to the Consolidation Analysis (ASU 2015-02)

As of January 1, 2016, we adopted ASU (Accounting Standards Update) 2015-02. The amendments in this update modify the requirements of consolidation with respect to entities that are or are similar in nature to limited partnerships or are variable interest entities (VIEs). For entities that are or are similar to limited partnerships, the guidance clarifies the evaluation of kick-out rights, removes the presumption that the general partner will consolidate and generally states that such entities will be presumed to be VIEs unless proven otherwise. For VIEs, the guidance modifies the analysis related to the evaluation of servicing fees, excludes servicing fees that are deemed commensurate with the level of service required from the determination of the primary beneficiary and clarifies certain considerations related to the consolidation analysis when performing a related party assessment. The amendments in this guidance did not impact our historical VIE

## Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

and consolidation conclusions. No adjustments to our consolidated financial statements were required as a result of the adoption of this guidance.

### Recently Issued Accounting Standards

Revenue from Contracts with Customers (ASU 2014-09) and Revenue from Contracts with Customers — Deferral of the Effective Date (ASU 2015-14)

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09. The purpose of this guidance is to streamline and consolidate existing revenue recognition principles in GAAP and to converge revenue recognition principles with International Financial Reporting Standards (IFRS). The core principle of the amendments is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services. The amendments include a five step process for consideration of the main principle, guidance on the accounting treatment for costs associated with a contract, and disclosure requirements related to the revenue process. As originally issued, the amendments in ASU 2014-09 were to be effective beginning on January 1, 2017. However, in August 2015, the FASB issued ASU 2015-14, which deferred the effective date of the guidance until January 1, 2018, and permitted early adoption as of the original effective date in ASU 2014-09. The FASB created a transition resource group to work with stakeholders and clarify the new guidance as necessary. The FASB has issued and is anticipating issuing additional ASUs to provide clarifying guidance and implementation support for ASU 2014-09. Management will consider these additional ASUs when assessing the overall impact of ASU 2014-09. The amendments to the revenue recognition principles can be applied on adoption either through a full retrospective application or on a modified basis with a cumulative effect adjustment on the date of initial adoption with certain practical expedients. Management has determined certain contractual arrangements that are in scope of this guidance and are in the process of completing a scoping assessment in order to determine the impact of the adoption of this guidance.

### Financial Instruments — Recognition and Measurement of Financial Assets (ASU 2016-01)

In January 2016, the FASB issued ASU 2016-01. The amendments in this update modify the requirements related to the measurement of certain financial instruments in the statement of financial condition and results of operation. For equity investments (other than investments accounted for using the equity method), entities must measure such instruments at fair value with changes in fair value recognized in net income. Changes in fair value for available-for-sale equity securities will no longer be recognized through other comprehensive income. Reporting entities may continue to elect to measure equity investments which do not have a readily determinable fair value at cost with adjustments for impairment and observable changes in price. In addition, for a liability (other than a derivative liability) that an entity measures at fair value, any change in fair value related to the instrument-specific credit risk, that is the entity's own-credit, should be presented separately in other comprehensive income and not as a component of net income. The amendments are effective on January 1, 2018, with early adoption permitted solely for the provisions pertaining to instrument-specific credit risk for liabilities measured at fair value. The amendments must be applied on a modified retrospective basis with a cumulative effect adjustment as of the beginning of the fiscal year of initial adoption. Management is currently evaluating the impact of the amendments. However, we do expect additional volatility in our consolidated results of operations as a result of the requirement to measure equity investments at fair value with changes in the fair value recognized in net income upon adoption.

### Leases (ASU 2016-02)

In February 2016, the FASB issued ASU 2016-02. The amendments in this update primarily replace the existing accounting requirements for operating leases for lessees. Lessee accounting requirements for finance leases and lessor accounting requirements for both operating leases and sales type and direct financing leases (both of which were previously referred to as capital leases) are largely unchanged. The amendments require the lessee of an operating lease to record a balance sheet gross-up upon lease commencement by recognizing a right-to-use asset and lease liability equal to the present value of the lease payments. The right-to-use asset and lease liability should be derecognized in a manner which effectively yields a straight line lease expense over the lease term. In addition to the

changes to lessee operating lease accounting, the amendments require additional disclosures for all lease types for both lessees and lessors. The amendments are effective on January 1, 2019, with early adoption permitted. The amendments must be applied on a modified retrospective basis with a cumulative adjustment to the beginning of the earliest fiscal year presented in the financial statements in the period of adoption. Management is currently evaluating the impact of these amendments. Preliminarily, we expect to record a gross up in our consolidated statement of financial position upon adoption reflecting our right-to-use asset and lease liability for our operating leases where we are the lessee (for example, our facility leases). We are currently evaluating the impact of the gross up for our operating leases where we are the lessee. We do not believe the amendments will have a material impact to leases where we are the lessor.

**Stock Compensation — Improvements to Employee Share-Based Payment Accounting (ASU 2016-09)**

In March 2016, the FASB issued ASU 2016-09. The amendments in this update include changes to several aspects of share-based payment accounting. The amendments allow for an entity wide accounting policy election to either account for forfeitures as they occur or estimate the number of awards that are expected to vest. The amendments modify the tax withholding requirements to allow entities to withhold an amount up to the employee's maximum individual statutory tax rates without resulting in a liability classification of the award as opposed to limiting the withholding to the minimum statutory tax rates. The amendments require that all excess tax benefits and tax deficiencies related to share-based payment awards should be recognized in income tax expense or benefit in the income statement in the period in which they occur. The amendments also address the classification and presentation of certain items on the cash flow statement. The amendments are effective on January 1, 2017, with early adoption permitted. The transition method varies depending on the specific amendment. Management is currently evaluating the impact of these amendments.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Financial Instruments — Credit Losses (ASU 2016-13)

In June 2016, the FASB issued ASU 2016-13. The amendments in this update introduce a new accounting model to measure credit losses for financial assets measured at amortized cost. Credit losses for financial assets measured at amortized cost should be determined based on the total current expected credit losses over the life of the financial asset or group of financial assets. In effect, the financial asset or group of financial assets should be presented at the net amount expected to be collected. Credit losses will no longer be measured as they are incurred for financial assets measured at amortized cost. The amendments also modify the accounting for available-for-sale debt securities whereby credit losses will be recorded through an allowance for credit losses rather than a write-down to the security's cost basis, which allows for reversals of credit losses when estimated credit losses decline. Credit losses for available-for-sale debt securities should be measured in a manner similar to current GAAP. The amendments are effective on January 1, 2020, with early adoption permitted as of January 1, 2019. The amendments must be applied using a modified retrospective approach with a cumulative-effect adjustment through retained earnings as of the beginning of the fiscal year upon adoption. The new accounting model for credit losses represents a significant departure from existing GAAP, which will increase the allowance for credit losses with a resulting negative adjustment to retained earnings. Management is currently evaluating the impact of the amendments.

## 2. Acquisition of TradeKing

On June 1, 2016, we acquired 100% of the equity of TradeKing Group, Inc. (TradeKing), a digital wealth management company with an online broker/dealer, digital portfolio management platform, and educational content and social collaboration channels, for \$298 million in cash. TradeKing will operate as a wholly owned subsidiary of Ally. The addition of brokerage and wealth management is a natural extension of our online banking franchise, creating a full suite of financial products for savings and investments. We applied the acquisition method of accounting to this transaction, which generally requires the initial recognition of assets acquired, including identifiable intangible assets, and liabilities assumed at their respective fair value. Goodwill is recognized as the excess of the acquisition price after the recognition of the net assets, including the identifiable intangible assets. Financial information related to TradeKing for June 2016 is included within Corporate and Other.

The following table summarizes the allocation of cash consideration paid for TradeKing and the amounts of the identifiable assets acquired and liabilities assumed recognized at the acquisition date.

(\$ in millions)

|                                                     |       |
|-----------------------------------------------------|-------|
| Purchase price                                      |       |
| Cash consideration                                  | \$298 |
| Allocation of purchase price to net assets acquired |       |
| Intangible assets                                   | 82    |
| Cash and short-term investments (a)                 | 50    |
| Other assets                                        | 14    |
| Deferred tax asset, net                             | 4     |
| Employee compensation and benefits                  | (41 ) |
| Other liabilities                                   | (4 )  |
| Goodwill                                            | \$193 |

(a) Includes \$40 million in cash proceeds from the acquisition transaction in order to pay employee compensation and benefits that vested upon acquisition as a result of the change in control.

The goodwill of \$193 million arising from the acquisition consists largely of expected growth of the business as we leverage the Ally brand and our marketing capabilities to scale the acquired technology platform and expand the suite of financial products we offer to our existing growing customer base. None of the goodwill recognized is expected to be deductible for income tax purposes. Refer to Note 11 for a reconciliation of the carrying amount of goodwill at the beginning and end of the reporting period.

## 3. Discontinued Operations

Prior to the adoption of ASU 2014-08, which was prospectively applied only to newly identified disposals that qualify as discontinued operations beginning after January 1, 2015, we have classified operations as discontinued when operations and cash flows will be eliminated from our ongoing operations and we do not expect to retain any significant continuing involvement in their operations after the respective sale or disposal transactions. For all periods presented, the operating results for these discontinued operations have been removed from continuing operations and presented separately as discontinued operations, net of tax, in the Condensed Consolidated Statement of Comprehensive Income. The Notes to the Condensed Consolidated Financial Statements have been adjusted to exclude discontinued operations unless otherwise noted.

#### Select Automotive Finance Operations

During the fourth quarter of 2012 we entered into an agreement with General Motors Financial Company Inc. (GMF) to sell our 40% interest in a motor vehicle finance joint venture in China. On January 2, 2015, the sale of our interest in the motor vehicle finance joint

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

venture in China was completed and an after-tax gain of approximately \$400 million was recorded. The tax expense included in this gain was reduced by the release of the valuation allowance on our capital loss carryforward deferred tax asset that was utilized to offset capital gains stemming from this sale. The remaining activity relates to previous discontinued operations for which we continue to have minimal residual costs.

Other Operations

Other operations relate to previous discontinued operations for which we continue to have minimal residual costs.

Select Financial Information

Select financial information of discontinued operations is summarized below. The pretax income or loss includes direct costs to transact a sale.

|                                      | Three months ended June 30, |       | Six months ended June 30, |       |
|--------------------------------------|-----------------------------|-------|---------------------------|-------|
| (\$ in millions)                     | 2016                        | 2015  | 2016                      | 2015  |
| Select Automotive Finance operations |                             |       |                           |       |
| Pretax (loss) income (a)             | \$(1)                       | \$(5) | \$—                       | \$453 |
| Tax expense (b)                      | —                           | —     | —                         | 65    |
| Other operations                     |                             |       |                           |       |
| Pretax (loss) income                 | \$(1)                       | \$18  | \$2                       | \$20  |
| Tax benefit                          | (5)                         | —     | (4)                       | (2)   |

(a) Includes certain treasury and other corporate activity recognized by Corporate and Other.

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

4. Other Income, Net of Losses

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

|                                            | Three months ended June 30, |      | Six months ended June 30, |       |
|--------------------------------------------|-----------------------------|------|---------------------------|-------|
| (\$ in millions)                           | 2016                        | 2015 | 2016                      | 2015  |
| Remarketing fees                           | \$25                        | \$25 | \$53                      | \$53  |
| Late charges and other administrative fees | 22                          | 21   | 47                        | 43    |
| Servicing fees                             | 18                          | 10   | 31                        | 20    |
| Income from equity-method investments      | 5                           | 4    | 11                        | 37    |
| Other, net                                 | 26                          | 24   | 49                        | 38    |
| Total other income, net of losses          | \$96                        | \$84 | \$191                     | \$191 |

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 5. Other Operating Expenses

Details of other operating expenses were as follows.

|                                      | Three months ended June 30, |       | Six months ended June 30, |       |
|--------------------------------------|-----------------------------|-------|---------------------------|-------|
| (\$ in millions)                     | 2016                        | 2015  | 2016                      | 2015  |
| Insurance commissions                | \$97                        | \$95  | \$191                     | \$188 |
| Technology and communications        | 67                          | 64    | 133                       | 133   |
| Lease and loan administration        | 34                          | 32    | 66                        | 61    |
| Professional services                | 26                          | 25    | 50                        | 45    |
| Advertising and marketing            | 21                          | 23    | 48                        | 54    |
| Vehicle remarketing and repossession | 22                          | 18    | 46                        | 37    |
| Premises and equipment depreciation  | 21                          | 22    | 42                        | 42    |
| Regulatory and licensing fees        | 21                          | 20    | 42                        | 41    |
| Occupancy                            | 12                          | 13    | 25                        | 24    |
| Non-income taxes                     | 8                           | 7     | 17                        | 15    |
| Other                                | 57                          | 47    | 111                       | 110   |
| Total other operating expenses       | \$386                       | \$366 | \$771                     | \$750 |

## 6. Investment Securities

Our portfolio of securities includes bonds, equity securities, asset- and mortgage-backed securities, and other investments. The cost, fair value, and gross unrealized gains and losses on investment securities were as follows.

|                                        | June 30, 2016  |             |              |            | December 31, 2015 |             |              |            |
|----------------------------------------|----------------|-------------|--------------|------------|-------------------|-------------|--------------|------------|
| (\$ in millions)                       | Amortized cost | Gross gains | Gross losses | Fair value | Amortized cost    | Gross gains | Gross losses | Fair value |
| Available-for-sale securities          |                |             |              |            |                   |             |              |            |
| Debt securities                        |                |             |              |            |                   |             |              |            |
| U.S. Treasury and federal agencies     | \$265          | \$ 10       | \$ —         | \$275      | \$1,760           | \$ —        | \$ (19)      | \$1,741    |
| U.S. States and political subdivisions | 701            | 33          | (1)          | 733        | 693               | 24          | (1)          | 716        |
| Foreign government                     | 180            | 11          | —            | 191        | 169               | 8           | —            | 177        |
| Mortgage-backed residential (a)        | 12,446         | 199         | (28)         | 12,617     | 10,459            | 52          | (145)        | 10,366     |
| Mortgage-backed commercial             | 513            | 1           | (8)          | 506        | 486               | —           | (5)          | 481        |
| Asset-backed                           | 1,671          | 6           | (3)          | 1,674      | 1,762             | 1           | (8)          | 1,755      |
| Corporate debt                         | 1,566          | 39          | (3)          | 1,602      | 1,213             | 8           | (17)         | 1,204      |
| Total debt securities (b) (c)          | 17,342         | 299         | (43)         | 17,598     | 16,542            | 93          | (195)        | 16,440     |
| Equity securities                      | 675            | 6           | (82)         | 599        | 808               | 3           | (94)         | 717        |
| Total available-for-sale securities    | \$18,017       | \$ 305      | \$ (125)     | \$18,197   | \$17,350          | \$ 96       | \$ (289)     | \$17,157   |
| Total held-to-maturity securities (d)  | \$571          | \$ 9        | \$ (1)       | \$579      | \$—               | \$ —        | \$ —         | \$—        |

(a) Residential mortgage-backed securities include agency-backed bonds totaling \$9,997 million and \$7,544 million at June 30, 2016, and December 31, 2015, respectively.

Certain entities related to our Insurance operations are required to deposit securities with state regulatory authorities. These deposited securities totaled \$15 million and \$14 million at June 30, 2016, and December 31, 2015.

(c) Investment securities with a fair value of \$492 million and \$2,506 million at June 30, 2016, and December 31, 2015, were pledged to secure advances from the FHLB, short-term borrowings or repurchase agreements and for other purposes as required by contractual obligation or law. Under these agreements, Ally has granted the

counterparty the right to sell or pledge \$492 million and \$745 million of the underlying investment securities at June 30, 2016, and December 31, 2015, respectively.

- (d) Held-to-maturity securities are recorded at amortized cost and consist of agency-backed residential mortgage-backed debt securities for liquidity purposes.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The maturity distribution of investment securities outstanding is summarized in the following tables. Call or prepayment options may cause actual maturities to differ from contractual maturities.

|                                                      | Total    |       | Due in one<br>year or<br>less |       | Due after<br>one year<br>through five<br>years |       | Due after<br>five years<br>through ten<br>years |       | Due after ten<br>years |       |
|------------------------------------------------------|----------|-------|-------------------------------|-------|------------------------------------------------|-------|-------------------------------------------------|-------|------------------------|-------|
| (\$ in millions)                                     | Amount   | Yield | Amount                        | Yield | Amount                                         | Yield | Amount                                          | Yield | Amount                 | Yield |
| June 30, 2016                                        |          |       |                               |       |                                                |       |                                                 |       |                        |       |
| Fair value of available-for-sale debt securities (a) |          |       |                               |       |                                                |       |                                                 |       |                        |       |
| U.S. Treasury and federal agencies                   | \$275    | 1.8%  | \$2                           | 4.2%  | \$61                                           | 1.5%  | \$212                                           | 1.9%  | \$—                    | —%    |
| U.S. States and political subdivisions               | 733      | 3.1   | 127                           | 2.4   | 31                                             | 1.9   | 123                                             | 3.0   | 452                    | 3.4   |
| Foreign government                                   | 191      | 2.7   | 9                             | 2.5   | 85                                             | 2.9   | 97                                              | 2.5   | —                      | —     |
| Mortgage-backed residential                          | 12,617   | 2.9   | —                             | —     | 1                                              | 4.5   | 28                                              | 2.5   | 12,588                 | 2.9   |
| Mortgage-backed commercial                           | 506      | 2.3   | —                             | —     | —                                              | —     | 3                                               | 2.8   | 503                    | 2.3   |
| Asset-backed                                         | 1,674    | 2.7   | —                             | —     | 992                                            | 2.5   | 444                                             | 3.2   | 238                    | 2.4   |
| Corporate debt                                       | 1,602    | 2.9   | 73                            | 2.7   | 919                                            | 2.6   | 575                                             | 3.3   | 35                     | 5.1   |
| Total available-for-sale debt securities             | \$17,598 | 2.9   | \$211                         | 2.5   | \$2,089                                        | 2.5   | \$1,482                                         | 3.0   | \$13,816               | 2.9   |
| Amortized cost of available-for-sale debt securities | \$17,342 |       | \$211                         |       | \$2,066                                        |       | \$1,439                                         |       | \$13,626               |       |
| Amortized cost of held-to-maturity securities        | \$571    | 2.9%  | \$—                           | —%    | \$—                                            | —%    | \$—                                             | —%    | \$571                  | 2.9%  |
| December 31, 2015                                    |          |       |                               |       |                                                |       |                                                 |       |                        |       |
| Fair value of available-for-sale debt securities (a) |          |       |                               |       |                                                |       |                                                 |       |                        |       |
| U.S. Treasury and federal agencies                   | \$1,741  | 1.8%  | \$6                           | 5.1%  | \$510                                          | 1.2%  | \$1,225                                         | 2.1%  | \$—                    | —%    |
| U.S. States and political subdivisions               | 716      | 3.2   | 86                            | 1.3   | 37                                             | 2.2   | 141                                             | 2.8   | 452                    | 3.7   |
| Foreign government                                   | 177      | 2.6   | 9                             | 1.9   | 77                                             | 2.8   | 91                                              | 2.6   | —                      | —     |
| Mortgage-backed residential                          | 10,366   | 2.9   | —                             | —     | 33                                             | 2.1   | 36                                              | 2.5   | 10,297                 | 2.9   |
| Mortgage-backed commercial                           | 481      | 2.0   | —                             | —     | —                                              | —     | 3                                               | 2.7   | 478                    | 2.0   |
| Asset-backed                                         | 1,755    | 2.3   | 6                             | 1.4   | 1,027                                          | 2.1   | 518                                             | 2.6   | 204                    | 2.2   |
| Corporate debt                                       | 1,204    | 2.9   | 50                            | 3.0   | 713                                            | 2.5   | 410                                             | 3.4   | 31                     | 5.4   |
| Total available-for-sale debt securities             | \$16,440 | 2.7   | \$157                         | 2.0   | \$2,397                                        | 2.1   | \$2,424                                         | 2.5   | \$11,462               | 2.9   |
| Amortized cost of available-for-sale debt securities | \$16,542 |       | \$156                         |       | \$2,404                                        |       | \$2,436                                         |       | \$11,546               |       |

Yield is calculated using the effective yield of each security at the end of the period, weighted based on the market (a) value. The effective yield considers the contractual coupon and amortized cost, and excludes expected capital gains and losses.

The balances of cash equivalents were \$0.9 billion and \$1.0 billion at June 30, 2016, and December 31, 2015, respectively, and were composed primarily of money market accounts and short-term securities, including U.S. Treasury bills.

The following table presents interest and dividends on investment securities.

|                                                            | Three<br>months<br>ended<br>June 30, |      | Six months<br>ended June<br>30, |       |
|------------------------------------------------------------|--------------------------------------|------|---------------------------------|-------|
| (\$ in millions)                                           | 2016                                 | 2015 | 2016                            | 2015  |
| Taxable interest                                           | \$89                                 | \$82 | \$183                           | \$162 |
| Taxable dividends                                          | 5                                    | 6    | 9                               | 11    |
| Interest and dividends exempt from U.S. federal income tax | 5                                    | 5    | 9                               | 8     |
| Interest and dividends on investment securities            | \$99                                 | \$93 | \$201                           | \$181 |



Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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

|                                 | Three months ended June 30, |      | Six months ended June 30, |       |
|---------------------------------|-----------------------------|------|---------------------------|-------|
| (\$ in millions)                | 2016                        | 2015 | 2016                      | 2015  |
| Gross realized gains            | \$40                        | \$46 | \$94                      | \$106 |
| Gross realized losses (a)       | (1 )                        | —    | (1 )                      | (3 )  |
| Other-than-temporary impairment | —                           | (1 ) | —                         | (3 )  |
| Other gain on investments, net  | \$39                        | \$45 | \$93                      | \$100 |

Certain available-for-sale securities were sold at a loss in 2016 and 2015 as a result of market conditions within (a) these respective periods (e.g., a downgrade in the rating of a debt security). Any such sales were made in accordance with our risk management policies and practices.

The table below summarizes available-for-sale securities in an unrealized loss position in accumulated other comprehensive income. Based on the assessment of whether such losses were deemed to be other than temporary, we believe that the unrealized losses are not indicative of an other-than-temporary impairment of these securities. As of June 30, 2016, we did not have the intent to sell the debt securities with an unrealized loss position in accumulated other comprehensive income, it is not more likely than not that we will be required to sell these securities before recovery of their amortized cost basis, and we expect to recover the entire amortized cost basis of the securities. As of June 30, 2016, we had the ability and intent to hold equity 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 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 June 30, 2016. Refer to Note 1 for additional information related to investment securities and our methodology for evaluating potential other-than-temporary impairments.

| (\$ in millions)                                         | June 30, 2016       |                 |                     |                 | December 31, 2015   |                 |                     |                 |
|----------------------------------------------------------|---------------------|-----------------|---------------------|-----------------|---------------------|-----------------|---------------------|-----------------|
|                                                          | 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 |
| Available-for-sale securities                            |                     |                 |                     |                 |                     |                 |                     |                 |
| Debt securities                                          |                     |                 |                     |                 |                     |                 |                     |                 |
| U.S. Treasury and federal agencies                       | \$—                 | \$ —            | \$—                 | \$ —            | \$1,553             | \$ (17 )        | \$173               | \$ (2 )         |
| U.S. States and political subdivisions                   | 169                 | (1 )            | 10                  | —               | 179                 | (1 )            | —                   | —               |
| Foreign government                                       | —                   | —               | —                   | —               | 2                   | —               | —                   | —               |
| Mortgage-backed                                          | 676                 | (6 )            | 2,139               | (30 )           | 4,096               | (43 )           | 2,453               | (107 )          |
| Asset-backed                                             | 656                 | (2 )            | 144                 | (1 )            | 1,402               | (8 )            | 64                  | —               |
| Corporate debt                                           | 73                  | (1 )            | 63                  | (2 )            | 745                 | (16 )           | 12                  | (1 )            |
| Total temporarily impaired debt securities               | 1,574               | (10 )           | 2,356               | (33 )           | 7,977               | (85 )           | 2,702               | (110 )          |
| Temporarily impaired equity securities                   | 268                 | (37 )           | 207                 | (45 )           | 534                 | (54 )           | 96                  | (40 )           |
| Total temporarily impaired available-for-sale securities | \$1,842             | \$ (47 )        | \$2,563             | \$ (78 )        | \$8,511             | \$ (139 )       | \$2,798             | \$ (150 )       |

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 7. Finance Receivables and Loans, Net

The composition of finance receivables and loans reported at gross carrying value was as follows.

| (\$ in millions)                        | June 30,<br>2016 | December 31,<br>2015 |
|-----------------------------------------|------------------|----------------------|
| Consumer automotive (a)                 | \$63,281         | \$ 64,292            |
| Consumer mortgage                       |                  |                      |
| Mortgage Finance (b)                    | 8,009            | 6,413                |
| Mortgage — Legacy (c)                   | 3,075            | 3,360                |
| Total consumer mortgage                 | 11,084           | 9,773                |
| Total consumer                          | 74,365           | 74,065               |
| Commercial                              |                  |                      |
| Commercial and industrial               |                  |                      |
| Automotive                              | 31,640           | 31,469               |
| Other                                   | 3,037            | 2,640                |
| Commercial real estate — Automotive     | 3,611            | 3,426                |
| Total commercial                        | 38,288           | 37,535               |
| Total finance receivables and loans (d) | \$112,653        | \$ 111,600           |

(a) Includes \$88 million and \$66 million of fair value adjustment for loans in hedge accounting relationships at June 30, 2016, and December 31, 2015, respectively. Refer to Note 20 for additional information.

Includes loans originated as interest-only mortgage loans of \$38 million and \$44 million at June 30, 2016, and December 31, 2015, respectively, 5% of which are expected to start principal amortization in 2016, 2% in 2017, none in 2018, 38% in 2019, and 38% thereafter.

Includes loans originated as interest-only mortgage loans of \$830 million and \$941 million at June 30, 2016, and December 31, 2015, respectively, 22% of which are expected to start principal amortization in 2016, 22% in 2017, 2% in 2018, none in 2019, and 1% thereafter.

Totals include a net increase of \$268 million and \$110 million at June 30, 2016, and December 31, 2015, respectively, for unearned income, unamortized premiums and discounts, and deferred fees and costs.

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

| Three months ended June 30, 2016 (\$ in millions) | Consumer<br>automotive | Consumer<br>mortgage | Commercial | Total   |
|---------------------------------------------------|------------------------|----------------------|------------|---------|
| Allowance at April 1, 2016                        | \$ 850                 | \$ 115               | \$ 112     | \$1,077 |
| Charge-offs                                       | (227 )                 | (9 )                 | (1 )       | (237 )  |
| Recoveries                                        | 79                     | 5                    | 1          | 85      |
| Net charge-offs                                   | (148 )                 | (4 )                 | —          | (152 )  |
| Provision for loan losses                         | 168                    | (2 )                 | 6          | 172     |
| Other (a)                                         | (8 )                   | —                    | —          | (8 )    |
| Allowance at June 30, 2016                        | \$ 862                 | \$ 109               | \$ 118     | \$1,089 |

(a) Primarily related to the transfer of finance receivables and loans from held-for-investment to held-for-sale.

| Three months ended June 30, 2015 (\$ in millions) | Consumer<br>automotive | Consumer<br>mortgage | Commercial | Total  |
|---------------------------------------------------|------------------------|----------------------|------------|--------|
| Allowance at April 1, 2015                        | \$ 711                 | \$ 119               | \$ 103     | \$933  |
| Charge-offs                                       | (166 )                 | (9 )                 | —          | (175 ) |
| Recoveries                                        | 70                     | 5                    | —          | 75     |
| Net charge-offs                                   | (96 )                  | (4 )                 | —          | (100 ) |
| Provision for loan losses                         | 152                    | 3                    | (15 )      | 140    |

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|                            |        |        |       |       |
|----------------------------|--------|--------|-------|-------|
| Other                      | —      | 1      | —     | 1     |
| Allowance at June 30, 2015 | \$ 767 | \$ 119 | \$ 88 | \$974 |

18

---

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, 2016 (\$ in millions)       | Consumer<br>automotive | Consumer<br>mortgage | Commercial | Total      |
|-------------------------------------------------------|------------------------|----------------------|------------|------------|
| Allowance at January 1, 2016                          | \$ 834                 | \$ 114               | \$ 106     | \$ 1,054   |
| Charge-offs                                           | (480 )                 | (19 )                | (1 )       | (500 )     |
| Recoveries                                            | 159                    | 9                    | 1          | 169        |
| Net charge-offs                                       | (321 )                 | (10 )                | —          | (331 )     |
| Provision for loan losses                             | 375                    | 5                    | 12         | 392        |
| Other (a)                                             | (26 )                  | —                    | —          | (26 )      |
| Allowance at June 30, 2016                            | \$ 862                 | \$ 109               | \$ 118     | \$ 1,089   |
| Allowance for loan losses at June 30, 2016            |                        |                      |            |            |
| Individually evaluated for impairment                 | \$ 26                  | \$ 37                | \$ 23      | \$ 86      |
| Collectively evaluated for impairment                 | 836                    | 72                   | 95         | 1,003      |
| Loans acquired with deteriorated credit quality       | —                      | —                    | —          | —          |
| Finance receivables and loans at gross carrying value |                        |                      |            |            |
| Ending balance                                        | \$ 63,281              | \$ 11,084            | \$ 38,288  | \$ 112,653 |
| Individually evaluated for impairment                 | 348                    | 254                  | 122        | 724        |
| Collectively evaluated for impairment                 | 62,933                 | 10,830               | 38,166     | 111,929    |
| Loans acquired with deteriorated credit quality       | —                      | —                    | —          | —          |

(a) Primarily related to the transfer of finance receivables and loans from held-for-investment to held-for-sale.

| Six months ended June 30, 2015 (\$ in millions)       | Consumer<br>automotive | Consumer<br>mortgage | Commercial | Total      |
|-------------------------------------------------------|------------------------|----------------------|------------|------------|
| Allowance at January 1, 2015                          | \$ 685                 | \$ 152               | \$ 140     | \$ 977     |
| Charge-offs                                           | (359 )                 | (31 )                | —          | (390 )     |
| Recoveries                                            | 131                    | 8                    | 1          | 140        |
| Net charge-offs                                       | (228 )                 | (23 )                | 1          | (250 )     |
| Provision for loan losses                             | 310                    | (2 )                 | (52 )      | 256        |
| Other (a)                                             | —                      | (8 )                 | (1 )       | (9 )       |
| Allowance at June 30, 2015                            | \$ 767                 | \$ 119               | \$ 88      | \$ 974     |
| Allowance for loan losses at June 30, 2015            |                        |                      |            |            |
| Individually evaluated for impairment                 | \$ 22                  | \$ 50                | \$ 19      | \$ 91      |
| Collectively evaluated for impairment                 | 745                    | 69                   | 69         | 883        |
| Loans acquired with deteriorated credit quality       | —                      | —                    | —          | —          |
| Finance receivables and loans at gross carrying value |                        |                      |            |            |
| Ending balance                                        | \$ 60,786              | \$ 9,211             | \$ 35,175  | \$ 105,172 |
| Individually evaluated for impairment                 | 275                    | 265                  | 99         | 639        |
| Collectively evaluated for impairment                 | 60,511                 | 8,946                | 35,076     | 104,533    |
| Loans acquired with deteriorated credit quality       | —                      | —                    | —          | —          |

(a) Primarily related to the transfer of finance receivables and loans from held-for-investment to held-for-sale.

The following table presents the gross carrying value of significant sales of finance receivables and loans and transfers of finance receivables and loans from held-for-investment to held-for-sale.

|                     | Three<br>months<br>ended June<br>30, |      | Six months<br>ended June<br>30, |      |
|---------------------|--------------------------------------|------|---------------------------------|------|
| (\$ in millions)    | 2016                                 | 2015 | 2016                            | 2015 |
| Consumer automotive | \$ 1,560                             | \$ — | \$ 4,159                        | \$ — |

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|                           |             |   |         |       |
|---------------------------|-------------|---|---------|-------|
| Consumer mortgage         | 4           | 4 | 6       | 73    |
| Commercial                | 28          | — | 28      | —     |
| Total sales and transfers | \$1,592\$ 4 |   | \$4,193 | \$ 73 |

19

---

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table presents information about significant purchases of finance receivables and loans.

|                                                  | Three months<br>ended June 30, |         | Six months<br>ended June 30, |         |
|--------------------------------------------------|--------------------------------|---------|------------------------------|---------|
| (\$ in millions)                                 | 2016                           | 2015    | 2016                         | 2015    |
| Consumer automotive                              | \$—                            | \$—     | \$—                          | \$—     |
| Consumer mortgage                                | 1,018                          | 1,996   | 2,388                        | 2,650   |
| Total purchases of finance receivables and loans | \$1,018                        | \$1,996 | \$2,388                      | \$2,650 |

The following table presents an analysis of our past due finance receivables and loans recorded at gross carrying value.

| (\$ in millions)                    | 30-59 days<br>past due | 60-89 days<br>past due | 90 days<br>or more<br>past due | Total<br>past due | Current   | Total finance<br>receivables and loans |
|-------------------------------------|------------------------|------------------------|--------------------------------|-------------------|-----------|----------------------------------------|
| June 30, 2016                       |                        |                        |                                |                   |           |                                        |
| Consumer automotive                 | \$ 1,438               | \$ 307                 | \$ 226                         | \$ 1,971          | \$61,310  | \$ 63,281                              |
| Consumer mortgage                   |                        |                        |                                |                   |           |                                        |
| Mortgage Finance                    | 49                     | 5                      | 8                              | 62                | 7,947     | 8,009                                  |
| Mortgage — Legacy                   | 47                     | 12                     | 62                             | 121               | 2,954     | 3,075                                  |
| Total consumer mortgage             | 96                     | 17                     | 70                             | 183               | 10,901    | 11,084                                 |
| Total consumer                      | 1,534                  | 324                    | 296                            | 2,154             | 72,211    | 74,365                                 |
| Commercial                          |                        |                        |                                |                   |           |                                        |
| Commercial and industrial           |                        |                        |                                |                   |           |                                        |
| Automotive                          | —                      | —                      | —                              | —                 | 31,640    | 31,640                                 |
| Other                               | —                      | —                      | —                              | —                 | 3,037     | 3,037                                  |
| Commercial real estate — Automotive | —                      | —                      | —                              | —                 | 3,611     | 3,611                                  |
| Total commercial                    | —                      | —                      | —                              | —                 | 38,288    | 38,288                                 |
| Total consumer and commercial       | \$ 1,534               | \$ 324                 | \$ 296                         | \$ 2,154          | \$110,499 | \$ 112,653                             |
| December 31, 2015                   |                        |                        |                                |                   |           |                                        |
| Consumer automotive                 | \$ 1,618               | \$ 369                 | \$ 222                         | \$ 2,209          | \$62,083  | \$ 64,292                              |
| Consumer mortgage                   |                        |                        |                                |                   |           |                                        |
| Mortgage Finance                    | 44                     | 5                      | 10                             | 59                | 6,354     | 6,413                                  |
| Mortgage — Legacy                   | 53                     | 20                     | 73                             | 146               | 3,214     | 3,360                                  |
| Total consumer mortgage             | 97                     | 25                     | 83                             | 205               | 9,568     | 9,773                                  |
| Total consumer                      | 1,715                  | 394                    | 305                            | 2,414             | 71,651    | 74,065                                 |
| Commercial                          |                        |                        |                                |                   |           |                                        |
| Commercial and industrial           |                        |                        |                                |                   |           |                                        |
| Automotive                          | —                      | —                      | —                              | —                 | 31,469    | 31,469                                 |
| Other                               | —                      | —                      | —                              | —                 | 2,640     | 2,640                                  |
| Commercial real estate — Automotive | —                      | —                      | —                              | —                 | 3,426     | 3,426                                  |
| Total commercial                    | —                      | —                      | —                              | —                 | 37,535    | 37,535                                 |
| Total consumer and commercial       | \$ 1,715               | \$ 394                 | \$ 305                         | \$ 2,414          | \$109,186 | \$ 111,600                             |

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table presents the gross carrying value of our finance receivables and loans on nonaccrual status.

| (\$ in millions)                                            | June 30, December 31, |        |
|-------------------------------------------------------------|-----------------------|--------|
|                                                             | 2016                  | 2015   |
| Consumer automotive                                         | \$ 505                | \$ 475 |
| Consumer mortgage                                           |                       |        |
| Mortgage Finance                                            | 12                    | 15     |
| Mortgage — Legacy                                           | 95                    | 113    |
| Total consumer mortgage                                     | 107                   | 128    |
| Total consumer                                              | 612                   | 603    |
| Commercial                                                  |                       |        |
| Commercial and industrial                                   |                       |        |
| Automotive                                                  | 51                    | 25     |
| Other                                                       | 64                    | 44     |
| Commercial real estate — Automotive                         | 7                     | 8      |
| Total commercial                                            | 122                   | 77     |
| Total consumer and commercial finance receivables and loans | \$ 734                | \$ 680 |

Management performs a quarterly analysis of the consumer automotive, consumer mortgage, and commercial portfolios using a range of credit quality indicators to assess the adequacy of the allowance for loan losses based on historical and current trends. The following tables present the population of loans by quality indicators for our consumer automotive, 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 gross carrying value. Nonperforming loans include finance receivables and loans on nonaccrual status when the principal or interest has been delinquent for 90 days or when full collection is not expected. Refer to Note 1 to the Annual Consolidated Financial Statements for additional information.

| (\$ in millions)        | June 30, 2016 |               |          | December 31, 2015 |               |          |
|-------------------------|---------------|---------------|----------|-------------------|---------------|----------|
|                         | Performing    | Nonperforming | Total    | Performing        | Nonperforming | Total    |
| Consumer automotive     | \$62,776      | \$ 505        | \$63,281 | \$63,817          | \$ 475        | \$64,292 |
| Consumer mortgage       |               |               |          |                   |               |          |
| Mortgage Finance        | 7,997         | 12            | 8,009    | 6,398             | 15            | 6,413    |
| Mortgage — Legacy       | 2,980         | 95            | 3,075    | 3,247             | 113           | 3,360    |
| Total consumer mortgage | 10,977        | 107           | 11,084   | 9,645             | 128           | 9,773    |
| Total consumer          | \$73,753      | \$ 612        | \$74,365 | \$73,462          | \$ 603        | \$74,065 |

The following table presents pass and criticized credit quality indicators based on regulatory definitions for our commercial finance receivables and loans recorded at gross carrying value.

| (\$ in millions)                    | June 30, 2016 |                |          | December 31, 2015 |                |          |
|-------------------------------------|---------------|----------------|----------|-------------------|----------------|----------|
|                                     | Pass          | Criticized (a) | Total    | Pass              | Criticized (a) | Total    |
| Commercial and industrial           |               |                |          |                   |                |          |
| Automotive                          | \$29,638      | \$ 2,002       | \$31,640 | \$29,613          | \$ 1,856       | \$31,469 |
| Other                               | 2,354         | 683            | 3,037    | 2,122             | 518            | 2,640    |
| Commercial real estate — Automotive | 3,445         | 166            | 3,611    | 3,265             | 161            | 3,426    |
| Total commercial                    | \$35,437      | \$ 2,851       | \$38,288 | \$35,000          | \$ 2,535       | \$37,535 |

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

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 Annual Consolidated Financial Statements.

21

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table presents information about our impaired finance receivables and loans.

| (\$ in millions)                                            | Unpaid<br>principal<br>balance<br>(a) | Gross<br>carrying<br>value | Impaired<br>with no<br>allowance | Impaired<br>with an<br>allowance | Allowance<br>for<br>impaired<br>loans |
|-------------------------------------------------------------|---------------------------------------|----------------------------|----------------------------------|----------------------------------|---------------------------------------|
| June 30, 2016                                               |                                       |                            |                                  |                                  |                                       |
| Consumer automotive                                         | \$ 378                                | \$ 348                     | \$ 121                           | \$ 227                           | \$ 26                                 |
| Consumer mortgage                                           |                                       |                            |                                  |                                  |                                       |
| Mortgage Finance                                            | 8                                     | 8                          | 3                                | 5                                | —                                     |
| Mortgage — Legacy                                           | 250                                   | 246                        | 56                               | 190                              | 37                                    |
| Total consumer mortgage                                     | 258                                   | 254                        | 59                               | 195                              | 37                                    |
| Total consumer                                              | 636                                   | 602                        | 180                              | 422                              | 63                                    |
| Commercial                                                  |                                       |                            |                                  |                                  |                                       |
| Commercial and industrial                                   |                                       |                            |                                  |                                  |                                       |
| Automotive                                                  | 51                                    | 51                         | 9                                | 42                               | 3                                     |
| Other                                                       | 77                                    | 64                         | —                                | 64                               | 17                                    |
| Commercial real estate — Automotive                         | 7                                     | 7                          | 1                                | 6                                | 3                                     |
| Total commercial                                            | 135                                   | 122                        | 10                               | 112                              | 23                                    |
| Total consumer and commercial finance receivables and loans | \$ 771                                | \$ 724                     | \$ 190                           | \$ 534                           | \$ 86                                 |
| December 31, 2015                                           |                                       |                            |                                  |                                  |                                       |
| Consumer automotive                                         | \$ 315                                | \$ 315                     | \$ —                             | \$ 315                           | \$ 22                                 |
| Consumer mortgage                                           |                                       |                            |                                  |                                  |                                       |
| Mortgage Finance                                            | 9                                     | 9                          | 5                                | 4                                | 1                                     |
| Mortgage — Legacy                                           | 260                                   | 257                        | 59                               | 198                              | 43                                    |
| Total consumer mortgage                                     | 269                                   | 266                        | 64                               | 202                              | 44                                    |
| Total consumer                                              | 584                                   | 581                        | 64                               | 517                              | 66                                    |
| Commercial                                                  |                                       |                            |                                  |                                  |                                       |
| Commercial and industrial                                   |                                       |                            |                                  |                                  |                                       |
| Automotive                                                  | 25                                    | 25                         | 4                                | 21                               | 3                                     |
| Other                                                       | 44                                    | 44                         | —                                | 44                               | 15                                    |
| Commercial real estate — Automotive                         | 8                                     | 8                          | 1                                | 7                                | 2                                     |
| Total commercial                                            | 77                                    | 77                         | 5                                | 72                               | 20                                    |
| Total consumer and commercial finance receivables and loans | \$ 661                                | \$ 658                     | \$ 69                            | \$ 589                           | \$ 86                                 |

(a) Adjusted for charge-offs.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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

|                                                             | 2016            | 2015            |
|-------------------------------------------------------------|-----------------|-----------------|
| Three months ended June 30, (\$ in millions)                | Average balance | Average balance |
|                                                             | Interest income | Interest income |
| Consumer automotive                                         | \$341 \$ 4      | \$285 \$ 5      |
| Consumer mortgage                                           |                 |                 |
| Mortgage Finance                                            | 8 —             | 7 —             |
| Mortgage — Legacy                                           | 251 3           | 252 2           |
| Total consumer mortgage                                     | 259 3           | 259 2           |
| Total consumer                                              | 600 7           | 544 7           |
| Commercial                                                  |                 |                 |
| Commercial and industrial                                   |                 |                 |
| Automotive                                                  | 35 —            | 41 1            |
| Other                                                       | 65 —            | 31 —            |
| Commercial real estate — Automotive                         | 6 —             | 5 —             |
| Total commercial                                            | 106 —           | 77 1            |
| Total consumer and commercial finance receivables and loans | \$706 \$ 7      | \$621 \$ 8      |

|                                                             | 2016            | 2015            |
|-------------------------------------------------------------|-----------------|-----------------|
| Six months ended June 30, (\$ in millions)                  | Average balance | Average balance |
|                                                             | Interest income | Interest income |
| Consumer automotive                                         | \$335 \$ 8      | \$287 \$ 9      |
| Consumer mortgage                                           |                 |                 |
| Mortgage Finance                                            | 8 —             | 7 —             |
| Mortgage — Legacy                                           | 253 5           | 282 4           |
| Total consumer mortgage                                     | 261 5           | 289 4           |
| Total consumer                                              | 596 13          | 576 13          |
| Commercial                                                  |                 |                 |
| Commercial and industrial                                   |                 |                 |
| Automotive                                                  | 32 —            | 38 1            |
| Other                                                       | 56 1            | 37 3            |
| Commercial real estate — Automotive                         | 7 —             | 5 —             |
| Total commercial                                            | 95 1            | 80 4            |
| Total consumer and commercial finance receivables and loans | \$691 \$ 14     | \$656 \$ 17     |

**Troubled Debt Restructurings**

Troubled Debt Restructurings (TDRs) are loan modifications where concessions were granted to borrowers experiencing financial difficulties. For mortgage loans, as part of our participation in certain governmental programs, we offer mortgage loan modifications to qualified borrowers. Numerous initiatives are in place to provide support to our mortgage customers in financial distress, including principal forgiveness, maturity extensions, delinquent interest capitalization, and changes to contractual interest rates. Additionally, for automotive loans, we may offer several types of assistance to aid our customers, including extension of the loan maturity date and rewriting the loan terms. Total TDRs recorded at gross carrying value were \$644 million and \$625 million at June 30, 2016, and December 31, 2015, respectively. Commercial commitments to lend additional funds to borrowers owing receivables whose terms had been modified in a TDR were \$2 million, at both June 30, 2016, and December 31, 2015. Refer to Note 1 to the Annual Consolidated Financial Statements for additional information.



Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following tables present information related to finance receivables and loans recorded at gross carrying value modified in connection with a TDR during the period.

| Three months ended June 30, (\$ in millions)                | 2016            |                                       |                                        | 2015            |                                       |                                        |
|-------------------------------------------------------------|-----------------|---------------------------------------|----------------------------------------|-----------------|---------------------------------------|----------------------------------------|
|                                                             | Number of loans | Pre-modification gross carrying value | Post-modification gross carrying value | Number of loans | Pre-modification gross carrying value | Post-modification gross carrying value |
| Consumer automotive                                         | 4,767           | \$ 79                                 | \$ 68                                  | 4,096           | \$ 64                                 | \$ 54                                  |
| Consumer mortgage                                           |                 |                                       |                                        |                 |                                       |                                        |
| Mortgage Finance                                            | 2               | 1                                     | 1                                      | —               | —                                     | —                                      |
| Mortgage — Legacy                                           | 26              | 4                                     | 4                                      | 76              | 22                                    | 21                                     |
| Total consumer mortgage                                     | 28              | 5                                     | 5                                      | 76              | 22                                    | 21                                     |
| Total consumer                                              | 4,795           | 84                                    | 73                                     | 4,172           | 86                                    | 75                                     |
| Commercial                                                  |                 |                                       |                                        |                 |                                       |                                        |
| Commercial and industrial                                   |                 |                                       |                                        |                 |                                       |                                        |
| Automotive                                                  | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Other                                                       | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Commercial real estate — Automotive                         | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Total commercial                                            | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Total consumer and commercial finance receivables and loans | 4,795           | \$ 84                                 | \$ 73                                  | 4,172           | \$ 86                                 | \$ 75                                  |
| Six months ended June 30, (\$ in millions)                  | 2016            |                                       |                                        | 2015            |                                       |                                        |
|                                                             | Number of loans | Pre-modification gross carrying value | Post-modification gross carrying value | Number of loans | Pre-modification gross carrying value | Post-modification gross carrying value |
| Consumer automotive                                         | 10,389          | \$ 168                                | \$ 144                                 | 8,151           | \$ 127                                | \$ 107                                 |
| Consumer mortgage                                           |                 |                                       |                                        |                 |                                       |                                        |
| Mortgage Finance                                            | 3               | 2                                     | 2                                      | 2               | 1                                     | 1                                      |
| Mortgage — Legacy                                           | 57              | 8                                     | 8                                      | 114             | 28                                    | 26                                     |
| Total consumer mortgage                                     | 60              | 10                                    | 10                                     | 116             | 29                                    | 27                                     |
| Total consumer                                              | 10,449          | 178                                   | 154                                    | 8,267           | 156                                   | 134                                    |
| Commercial                                                  |                 |                                       |                                        |                 |                                       |                                        |
| Commercial and industrial                                   |                 |                                       |                                        |                 |                                       |                                        |
| Automotive                                                  | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Other                                                       | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Commercial real estate — Automotive                         | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Total commercial                                            | —               | —                                     | —                                      | —               | —                                     | —                                      |
| Total consumer and commercial finance receivables and loans | 10,449          | \$ 178                                | \$ 154                                 | 8,267           | \$ 156                                | \$ 134                                 |

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following tables present information about finance receivables and loans recorded at gross carrying value that have redefaulted during the reporting period and were within 12 months or less of being modified as a TDR. Redefault is when finance receivables and loans meet the requirements for evaluation under our charge-off policy (refer to Note 1 to the Annual Consolidated Financial Statements for additional information) except for commercial finance receivables and loans, where redefault is defined as 90 days past due.

| Three months ended June 30, (\$ in millions) | 2016            |                      |                   | 2015            |                      |                   |
|----------------------------------------------|-----------------|----------------------|-------------------|-----------------|----------------------|-------------------|
|                                              | Number of loans | Gross carrying value | Charge-off amount | Number of loans | Gross carrying value | Charge-off amount |
| Consumer automotive                          | 1,858           | \$ 23                | \$ 13             | 1,499           | \$ 18                | \$ 10             |
| Consumer mortgage                            |                 |                      |                   |                 |                      |                   |
| Mortgage Finance                             | —               | —                    | —                 | —               | —                    | —                 |
| Mortgage — Legacy                            | 2               | —                    | —                 | 3               | —                    | —                 |
| Total consumer finance receivables and loans | 1,860           | \$ 23                | \$ 13             | 1,502           | \$ 18                | \$ 10             |
| Six months ended June 30, (\$ in millions)   | 2016            |                      |                   | 2015            |                      |                   |
|                                              | Number of loans | Gross carrying value | Charge-off amount | Number of loans | Gross carrying value | Charge-off amount |
| Consumer automotive                          | 3,658           | \$ 46                | \$ 25             | 3,080           | \$ 37                | \$ 21             |
| Consumer mortgage                            |                 |                      |                   |                 |                      |                   |
| Mortgage Finance                             | —               | —                    | —                 | —               | —                    | —                 |
| Mortgage — Legacy                            | 3               | —                    | —                 | 7               | —                    | —                 |
| Total consumer finance receivables and loans | 3,661           | \$ 46                | \$ 25             | 3,087           | \$ 37                | \$ 21             |

## 8. Investment in Operating Leases, Net

Investments in operating leases were as follows.

| (\$ in millions)                    | June 30, December 31, |           |
|-------------------------------------|-----------------------|-----------|
|                                     | 2016                  | 2015      |
| Vehicles                            | \$17,418              | \$ 20,211 |
| Accumulated depreciation            | (3,663 )              | (3,940 )  |
| Investment in operating leases, net | \$13,755              | \$ 16,271 |

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.

| (\$ in millions)                                                             | Three months ended June 30, |        | Six months ended June 30, |         |
|------------------------------------------------------------------------------|-----------------------------|--------|---------------------------|---------|
|                                                                              | 2016                        | 2015   | 2016                      | 2015    |
| Depreciation expense on operating lease assets (excluding remarketing gains) | \$520                       | \$671  | \$1,085                   | \$1,363 |
| Remarketing gains                                                            | (86 )                       | (108 ) | (141 )                    | (178 )  |
| Net depreciation expense on operating lease assets                           | \$434                       | \$563  | \$944                     | \$1,185 |

## 9. Securitizations and Variable Interest Entities

We are involved in several types of securitization and financing transactions that utilize special-purpose entities (SPEs). A 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 by securitizing certain of our financial assets and operating lease assets.

The transaction-specific SPEs involved in our securitization and other financing transactions are often considered VIEs. VIEs are entities that have either a total equity investment at risk that is insufficient to permit the entity to finance its activities without additional subordinated financial support or whose equity investors at risk lack the ability

to control the entity's activities.

We provide a wide range of consumer and commercial automotive loans, operating leases, and commercial loans to a diverse customer base. We securitize consumer and commercial automotive loans, and operating leases through private-label securitizations. We often securitize these loans and notes secured by operating leases (collectively referred to as financial assets) through the use of securitization entities, which may or may not be consolidated on our Condensed Consolidated Balance Sheet.

25

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

We provide long-term guarantee contracts to investors in certain nonconsolidated affordable housing entities and have extended a line of credit to provide liquidity and minimize our exposure under these contracts. 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.

We have involvement with various other nonconsolidated equity investments, including affordable housing entities and venture capital funds and loan funds. We do not consolidate these entities and our involvement is limited to our outstanding investment, additional capital committed to these funds plus any previously recognized low income housing tax credits that are subject to recapture.

Refer to Note 10 to the Annual Consolidated Financial Statements for further description of our securitization activities and our involvement with VIEs.

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

| (\$ in millions)                             | Involvement<br>with VIEs | Assets of<br>nonconsolidated<br>VIEs (a) | Maximum exposure to<br>loss in nonconsolidated<br>VIEs |
|----------------------------------------------|--------------------------|------------------------------------------|--------------------------------------------------------|
| June 30, 2016                                |                          |                                          |                                                        |
| On-balance sheet variable interest entities  |                          |                                          |                                                        |
| Consumer automotive                          | \$24,557 (b)             |                                          |                                                        |
| Commercial automotive                        | 15,791                   |                                          |                                                        |
| Off-balance sheet variable interest entities |                          |                                          |                                                        |
| Consumer automotive                          | 24                       | \$ 3,727 (c)                             | \$ 3,751 (d)                                           |
| Commercial other                             | 246 (e)                  | — (c)                                    | 537 (f)                                                |
| Total                                        | \$40,618                 | \$ 3,727                                 | \$ 4,288                                               |
| December 31, 2015                            |                          |                                          |                                                        |
| On-balance sheet variable interest entities  |                          |                                          |                                                        |
| Consumer automotive                          | \$27,967 (b)             |                                          |                                                        |
| Commercial automotive                        | 16,763                   |                                          |                                                        |
| Off-balance sheet variable interest entities |                          |                                          |                                                        |
| Consumer automotive                          | —                        | \$ 3,034                                 | \$ 3,034 (d)                                           |
| Commercial other                             | 210 (e)                  | — (c)                                    | 493 (f)                                                |
| Total                                        | \$44,940                 | \$ 3,034                                 | \$ 3,527                                               |

(a) Asset values represent the current unpaid principal balance of outstanding consumer finance receivables and loans within the VIEs.

(b) Includes \$10.0 billion and \$10.6 billion of assets that are not encumbered by VIE beneficial interests held by third parties at June 30, 2016, and December 31, 2015, respectively. Ally or consolidated affiliates hold the interests in these assets which eliminate in consolidation.

(c) Includes VIEs for which we have no management oversight and therefore we are not able to provide the total assets of the VIEs.

(d) Maximum exposure to loss represents the current unpaid principal balance of outstanding loans based on our customary representation and warranty provisions and certain noncertificated interests retained from the sale of automotive finance receivables. 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.

(e) Includes \$254 million and \$222 million classified as other assets, offset by \$8 million and \$12 million classified as accrued expenses and other liabilities at June 30, 2016, and December 31, 2015, respectively.

(f) For certain nonconsolidated affordable housing entities, maximum exposure to loss represents the yield we guaranteed investors through long term guarantee contracts. The amount disclosed is based on the unlikely event

that the underlying properties cease generating yield to investors and the yield delivered to investors in the form of low income tax housing credits is recaptured. For nonconsolidated equity investments, maximum exposure to loss represents our outstanding investment, additional committed capital, and low income housing tax credits subject to recapture. The amount disclosed is based on the unlikely event that our committed capital is funded, our investments become worthless, and the tax credits previously delivered to us are recaptured. This required disclosure is not an indication of our expected loss.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Cash Flows with Off-balance Sheet Securitization Entities

The following table summarizes cash flows received and paid related to securitization entities and asset-backed financings 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 six months ended June 30, 2016, and 2015. Additionally, this table contains information regarding cash flows received from and paid to nonconsolidated securitization entities that existed during each period.

| Six months ended June 30, (\$ in millions)               | Consumer automotive |
|----------------------------------------------------------|---------------------|
| 2016                                                     |                     |
| Cash proceeds from transfers completed during the period | \$ 1,604            |
| Servicing fees                                           | 17                  |
| Other cash flows                                         | 5                   |
| 2015                                                     |                     |
| Servicing fees                                           | \$ 13               |

## Delinquencies and Net Credit Losses

The following tables represent 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 tables present quantitative information about delinquencies and net credit losses.

| (\$ in millions)                                | Total Amount  |                   | Amount 60 days or more past due |                   |
|-------------------------------------------------|---------------|-------------------|---------------------------------|-------------------|
|                                                 | June 30, 2016 | December 31, 2015 | June 30, 2016                   | December 31, 2015 |
| On-balance sheet loans                          |               |                   |                                 |                   |
| Consumer automotive                             | \$63,281      | \$ 64,292         | \$533                           | \$ 591            |
| Consumer mortgage                               | 11,084        | 9,773             | 87                              | 108               |
| Commercial automotive                           | 35,251        | 34,895            | —                               | —                 |
| Commercial other                                | 3,052         | 2,745             | —                               | —                 |
| Total on-balance sheet loans                    | 112,668       | 111,705           | 620                             | 699               |
| Off-balance sheet securitization entities       |               |                   |                                 |                   |
| Consumer automotive                             | 3,220         | 2,529             | 11                              | 9                 |
| Total off-balance sheet securitization entities | 3,220         | 2,529             | 11                              | 9                 |
| Whole-loan sales (a)                            | 4,024         | 2,252             | 6                               | 13                |
| Total                                           | \$119,912     | \$ 116,486        | \$637                           | \$ 721            |

(a) Whole-loan sales are not part of a securitization transaction, but represent consumer automotive pools of loans sold to third-party investors.

| (\$ in millions)       | Net credit losses           |      |                           |       |
|------------------------|-----------------------------|------|---------------------------|-------|
|                        | Three months ended June 30, |      | Six months ended June 30, |       |
|                        | 2016                        | 2015 | 2016                      | 2015  |
| On-balance sheet loans |                             |      |                           |       |
| Consumer automotive    | \$148                       | \$96 | \$321                     | \$228 |
| Consumer mortgage      | 4                           | 4    | 10                        | 23    |
| Commercial automotive  | —                           | 1    | —                         | —     |

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|                                                 |        |        |        |        |
|-------------------------------------------------|--------|--------|--------|--------|
| Commercial other                                | —      | (1 )   | —      | (1 )   |
| Total on-balance sheet loans                    | 152    | 100    | 331    | 250    |
| Off-balance sheet securitization entities       |        |        |        |        |
| Consumer automotive                             | 2      | 1      | 4      | 2      |
| Total off-balance sheet securitization entities | 2      | 1      | 4      | 2      |
| Whole-loan sales                                | 1      | —      | 1      | —      |
| Total                                           | \$ 155 | \$ 101 | \$ 336 | \$ 252 |

27

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 10. Servicing Activities

## Automotive Finance Servicing Activities

We service consumer automotive contracts. Historically, we have sold a portion of our consumer automotive contracts. With respect to contracts we sell, we retain the right to service and earn a servicing fee for our servicing function. We have concluded that the fee we are paid for servicing consumer automotive finance receivables represents adequate compensation, and consequently, we do not recognize a servicing asset or liability. We recognized automotive servicing fee income of \$18 million and \$31 million during the three months and six months ended June 30, 2016, respectively, compared to \$10 million and \$20 million during the three months and six months ended June 30, 2015.

## Automotive Finance Serviced Assets

The current unpaid principal balance and any related unamortized deferred fees and costs of total serviced automotive finance loans and leases outstanding were as follows.

| (\$ in millions)                                     | June 30,<br>2016 | December 31,<br>2015 |
|------------------------------------------------------|------------------|----------------------|
| On-balance sheet automotive finance loans and leases |                  |                      |
| Consumer automotive                                  | \$63,113         | \$ 64,067            |
| Commercial automotive                                | 35,251           | 34,895               |
| Operating leases                                     | 13,527           | 15,965               |
| Other                                                | 61               | 72                   |
| Off-balance sheet automotive finance loans           |                  |                      |
| Securitizations                                      | 3,252            | 2,550                |
| Whole-loan                                           | 4,066            | 2,259                |
| Total serviced automotive finance loans and leases   | \$119,270        | \$ 119,808           |

## 11. Other Assets

The components of other assets were as follows.

| (\$ in millions)                                              | June 30,<br>2016 | December 31,<br>2015 |
|---------------------------------------------------------------|------------------|----------------------|
| Property and equipment at cost                                | \$781            | \$ 691               |
| Accumulated depreciation                                      | (487 )           | (456 )               |
| Net property and equipment                                    | 294              | 235                  |
| Restricted cash collections for securitization trusts (a)     | 1,597            | 2,010                |
| Net deferred tax assets                                       | 1,077            | 1,369                |
| Nonmarketable equity investments (b)                          | 772              | 418                  |
| Accrued interest and rent receivables                         | 404              | 402                  |
| Goodwill (c)                                                  | 220              | 27                   |
| Fair value of derivative contracts in receivable position (d) | 209              | 233                  |
| Cash reserve deposits held-for-securitization trusts (e)      | 197              | 252                  |
| Other accounts receivable                                     | 166              | 158                  |
| Restricted cash and cash equivalents                          | 106              | 120                  |
| Cash collateral placed with counterparties                    | 91               | 125                  |
| Other assets                                                  | 1,121            | 972                  |
| Total other assets                                            | \$6,254          | \$ 6,321             |

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

(b) Includes investments in FHLB stock of \$310 million and \$391 million and FRB stock of \$435 million and \$0 million at June 30, 2016, and December 31, 2015, respectively.

- Includes goodwill of \$27 million at our Insurance operations at both June 30, 2016, and December 31, 2015, and \$193 million and \$0 million within Corporate and Other at June 30, 2016, and December 31, 2015, respectively. As
- (c) a result of our acquisition of TradeKing, we recognized \$193 million of goodwill within Corporate and Other on June 1, 2016. No other changes in the carrying amount of goodwill were recorded during the six months ended June 30, 2016. Refer to Note 2 for further discussion.
- (d) For additional information on derivative instruments and hedging activities, refer to Note 20.
- (e) Represents credit enhancement in the form of cash reserves for various securitization transactions.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 12. Deposit Liabilities

Deposit liabilities consisted of the following.

| (\$ in millions)                           | June 30, 2016 | December 31, 2015 |
|--------------------------------------------|---------------|-------------------|
| Noninterest-bearing deposits               | \$94          | \$ 89             |
| Interest-bearing deposits                  |               |                   |
| Savings and money market checking accounts | 42,185        | 36,386            |
| Certificates of deposit                    | 30,323        | 29,774            |
| Dealer deposits                            | 200           | 229               |
| Total deposit liabilities                  | \$72,802      | \$ 66,478         |

At June 30, 2016, and December 31, 2015, certificates of deposit included \$11.5 billion of certificates of deposit in denominations of \$100 thousand or more. At June 30, 2016, and December 31, 2015, certificates of deposit included \$3.1 billion and \$3.2 billion, respectively, in denominations in excess of \$250 thousand federal insurance limits.

## 13. Short-term Borrowings

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

| (\$ in millions)                               | June 30, 2016 |             |         | December 31, 2015 |             |         |
|------------------------------------------------|---------------|-------------|---------|-------------------|-------------|---------|
|                                                | Unsecured     | Secured (a) | Total   | Unsecured         | Secured (a) | Total   |
| Demand notes                                   | \$3,576       | \$ —        | \$3,576 | \$3,369           | \$ —        | \$3,369 |
| Federal Home Loan Bank                         | —             | 1,950       | 1,950   | —                 | 4,000       | 4,000   |
| Securities sold under agreements to repurchase | —             | 468         | 468     | —                 | 648         | 648     |
| Other                                          | —             | —           | —       | 84                | —           | 84      |
| Total short-term borrowings                    | \$3,576       | \$2,418     | \$5,994 | \$3,453           | \$4,648     | \$8,101 |

(a) Refer to Note 14 for further details on assets restricted as collateral for payment of the related debt.

We periodically enter into term repurchase agreements, short-term borrowing agreements in which we sell financial instruments to one or more investors while simultaneously committing to repurchase them at a specified future date, at the stated price plus accrued interest. As of June 30, 2016, the financial instruments sold under agreement to repurchase consisted of mortgage-backed residential securities with the following maturities: \$369 million within the next 30 days and \$99 million within 31 to 60 days. Refer to Note 6 and Note 23 for further details on investment securities sold under agreements to repurchase.

The primary risk associated with these repurchase agreements is that the counterparty will be unable to perform under the terms of the contract. As the borrower, we are exposed to the excess market value of the securities pledged over the amount borrowed. Daily mark-to-market collateral management is designed to limit this risk to the initial margin. However, should a counterparty declare bankruptcy or become insolvent, we may incur additional delays and costs. As of June 30, 2016, we placed cash collateral totaling \$7 million with counterparties under these collateral arrangements associated with our repurchase agreements.

## 14. Long-term Debt

The following table presents the composition of our long-term debt portfolio.

| (\$ in millions)          | June 30, 2016 |          |          | December 31, 2015 |          |          |
|---------------------------|---------------|----------|----------|-------------------|----------|----------|
|                           | Unsecured     | Secured  | Total    | Unsecured         | Secured  | Total    |
| Long-term debt            |               |          |          |                   |          |          |
| Due within one year       | \$4,363       | \$10,496 | \$14,859 | \$1,829           | \$9,427  | \$11,256 |
| Due after one year (a)    | 16,683        | 28,961   | 45,644   | 18,803            | 35,844   | 54,647   |
| Fair value adjustment (b) | 520           | 17       | 537      | 334               | (3)      | 331      |
| Total long-term debt (c)  | \$21,566      | \$39,474 | \$61,040 | \$20,966          | \$45,268 | \$66,234 |

(a) Includes \$2.6 billion of trust preferred securities at both June 30, 2016, and December 31, 2015.

- (b) Represents the fair value adjustment associated with the application of hedge accounting on certain of our long-term debt positions. Refer to Note 20 for additional information.
- (c) Includes advances from the Federal Home Loan Bank of Pittsburgh of \$5.4 billion at both June 30, 2016, and December 31, 2015.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table presents the scheduled remaining maturity of long-term debt at June 30, 2016, assuming no early redemptions will occur. The actual payment of secured debt may vary based on the payment activity of the related pledged assets.

| (\$ in millions)        | 2016    | 2017     | 2018     | 2019    | 2020    | 2021 and thereafter | Fair value adjustment | Total    |
|-------------------------|---------|----------|----------|---------|---------|---------------------|-----------------------|----------|
| Unsecured               |         |          |          |         |         |                     |                       |          |
| Long-term debt          | \$1,419 | \$4,365  | \$3,700  | \$1,650 | \$2,212 | \$9,067             | \$ 520                | \$22,933 |
| Original issue discount | (40 )   | (88 )    | (100 )   | (37 )   | (37 )   | (1,065 )            | —                     | (1,367 ) |
| Total unsecured         | 1,379   | 4,277    | 3,600    | 1,613   | 2,175   | 8,002               | 520                   | 21,566   |
| Secured                 |         |          |          |         |         |                     |                       |          |
| Long-term debt          | 3,880   | 12,140   | 8,536    | 7,195   | 4,087   | 3,619               | 17                    | 39,474   |
| Total long-term debt    | \$5,259 | \$16,417 | \$12,136 | \$8,808 | \$6,262 | \$11,621            | \$ 537                | \$61,040 |

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.

| (\$ in millions)                                            | June 30, 2016 |               | December 31, 2015 |               |
|-------------------------------------------------------------|---------------|---------------|-------------------|---------------|
|                                                             | Total         | Ally Bank (a) | Total             | Ally Bank (a) |
| Investment securities (b)                                   | \$437         | \$ —          | \$2,420           | \$ 1,761      |
| Mortgage assets held-for-investment and lending receivables | 11,006        | 11,006        | 9,743             | 9,743         |
| Consumer automotive finance receivables                     | 30,911        | 8,451         | 34,324            | 9,167         |
| Commercial automotive finance receivables                   | 19,194        | 18,878        | 19,623            | 19,177        |
| Investment in operating leases, net                         | 3,777         | 2,059         | 5,539             | 3,205         |
| Other assets (b)                                            | 46            | —             | —                 | —             |
| Total assets restricted as collateral (c) (d)               | \$65,371      | \$ 40,394     | \$71,649          | \$ 43,053     |
| Secured debt                                                | \$41,892(e)   | \$ 19,960     | \$49,916(e)       | \$ 24,787     |

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

(b) Certain investment securities and other assets are restricted under repurchase agreements. Refer to Note 13 for information on the repurchase agreements.

Ally Bank has an advance agreement with the FHLB, and had assets pledged to secure borrowings that were restricted as collateral to the FHLB totaling \$14.6 billion and \$14.9 billion at June 30, 2016, and December 31, 2015, respectively. These assets were composed primarily of consumer mortgage finance receivables and loans, net and investment securities. Ally Bank has access to the Federal Reserve Bank Discount Window. Ally Bank had assets pledged and restricted as collateral to the Federal Reserve Bank totaling \$2.6 billion and \$2.9 billion at June 30, 2016, and December 31, 2015, respectively. These assets were composed of consumer automotive finance receivables and loans, net and investment in operating leases, net. Availability under these programs is only for the operations of Ally Bank and cannot be used to fund the operations or liabilities of Ally or its subsidiaries.

(c) Excludes restricted cash and cash reserves for securitization trusts recorded within other assets on the Condensed Consolidated Balance Sheet. Refer to Note 11 for additional information.

(d) Includes \$2.4 billion and \$4.6 billion of short-term borrowings at June 30, 2016, and December 31, 2015, respectively.

**Trust Preferred Securities**

At June 30, 2016, we have issued and outstanding approximately \$2.6 billion in aggregate liquidation preference of 8.125% Fixed Rate / Floating Rate Trust Preferred Securities, Series 2 (Series 2 TRUPS) net of original issue discount and debt issuance costs. 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 were payable at an annual rate of 8.125% payable quarterly in arrears, through 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. Ally at any time on or after February 15, 2016 may redeem the Series 2 TRUPS at a redemption price equal to 100% of the principal amount being redeemed, plus accrued and unpaid interest through the date of redemption. 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 credit facilities and other collateralized funding vehicles. The debt outstanding under our various funding facilities is included on our Condensed Consolidated Balance Sheet.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

As of June 30, 2016, Ally Bank had exclusive access to \$4.0 billion of funding capacity from committed credit facilities. Funding programs supported by the Federal Reserve and the FHLB, together with repurchase agreements, complement Ally Bank's private collateralized funding vehicles.

The total capacity in our committed funding facilities is provided by banks and other financial institutions through private transactions. The committed secured funding facilities can be revolving in nature and allow for additional funding during the commitment period, or they can be amortizing and not allow for any further funding after the closing date. At June 30, 2016, all of our \$19.6 billion of committed capacity was revolving. Our revolving facilities generally have an original tenor ranging from 364 days to two years. As of June 30, 2016, we had \$15.2 billion of committed funding capacity from revolving facilities with a remaining tenor greater than 364 days.

**Committed Funding Facilities**

| (\$ in millions)           | Outstanding   |                   | Unused capacity (a) |                   | Total capacity |                   |
|----------------------------|---------------|-------------------|---------------------|-------------------|----------------|-------------------|
|                            | June 30, 2016 | December 31, 2015 | June 30, 2016       | December 31, 2015 | June 30, 2016  | December 31, 2015 |
| Bank funding               |               |                   |                     |                   |                |                   |
| Secured (b)                | \$2,950       | \$ 3,250          | \$1,050             | \$ —              | \$4,000        | \$ 3,250          |
| Parent funding             |               |                   |                     |                   |                |                   |
| Secured                    | 14,540        | 16,914            | 1,085               | 251               | 15,625         | 17,165            |
| Total committed facilities | \$17,490      | \$ 20,164         | \$2,135             | \$ 251            | \$19,625       | \$ 20,415         |

(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) Excludes off-balance sheet credit facility amounts.

**15. Accrued Expenses and Other Liabilities**

The components of accrued expenses and other liabilities were as follows.

| (\$ in millions)                                           | June 30, December 31, |          |
|------------------------------------------------------------|-----------------------|----------|
|                                                            | 2016                  | 2015     |
| Accounts payable                                           | \$ 497                | \$ 391   |
| Employee compensation and benefits                         | 196                   | 242      |
| Reserves for insurance losses and loss adjustment expenses | 164                   | 169      |
| Cash collateral received from counterparties               | 146                   | 82       |
| Fair value of derivative contracts in payable position (a) | 87                    | 145      |
| Deferred revenue                                           | 78                    | 108      |
| Other liabilities                                          | 424                   | 408      |
| Total accrued expenses and other liabilities               | \$ 1,592              | \$ 1,545 |

(a) For additional information on derivative instruments and hedging activities, refer to Note 20.

**16. Preferred Stock**

The following table summarizes information about our Series A Preferred Stock.

|                                         | June 30, December 31, |            |
|-----------------------------------------|-----------------------|------------|
|                                         | 2016                  | 2015       |
| Series A preferred stock                |                       |            |
| Carrying value (\$ in millions)         | \$ —                  | \$ 696     |
| Par value (per share)                   | —                     | 0.01       |
| Liquidation preference (per share)      | —                     | 25         |
| Number of shares authorized             | —                     | 40,870,560 |
| Number of shares issued and outstanding | —                     | 27,870,560 |
| Dividend/coupon                         |                       |            |
| Prior to May 15, 2016                   | — %                   | 8.5 %      |

|                           |     |                               |
|---------------------------|-----|-------------------------------|
| On and after May 15, 2016 | — % | Three month<br>LIBOR + 6.243% |
|---------------------------|-----|-------------------------------|

31

---

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Series A Preferred Stock

On April 14, 2016, we issued a Notice of Redemption to the holders of the outstanding Series A Preferred Stock to redeem the remaining 27,870,560 shares at a redemption price of \$25 per share, plus approximately \$0.53 per share of accrued and unpaid dividends through the redemption date. On May 16, 2016, we redeemed the 27,870,560 outstanding shares of Series A Preferred Stock, with an aggregate liquidation preference of \$697 million for \$712 million in cash, which included \$15 million in accrued and unpaid dividends through the redemption date. Upon redemption of the shares of Series A Preferred Stock, we derecognized the carrying value of \$696 million. Effective May 16, 2016, the Series A Preferred Stock was retired.

## 17. Accumulated Other Comprehensive (Loss) Income

The following table presents changes, net of tax, in each component of accumulated other comprehensive (loss) income.

| (\$ in millions)             | Unrealized<br>(losses)<br>gains on<br>investment<br>securities<br>(a) | Translation<br>adjustments<br>and net<br>investment<br>hedges (b) | Cash<br>flow<br>hedges | Defined<br>benefit<br>pension<br>plans | Accumulated<br>other<br>comprehensive<br>(loss) income |
|------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------|------------------------|----------------------------------------|--------------------------------------------------------|
| Balance at December 31, 2014 | \$ (21 )                                                              | \$ 36                                                             | \$ 7                   | \$ (88 )                               | \$ (66 )                                               |
| 2015 net change              | (97 )                                                                 | (20 )                                                             | —                      | —                                      | (117 )                                                 |
| Balance at June 30, 2015     | \$ (118 )                                                             | \$ 16                                                             | \$ 7                   | \$ (88 )                               | \$ (183 )                                              |
| Balance at December 31, 2015 | \$ (159 )                                                             | \$ 9                                                              | \$ 8                   | \$ (89 )                               | \$ (231 )                                              |
| 2016 net change              | 262                                                                   | 5                                                                 | —                      | (1 )                                   | 266                                                    |
| Balance at June 30, 2016     | \$ 103                                                                | \$ 14                                                             | \$ 8                   | \$ (90 )                               | \$ 35                                                  |

(a) Represents the after-tax difference between the fair value and amortized cost of our available-for-sale securities portfolio.

(b) For additional information on derivative instruments and hedging activities, refer to Note 20.

The following tables present the before- and after-tax changes in each component of accumulated other comprehensive (loss) income.

| Three months ended June 30, 2016 (\$ in millions)                                         | Before<br>Tax | Tax<br>Effect | After<br>Tax |
|-------------------------------------------------------------------------------------------|---------------|---------------|--------------|
| Investment securities                                                                     |               |               |              |
| Net unrealized gains arising during the period                                            | \$ 185        | \$ (25 )      | \$ 160       |
| Less: Net realized gains reclassified to income from continuing operations                | 39            | (a) 1         | (b) 40       |
| Net change                                                                                | 146           | (26 )         | 120          |
| Translation adjustments                                                                   |               |               |              |
| Net unrealized losses arising during the period                                           | (1 )          | —             | (1 )         |
| Less: Net realized losses reclassified to income from discontinued operations, net of tax | (1 )          | —             | (1 )         |
| Net change                                                                                | —             | —             | —            |
| Other comprehensive income                                                                | \$ 146        | \$ (26 )      | \$ 120       |

(a) Includes gains reclassified to other gain on investments, net in our Condensed Consolidated Statement of Comprehensive Income.

(b) Includes amounts reclassified to income tax expense from continuing operations in our Condensed Consolidated Statement of Comprehensive Income.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Three months ended June 30, 2015 (\$ in millions)                                                                                                             | Before<br>Tax | Tax<br>Effect | After<br>Tax |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|--------------|
| Investment securities                                                                                                                                         |               |               |              |
| Net unrealized losses arising during the period                                                                                                               | \$(191)       | \$ 71         | \$(120)      |
| Less: Net realized gains reclassified to income from continuing operations                                                                                    | 45            | (a)(16 )      | (b)29        |
| Net change                                                                                                                                                    | (236 )        | 87            | (149 )       |
| Translation adjustments                                                                                                                                       |               |               |              |
| Net unrealized gains arising during the period                                                                                                                | 4             | (1 )          | 3            |
| Less: Net realized gains reclassified to income from discontinued operations, net of tax                                                                      | 1             | —             | 1            |
| Net change                                                                                                                                                    | 3             | (1 )          | 2            |
| Net investment hedges                                                                                                                                         |               |               |              |
| Net unrealized losses arising during the period                                                                                                               | (2 )          | 1             | (1 )         |
| Other comprehensive loss                                                                                                                                      | \$(235)       | \$ 87         | \$(148)      |
| (a) Includes gains reclassified to other gain on investments, net in our Condensed Consolidated Statement of Comprehensive Income.                            |               |               |              |
| (b) Includes amounts reclassified to income tax expense from continuing operations in our Condensed Consolidated Statement of Comprehensive Income.           |               |               |              |
| Six months ended June 30, 2016 (\$ in millions)                                                                                                               | Before<br>Tax | Tax<br>Effect | After<br>Tax |
| Investment securities                                                                                                                                         |               |               |              |
| Net unrealized gains arising during the period                                                                                                                | \$465         | \$(129)       | \$336        |
| Less: Net realized gains reclassified to income from continuing operations                                                                                    | 93            | (a)(19 )      | (b)74        |
| Net change                                                                                                                                                    | 372           | (110 )        | 262          |
| Translation adjustments                                                                                                                                       |               |               |              |
| Net unrealized gains arising during the period                                                                                                                | 12            | (5 )          | 7            |
| Less: Net realized losses reclassified to income from discontinued operations, net of tax                                                                     | (1 )          | —             | (1 )         |
| Net change                                                                                                                                                    | 13            | (5 )          | 8            |
| Net investment hedges                                                                                                                                         |               |               |              |
| Net unrealized losses arising during the period                                                                                                               | (6 )          | 3             | (3 )         |
| Defined benefit pension plans                                                                                                                                 |               |               |              |
| Net unrealized losses arising during the period                                                                                                               | (1 )          | —             | (1 )         |
| Other comprehensive income                                                                                                                                    | \$378         | \$(112)       | \$266        |
| (a) Includes gains reclassified to other gain on investments, net in our Condensed Consolidated Statement of Comprehensive Income.                            |               |               |              |
| (b) Includes amounts reclassified to income tax expense (benefit) from continuing operations in our Condensed Consolidated Statement of Comprehensive Income. |               |               |              |

# Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, 2015 (\$ in millions)                                           | Before<br>Tax | Tax<br>Effect | After<br>Tax |
|-------------------------------------------------------------------------------------------|---------------|---------------|--------------|
| Investment securities                                                                     |               |               |              |
| Net unrealized losses arising during the period                                           | \$(53 )       | \$ 20         | \$(33 )      |
| Less: Net realized gains reclassified to income from continuing operations                | 100           | (a)(36 )      | (b)64        |
| Net change                                                                                | (153 )        | 56            | (97 )        |
| Translation adjustments                                                                   |               |               |              |
| Net unrealized losses arising during the period                                           | (16 )         | 6             | (10 )        |
| Less: Net realized gains reclassified to income from discontinued operations, net of tax  | 43            | (20 )         | 23           |
| Net change                                                                                | (59 )         | 26            | (33 )        |
| Net investment hedges                                                                     |               |               |              |
| Net unrealized gains arising during the period                                            | 16            | (6 )          | 10           |
| Less: Net realized losses reclassified to income from discontinued operations, net of tax | (4 )          | 1             | (3 )         |
| Net change                                                                                | 20            | (7 )          | 13           |
| Other comprehensive loss                                                                  | \$(192)       | \$ 75         | \$(117)      |

(a) Includes gains reclassified to other gain on investments, net in our Condensed Consolidated Statement of Comprehensive Income.

(b) Includes amounts reclassified to income tax expense (benefit) from continuing operations in our Condensed Consolidated Statement of Comprehensive Income.

## 18. Earnings per Common Share

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

|                                                                                  | Three months<br>ended June 30, |             | Six months ended<br>June 30, |             |
|----------------------------------------------------------------------------------|--------------------------------|-------------|------------------------------|-------------|
| (\$ in millions, except share data) (a)                                          | 2016                           | 2015        | 2016                         | 2015        |
| Net income from continuing operations                                            | \$357                          | \$ 169      | \$604                        | \$ 348      |
| Preferred stock dividends (b)                                                    | (15 )                          | (1,251 )    | (30 )                        | (1,318 )    |
| Net income (loss) from continuing operations attributable to common shareholders | 342                            | (1,082 )    | 574                          | (970 )      |
| Income from discontinued operations, net of tax                                  | 3                              | 13          | 6                            | 410         |
| Net income (loss) attributable to common shareholders                            | \$345                          | \$ (1,069 ) | \$580                        | \$ (560 )   |
| Basic weighted-average common shares outstanding (c)                             | 485,370,482                    | 487,164     | 484,801,482                  | 482,550,842 |
| Diluted weighted-average common shares outstanding (c) (d)                       | 486,074,482                    | 487,164     | 485,364,482                  | 482,550,842 |
| Basic earnings per common share                                                  |                                |             |                              |             |
| Net income (loss) from continuing operations                                     | \$0.70                         | \$ (2.24 )  | \$ 1.18                      | \$ (2.01 )  |
| Income from discontinued operations, net of tax                                  | 0.01                           | 0.03        | 0.01                         | 0.85        |
| Net income (loss)                                                                | \$0.71                         | \$ (2.22 )  | \$ 1.20                      | \$ (1.16 )  |
| Diluted earnings per common share                                                |                                |             |                              |             |
| Net income (loss) from continuing operations                                     | \$0.70                         | \$ (2.24 )  | \$ 1.18                      | \$ (2.01 )  |
| Income from discontinued operations, net of tax                                  | 0.01                           | 0.03        | 0.01                         | 0.85        |
| Net income (loss)                                                                | \$0.71                         | \$ (2.22 )  | \$ 1.19                      | \$ (1.16 )  |

(a) Figures in the table may not recalculate exactly due to rounding. Earnings per share is calculated based on unrounded numbers.

Preferred stock dividends for the three months and six months ended June 30, 2015, include \$1,193 million recognized in connection with the partial redemption of the Series G Preferred Stock and the repurchase of the Series A Preferred Stock. These dividends represent an additional return to preferred shareholders calculated as the excess consideration paid over the carrying amount derecognized.

(c) Includes shares related to share-based compensation that vested but were not yet issued for the three months and six months ended June 30, 2016, and 2015, respectively.

Due to antidilutive effect of the net loss from continuing operations attributable to common shareholders for the (d)three months and six months ended June 30, 2015, basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

19. Regulatory Capital and Other Regulatory Matters

As a BHC, we and our wholly-owned state-chartered banking subsidiary, Ally Bank, are subject to capital requirements issued by U.S. banking regulators that require us to maintain risk-based and leverage capital ratios above minimum levels. A risk-based capital ratio is a ratio of a banking organization's regulatory capital to its risk-weighted assets. A leverage capital ratio is a ratio of a banking organization's regulatory capital to a measure of assets or exposures that is not risk-weighted. As of January 1, 2015, Ally and Ally Bank became subject to the rules implementing the 2010 Basel III capital framework in the United States (U.S. Basel III), which reflect new and higher capital requirements, capital buffers, and new regulatory capital definitions, deductions and adjustments. Certain aspects of U.S. Basel III, including the new capital buffers and regulatory capital deductions, will be phased in over several years.

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 Condensed 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 and Ally Bank must meet specific capital guidelines that involve quantitative measures of capital, assets and certain off-balance sheet items. These measures and related classifications, which are used in the calculation of our risk-based and leverage capital ratios and those of Ally Bank, are also subject to qualitative judgments by the regulators about the components of capital, the risk-weightings of assets and other exposures, and other factors. The U.S. banking regulators also use these ratios and guidelines as part of the capital planning and stress testing processes. In addition, in order for Ally to maintain its status as a FHC, Ally and its bank subsidiary, Ally Bank, must remain "well-capitalized" and "well-managed," as defined under applicable law. Effective January 1, 2015, the "well-capitalized" standard for insured depository institutions, such as Ally Bank, was revised to reflect the new and higher capital requirements under U.S. Basel III.

Under U.S. Basel III, Ally must maintain a minimum Common Equity Tier 1 risk-based capital ratio of 4.5%, a minimum Tier 1 risk-based capital ratio of 6%, and a minimum Total risk-based capital ratio of 8%. In addition to these minimum requirements, Ally is also subject to a Common Equity Tier 1 capital conservation buffer of more than 2.5%, subject to a phase-in from January 1, 2016 through December 31, 2018. Failure to maintain the full amount of the buffer will result in restrictions on Ally's ability to make capital distributions, including dividend payment and stock repurchases and redemptions, and to pay discretionary bonuses to executive officers. In addition to these new risk-based capital standards, U.S. Basel III subjects all U.S. banking organizations, including Ally, to a minimum Tier 1 leverage ratio of 4%, the denominator of which takes into account only on-balance sheet assets.

In addition to introducing new capital ratios, U.S. Basel III revises the eligibility criteria for regulatory capital instruments and provides for the phase-out of instruments that had previously been recognized as capital but that do not satisfy the new criteria. Subject to certain exceptions (e.g., for certain debt or equity issued to the U.S. government under the Emergency Economic Stabilization Act), trust preferred and other "hybrid" securities are no longer included in a BHC's Tier 1 capital as of January 1, 2016. Also, subject to a phase-in schedule, certain new items are deducted from Common Equity Tier 1 capital, and certain other deductions from regulatory capital have been modified. Among other things, U.S. Basel III requires significant investments in the common shares of unconsolidated financial institutions, mortgage servicing rights, and certain deferred tax assets that exceed specified individual and aggregate thresholds to be deducted from Common Equity Tier 1 capital. U.S. Basel III also revises the standardized approach for calculating risk-weighted assets by, among other things, modifying certain risk weights and introducing new methods for calculating risk-weighted assets for certain types of assets and exposures.

Ally is subject to the U.S. Basel III standardized approach for credit risk. It is not subject to the U.S. Basel III advanced approaches for credit risk. Ally is currently not subject to the U.S. market risk capital rule, which applies only to banking organizations with significant trading assets and liabilities.

On March 7, 2016, Ally Bank received approval from the Federal Reserve to become a state member bank. Ally Bank is now regulated by the FRB through the Federal Reserve Bank of Chicago, as well as the Utah Department of

Financial Institutions. In addition, in connection with the application for membership in the Federal Reserve System, Ally Bank made commitments to the FRB relating to capital, liquidity, and business plan requirements that are consistent with existing requirements pursuant to the Capital and Liquidity Maintenance Agreement (CLMA) that was entered into with the Federal Deposit Insurance Corporation including the requirement to maintain capital at a level such that its Tier 1 leverage ratio is at least 15%. For this purpose, the leverage ratio is determined in accordance with the FRB's regulations related to capital maintenance. As a requirement of Federal Reserve membership, on March 21, 2016, Ally Bank purchased \$435 million of FRB stock.

Compliance with capital requirements is a strategic priority for Ally. We expect to be in compliance with all applicable requirements within the established timeframes.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table summarizes our capital ratios under the U.S. Basel III capital framework.

|                                                            | June 30, 2016 |         | December 31, 2015 |         | Required minimum |     | Well-capitalized minimum |   |
|------------------------------------------------------------|---------------|---------|-------------------|---------|------------------|-----|--------------------------|---|
| (\$ in millions)                                           | Amount        | Ratio   | Amount            | Ratio   |                  |     |                          |   |
| Capital ratios                                             |               |         |                   |         |                  |     |                          |   |
| Common Equity Tier 1 (to risk-weighted assets)             |               |         |                   |         |                  |     |                          |   |
| Ally Financial Inc.                                        | \$12,829      | 9.59 %  | \$12,507          | 9.21 %  | 4.50 %           |     | (a)                      |   |
| Ally Bank                                                  | 17,209        | 17.64   | 16,594            | 17.05   | 4.50             |     | 6.50                     | % |
| Tier 1 (to risk-weighted assets)                           |               |         |                   |         |                  |     |                          |   |
| Ally Financial Inc.                                        | \$14,959      | 11.18 % | \$15,077          | 11.10 % | 6.00 %           |     | 6.00                     | % |
| Ally Bank                                                  | 17,209        | 17.64   | 16,594            | 17.05   | 6.00             |     | 8.00                     |   |
| Total (to risk-weighted assets)                            |               |         |                   |         |                  |     |                          |   |
| Ally Financial Inc.                                        | \$17,166      | 12.83 % | \$17,005          | 12.52 % | 8.00 %           |     | 10.00                    | % |
| Ally Bank                                                  | 17,712        | 18.15   | 17,043            | 17.51   | 8.00             |     | 10.00                    |   |
| Tier 1 leverage (to adjusted quarterly average assets) (b) |               |         |                   |         |                  |     |                          |   |
| Ally Financial Inc.                                        | \$14,959      | 9.63 %  | \$15,077          | 9.73 %  | 4.00 %           |     | (a)                      |   |
| Ally Bank                                                  | 17,209        | 15.31   | 16,594            | 15.38   | 15.00            | (c) | 5.00                     | % |

(a) Currently, there is no ratio component for determining whether a BHC is "well-capitalized."

(b) Federal regulatory reporting guidelines require the calculation of adjusted quarterly average assets using a daily average methodology.

(c) Ally Bank has committed to the FRB to maintain a Tier 1 leverage ratio of at least 15%.

At June 30, 2016, Ally and Ally Bank were "well-capitalized" and met all capital requirements to which each was subject.

**Capital Planning and Stress Tests**

As a BHC with \$50 billion or more of consolidated assets, Ally is required to conduct periodic company-run stress tests, is subject to an annual supervisory stress test conducted by the FRB, and must submit an annual capital plan to the FRB.

Ally's capital plan must include a description of all planned capital actions over a nine-quarter planning horizon. The capital plan must also include a discussion of how Ally will maintain capital above the minimum regulatory capital ratios under baseline, adverse, and severely adverse economic scenarios, and serve as a source of strength to Ally Bank. The FRB must approve Ally's capital plan before Ally may take any capital action. Even with an approved capital plan, Ally must seek the approval of the FRB before making a capital distribution if, among other factors, Ally would not meet its regulatory capital requirements after making the proposed capital distribution.

In addition to the Series G preferred stock redemptions and Series A preferred stock repurchase that occurred during 2015, as part of the 2015 CCAR process, Ally also received approval to repurchase or redeem the remaining approximately \$700 million of Series A preferred stock as well as \$500 million of our Trust Preferred Securities. The remaining shares of Series A preferred stock were redeemed on May 16, 2016, but we have indefinitely deferred redemption of the Trust Preferred Securities in support of our acquisition of TradeKing, which closed on June 1, 2016. On April 5, 2016, we submitted the results of our semi-annual stress test and our annual capital plan to the FRB. On June 23, 2016, we publicly disclosed summary results of the stress test under the most severe scenario in accordance with regulatory requirements. On June 29, 2016, we received a non-objection to our capital plan from the FRB, including the proposed capital actions contained in our submission. The planned capital actions include a quarterly cash dividend of \$0.08 per share of our common stock and the ability to repurchase up to \$700 million of our common stock from time to time through the second quarter of 2017. On July 18, 2016, the Ally Board of Directors declared a quarterly cash dividend payment of \$0.08 per share on all common stock. The dividend is payable on August 15,

2016, to shareholders of record at the close of business on August 1, 2016. Additionally, the Ally Board of Directors authorized a common stock repurchase program of up to \$700 million beginning in the third quarter of 2016 and continuing through the second quarter of 2017. We had 483,753,360 shares of common stock outstanding at June 30, 2016.

20. Derivative Instruments and Hedging Activities

We enter into interest rate, foreign-currency, and equity 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 automotive loan assets and debt. 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. In addition, we also enter into equity option contracts to manage our exposure to the equity markets. Our primary objective for utilizing derivative financial instruments is to manage interest rate risk associated with our fixed- and variable-rate assets and liabilities, foreign exchange risks related to our foreign-currency denominated assets and liabilities, and market risks related to our investment portfolio and certain of our executive share-based compensation plans.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

**Interest Rate Risk**

We monitor our mix of fixed- and variable-rate assets and liabilities. When it is cost-effective to do so, we may enter into interest rate swaps, forwards, futures, options, and swaptions to achieve our desired mix of fixed- and variable-rate assets and liabilities. We execute interest rate swaps, forwards, futures, options, and swaptions 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 use a mix of both derivatives that qualify for hedge accounting treatment and economic hedges.

Derivatives qualifying for hedge accounting consist of receive-fixed swaps designated as fair value hedges of specific fixed-rate unsecured debt obligations, receive-fixed swaps designated as fair value hedges of specific fixed-rate FHLB advances and pay-fixed swaps designated as fair value hedges of specific portfolios of fixed-rate held-for-investment retail automotive loan assets. In 2015, we also had pay-fixed swaps designated as cash flow hedges of the expected future cash flows in the form of interest payments on certain outstanding variable-rate borrowings associated with our secured debt.

We also execute economic hedges, which consist of interest rate swaps and interest rate caps held to mitigate interest rate risk associated with our debt portfolio. We also use interest rate swaps to economically hedge our net fixed-versus-variable interest rate exposure. We enter into economic hedges in the form of short-dated, exchange-traded Eurodollar futures to hedge the interest rate exposure of our fixed-rate automotive loans, as well as forwards, options, and swaptions to economically hedge our net fixed-versus-variable interest rate exposure.

**Foreign Exchange Risk**

We enter into derivative financial instrument contracts to mitigate the risk associated with variability in cash flows related to our various foreign-currency exposures.

We enter into foreign-currency forwards with external counterparties as net investment hedges of foreign exchange exposure on our investments in foreign subsidiaries. Our equity is impacted by the cumulative translation adjustments resulting from the translation of foreign subsidiary results; this impact is reflected in our accumulated other comprehensive (loss) income. We also enter into foreign-currency forwards to economically hedge our foreign-denominated debt, our centralized lending program, and foreign-denominated third party loans. These forward currency forwards that are used as economic hedges are recorded at fair value with changes recorded as income offsetting the gains and losses on the associated foreign-currency transactions.

We utilized a cross-currency swap to economically hedge foreign exchange exposure on foreign-currency-denominated debt by converting the funding currency to our functional currency. This swap matured during the second quarter of 2015.

**Market Risk**

We enter into equity options to economically hedge our exposure to the equity markets. We purchase options to assume a long position on certain equities and write options to assume a short position.

We also enter into prepaid equity forward contracts to economically hedge the price risk associated with certain of our executive share-based compensation plans. The prepaid equity forward contracts are hybrid instruments containing an embedded forward contract, which is considered a derivative instrument. The embedded derivative instrument is bifurcated from the host contract and is recorded at fair value with changes in fair value recorded in compensation and benefits expense. The balance of the prepaid component of these equity forward contracts was \$17 million as of June 30, 2016, and was recorded within other assets on the Condensed Consolidated Balance Sheet.

**Counterparty Credit Risk**

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

To mitigate the risk of counterparty default, we maintain collateral agreements with certain counterparties. The agreements require both parties to post collateral in the event the fair values of the derivative financial instruments meet posting thresholds established under the agreements. 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 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.

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. No such specified credit risk related events occurred during the second quarter of 2016.

We placed cash collateral totaling \$84 million and securities collateral totaling \$55 million at June 30, 2016, and \$103 million and \$86 million at December 31, 2015, respectively, in accounts maintained by counterparties. This amount primarily relates to collateral posted to support our derivative positions. This amount also excludes cash and securities pledged as collateral under repurchase agreements. At June 30, 2016, and December 31, 2015, we placed cash collateral totaling \$7 million and \$21 million, respectively, with counterparties under collateral

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

arrangements associated with repurchase agreements. Refer to Note 13 for details on the repurchase agreements. The receivables for cash collateral placed are included in our Condensed Consolidated Balance Sheet in other assets. We received cash collateral from counterparties totaling \$146 million at June 30, 2016, primarily to support these derivative positions. We received cash collateral from counterparties totaling \$82 million at December 31, 2015. This amount also excludes cash and securities pledged as collateral under repurchase agreements. Refer to Note 13 for details on the repurchase agreements. The payables for cash collateral received are included on our Condensed Consolidated Balance Sheet in accrued expenses and other liabilities. In certain circumstances, we receive or post securities as collateral with counterparties. We do not record collateral received on our Condensed Consolidated Balance Sheet unless certain conditions are met. At June 30, 2016, and December 31, 2015, we received noncash collateral of \$2 million and \$7 million, respectively. Included in these amounts is noncash collateral where we have been granted the right to sell or pledge the underlying assets. We have not sold or pledged any of the noncash collateral received under these agreements.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 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. Notional amounts are reference amounts from which contractual obligations are derived and are not recorded on the balance sheet. In our view, derivative notional is not an accurate measure of our derivative exposure when viewed in isolation from other factors, such as market rate fluctuations and counterparty credit risk.

| (\$ in millions)                                      | June 30, 2016                                     |                                                |                 | December 31, 2015                                 |                                                |                 |
|-------------------------------------------------------|---------------------------------------------------|------------------------------------------------|-----------------|---------------------------------------------------|------------------------------------------------|-----------------|
|                                                       | 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 |
| Derivatives designated as accounting hedges           |                                                   |                                                |                 |                                                   |                                                |                 |
| Interest rate contracts                               |                                                   |                                                |                 |                                                   |                                                |                 |
| Swaps (c) (d) (e)                                     | \$ 164                                            | \$ 22                                          | \$ 8,101        | \$ 126                                            | \$ 9                                           | \$ 14,151       |
| Foreign exchange contracts                            |                                                   |                                                |                 |                                                   |                                                |                 |
| Forwards                                              | 4                                                 | —                                              | 212             | —                                                 | 1                                              | 189             |
| Total derivatives designated as accounting hedges     | 168                                               | 22                                             | 8,313           | 126                                               | 10                                             | 14,340          |
| Derivatives not designated as accounting hedges       |                                                   |                                                |                 |                                                   |                                                |                 |
| Interest rate contracts                               |                                                   |                                                |                 |                                                   |                                                |                 |
| Swaps                                                 | 17                                                | 39                                             | 1,461           | 30                                                | 51                                             | 6,101           |
| Futures and forwards                                  | 1                                                 | —                                              | 501             | 2                                                 | 2                                              | 1,905           |
| Written options                                       | —                                                 | 18                                             | 16,920          | —                                                 | 72                                             | 18,220          |
| Purchased options                                     | 18                                                | —                                              | 16,920          | 73                                                | —                                              | 18,240          |
| Total interest rate risk                              | 36                                                | 57                                             | 35,802          | 105                                               | 125                                            | 44,466          |
| Foreign exchange contracts                            |                                                   |                                                |                 |                                                   |                                                |                 |
| Futures and forwards                                  | 3                                                 | 2                                              | 127             | —                                                 | —                                              | 278             |
| Total foreign exchange risk                           | 3                                                 | 2                                              | 127             | —                                                 | —                                              | 278             |
| Equity contracts                                      |                                                   |                                                |                 |                                                   |                                                |                 |
| Forwards                                              | —                                                 | 5                                              | 17              | —                                                 | 9                                              | 32              |
| Written options                                       | —                                                 | 1                                              | 1               | —                                                 | 1                                              | —               |
| Purchased options                                     | 2                                                 | —                                              | —               | 2                                                 | —                                              | —               |
| Total equity risk                                     | 2                                                 | 6                                              | 18              | 2                                                 | 10                                             | 32              |
| Total derivatives not designated as accounting hedges | 41                                                | 65                                             | 35,947          | 107                                               | 135                                            | 44,776          |
| Total derivatives                                     | \$ 209                                            | \$ 87                                          | \$ 44,260       | \$ 233                                            | \$ 145                                         | \$ 59,116       |

Derivative contracts in a receivable position are classified as other assets on the Condensed Consolidated Balance Sheet, and includes accrued interest of \$15 million and \$46 million at June 30, 2016, and December 31, 2015, respectively.

Derivative contracts in a liability position are classified as accrued expenses and other liabilities on the Condensed Consolidated Balance Sheet, and includes accrued interest of \$4 million and \$12 million at June 30, 2016, and December 31, 2015, respectively.

(c) Includes fair value hedges consisting of receive-fixed swaps on fixed-rate unsecured debt obligations with \$146 million and \$112 million in a receivable position, \$0 million and \$3 million in a payable position, and a \$2.6 billion and \$6.8 billion notional amount at June 30, 2016, and December 31, 2015, respectively. The hedge notional

amount of \$2.6 billion at June 30, 2016, is associated with debt maturing in five or more years.

(d) Includes fair value hedges consisting of receive-fixed swaps on fixed-rate secured debt obligations (FHLB Advances) with \$18 million and \$1 million in a receivable position, \$0 million and \$2 million in a payable position, and a \$698 million and \$500 million notional amount at June 30, 2016, and December 31, 2015, respectively.

(e) Other fair value hedges include pay-fixed swaps on portfolios of held-for-investment automotive loan assets with \$0 million and \$13 million in a receivable position, \$22 million and \$3 million in a payable position, and a \$4.8 billion and \$6.8 billion notional amount at June 30, 2016, and December 31, 2015, respectively.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Statement of Comprehensive Income Presentation

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

|                                                        | Three months ended June 30, 2016 |       | Six months ended June 30, 2015 |          |
|--------------------------------------------------------|----------------------------------|-------|--------------------------------|----------|
| (\$ in millions)                                       | 2016                             | 2015  | 2016                           | 2015     |
| Derivatives qualifying for hedge accounting            |                                  |       |                                |          |
| (Loss) gain recognized in earnings on derivatives      |                                  |       |                                |          |
| Interest rate contracts                                |                                  |       |                                |          |
| Interest and fees on finance receivables and loans (a) | \$ (6)                           | \$ 7  | \$ (34)                        | \$ (16 ) |
| Interest on long-term debt (b) (c)                     | 51                               | (97 ) | 242                            | (11 )    |
| Gain (loss) recognized in earnings on hedged items     |                                  |       |                                |          |
| Interest rate contracts                                |                                  |       |                                |          |
| Interest and fees on finance receivables and loans (d) | 5                                | 2     | 33                             | 35       |
| Interest on long-term debt (e)                         | (50 )                            | 94    | (246 )                         | 7        |
| Total derivatives qualifying for hedge accounting      | —                                | 6     | (5 )                           | 15       |
| Derivatives not designated as accounting hedges        |                                  |       |                                |          |
| Gain (loss) recognized in earnings on derivatives      |                                  |       |                                |          |
| Interest rate contracts                                |                                  |       |                                |          |
| Gain on mortgage and automotive loans, net             | —                                | 2     | —                              | —        |
| Other income, net of losses                            | 1                                | 3     | 3                              | (9 )     |
| Total interest rate contracts                          | 1                                | 5     | 3                              | (9 )     |
| Foreign exchange contracts (f)                         |                                  |       |                                |          |
| Interest on long-term debt                             | (1 )                             | 5     | (2 )                           | (138 )   |
| Other income, net of losses                            | 1                                | (3 )  | (3 )                           | 8        |
| Total foreign exchange contracts                       | —                                | 2     | (5 )                           | (130 )   |
| Equity contracts                                       |                                  |       |                                |          |
| Compensation and benefits expense                      | (1 )                             | 3     | (2 )                           | (3 )     |
| Total equity contracts                                 | (1 )                             | 3     | (2 )                           | (3 )     |
| Gain (loss) recognized in earnings on derivatives      | \$ —                             | \$ 16 | \$ (9 )                        | \$ (127) |

Amounts exclude losses related to interest for qualifying accounting hedges of retail automotive loans held-for-investment, which are primarily offset by the fixed coupon payments of the loans. The losses were \$5 million and \$15 million for the three months ended June 30, 2016, and 2015, respectively, and \$12 million and \$32 million for the six months ended June 30, 2016, and 2015, respectively.

Amounts exclude gains related to interest for qualifying accounting hedges of unsecured debt, which are primarily offset by the fixed coupon payment on the long-term debt. The gains were \$11 million and \$24 million for the three months ended June 30, 2016, and 2015, respectively, and \$27 million and \$47 million for the six months ended June 30, 2016, and 2015, respectively.

Amounts exclude gains related to interest for qualifying accounting hedges of secured debt (FHLB Advances), which are primarily offset by the fixed coupon payment on the long-term debt. The gains were \$2 million and \$3 million for the three months and six months ended June 30, 2016.

Amounts exclude losses related to amortization of deferred loan basis adjustments on the de-designated hedged item of \$4 million and \$1 million for the three months ended June 30, 2016, and 2015, respectively, and \$9 million and \$1 million for the six months ended June 30, 2016, and 2015, respectively.

Amounts exclude gains related to amortization of deferred debt basis adjustments on the de-designated hedged item (e) of \$21 million and \$16 million for the three months ended June 30, 2016, and 2015, respectively, and \$39 million and \$44 million for the six months ended June 30, 2016, and 2015, respectively.

Amounts exclude gains and losses related to the revaluation of the related foreign-denominated debt or receivable. (f) The losses were \$1 million for the three months ended June 30, 2016, and three months ended 2015, and the gains were \$3 million and \$133 million for the six months ended June 30, 2016, and 2015, respectively.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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

|                                                                                                         | Three<br>months<br>ended<br>June<br>30,<br>2016 | Six<br>months<br>ended<br>June 30,<br>2015 |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------|
| (\$ in millions)                                                                                        |                                                 |                                            |
| Foreign exchange contracts                                                                              |                                                 |                                            |
| Loss reclassified from accumulated other comprehensive loss to income from discontinued operations, net | \$—                                             | \$(4)                                      |
| Total loss from discontinued operations, net                                                            | \$—                                             | \$(4)                                      |
| (Loss) gain recognized in other comprehensive income (a)                                                | \$(2)                                           | \$20                                       |

The amounts represent the effective portion of net investment hedges. There are offsetting amounts recognized in accumulated other comprehensive income (loss) related to the revaluation of the related net investment in foreign (a) operations, including the tax impacts of the hedge and related net investment, as disclosed separately in Note 17.

There were gains of \$0 million and losses of \$3 million for the three months ended June 30, 2016, and 2015, respectively.

**21. Income Taxes**

We recognized total income tax expense from continuing operations of \$56 million and \$206 million for the three months and six months ended June 30, 2016, compared to income tax expense of \$94 million and \$197 million for the same periods in 2015. The changes in income tax expense for the three months and six months ended June 30, 2016, compared to the same periods in 2015, were primarily driven by a tax benefit that resulted from a U.S. tax reserve release related to a prior year federal return that reduced our liability for unrecognized tax benefits during the three months ended June 30, 2016, by \$175 million. This tax benefit was offset by increases in tax expense attributable to higher pretax earnings and the establishment of a valuation allowance on capital loss carryforwards.

As of each reporting date, we consider existing evidence, both positive and negative, that could impact our view with regard to future realization of deferred tax assets. We continue to believe it is more likely than not that the benefit for certain foreign tax credits and state net operating loss carryforwards will not be realized. In recognition of this risk, we continue to provide a partial valuation allowance on the deferred tax assets relating to these carryforwards.

Finally, as a result of the U.S. tax reserve release previously mentioned, we recorded additional capital loss carryforward deferred tax assets of \$93 million. After assessing the positive and negative evidence surrounding our ability to realize these carryforwards before expiration, we established a full valuation allowance against these deferred tax assets.

**22. 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 under current market conditions. Fair value is based on the assumptions we believe 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.

Inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 1 Additionally, the entity must have the ability to access the active market, and the quoted prices cannot be adjusted by the entity.

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;

Level 2 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.

Unobservable inputs are supported by little or no market activity. The unobservable inputs represent

Level 3 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 transfers between any levels for the six months ended June 30, 2016.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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.

**Available-for-sale securities** — All classes of available-for-sale securities are carried at fair value based on observable market prices, when available. 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).

**Interests retained in financial asset sales** — Includes certain noncertificated interests retained from the sale of automotive finance receivables. Due to inactivity in the market, valuations are based on internally developed discounted cash flow models (an income approach) that use a market-based discount rate; 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, options of Eurodollar futures, and equity options. To determine the fair value of these instruments, we utilize the quoted market prices for the particular derivative contracts; therefore, we classified these contracts as Level 1.

We also execute over-the-counter (OTC) and centrally-cleared derivative contracts, such as interest rate swaps, a cross-currency swap, swaptions, foreign-currency denominated forward contracts, prepaid equity forward contracts, caps, floors, and agency to-be-announced securities. For OTC contracts, we utilize third-party-developed valuation models that are widely accepted in the market to value these OTC derivative contracts. The specific terms of the contract and market observable inputs (such as interest rate forward curves, interpolated volatility assumptions, or equity pricing) are used in the model. We classified these OTC derivative contracts as Level 2 because all significant inputs into these models were market observable. For centrally-cleared contracts, we utilize unadjusted prices obtained from the clearing house as the basis for valuation, and they are also classified as Level 2. We did not have any derivative instruments classified as Level 3 as of June 30, 2016, or December 31, 2015.

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 the credit default swap spreads of the counterparty.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## 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.

| June 30, 2016 (\$ in millions)                      | Recurring fair value measurements |          |         |          |
|-----------------------------------------------------|-----------------------------------|----------|---------|----------|
|                                                     | Level 1                           | Level 2  | Level 3 | Total    |
| <b>Assets</b>                                       |                                   |          |         |          |
| Investment securities                               |                                   |          |         |          |
| Available-for-sale securities                       |                                   |          |         |          |
| Debt securities                                     |                                   |          |         |          |
| U.S. Treasury and federal agencies                  | \$275                             | \$—      | \$ —    | \$275    |
| U.S. States and political subdivisions              | —                                 | 733      | —       | 733      |
| Foreign government                                  | 11                                | 180      | —       | 191      |
| Mortgage-backed residential                         | —                                 | 12,617   | —       | 12,617   |
| Mortgage-backed commercial                          | —                                 | 506      | —       | 506      |
| Asset-backed                                        | —                                 | 1,674    | —       | 1,674    |
| Corporate debt                                      | —                                 | 1,602    | —       | 1,602    |
| Total debt securities                               | 286                               | 17,312   | —       | 17,598   |
| Equity securities (a)                               | 599                               | —        | —       | 599      |
| Total available-for-sale securities                 | 885                               | 17,312   | —       | 18,197   |
| Other assets                                        |                                   |          |         |          |
| Interests retained in financial asset sales         | —                                 | —        | 31      | 31       |
| Derivative contracts in a receivable position (b)   |                                   |          |         |          |
| Interest rate                                       | 1                                 | 199      | —       | 200      |
| Foreign currency                                    | —                                 | 7        | —       | 7        |
| Other                                               | 2                                 | —        | —       | 2        |
| Total derivative contracts in a receivable position | 3                                 | 206      | —       | 209      |
| Total assets                                        | \$888                             | \$17,518 | \$ 31   | \$18,437 |
| <b>Liabilities</b>                                  |                                   |          |         |          |
| Accrued expenses and other liabilities              |                                   |          |         |          |
| Derivative contracts in a payable position (b)      |                                   |          |         |          |
| Interest rate                                       | \$—                               | \$(79 )  | \$ —    | \$(79 )  |
| Foreign currency                                    | —                                 | (2 )     | —       | (2 )     |
| Other                                               | (1 )                              | (5 )     | —       | (6 )     |
| Total derivative contracts in a payable position    | (1 )                              | \$(86 )  | —       | \$(87 )  |
| Total liabilities                                   | \$(1 )                            | \$(86 )  | \$ —    | \$(87 )  |

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

(b) For additional information on derivative instruments and hedging activities, refer to Note 20.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| December 31, 2015 (\$ in millions)                  | Recurring fair value measurements |          |         |          |
|-----------------------------------------------------|-----------------------------------|----------|---------|----------|
|                                                     | Level 1                           | Level 2  | Level 3 | Total    |
| Assets                                              |                                   |          |         |          |
| Investment securities                               |                                   |          |         |          |
| Available-for-sale securities                       |                                   |          |         |          |
| Debt securities                                     |                                   |          |         |          |
| U.S. Treasury and federal agencies                  | \$1,469                           | \$272    | \$ —    | \$1,741  |
| U.S. States and political subdivisions              | —                                 | 716      | —       | 716      |
| Foreign government                                  | 10                                | 167      | —       | 177      |
| Mortgage-backed residential                         | —                                 | 10,366   | —       | 10,366   |
| Mortgage-backed commercial                          | —                                 | 481      | —       | 481      |
| Asset-backed                                        | —                                 | 1,755    | —       | 1,755    |
| Corporate debt                                      | —                                 | 1,204    | —       | 1,204    |
| Total debt securities                               | 1,479                             | 14,961   | —       | 16,440   |
| Equity securities (a)                               | 717                               | —        | —       | 717      |
| Total available-for-sale securities                 | 2,196                             | 14,961   | —       | 17,157   |
| Other assets                                        |                                   |          |         |          |
| Interests retained in financial asset sales         | —                                 | —        | 40      | 40       |
| Derivative contracts in a receivable position (b)   |                                   |          |         |          |
| Interest rate                                       | 2                                 | 229      | —       | 231      |
| Other                                               | 2                                 | —        | —       | 2        |
| Total derivative contracts in a receivable position | 4                                 | 229      | —       | 233      |
| Total assets                                        | \$2,200                           | \$15,190 | \$ 40   | \$17,430 |
| Liabilities                                         |                                   |          |         |          |
| Accrued expenses and other liabilities              |                                   |          |         |          |
| Derivative contracts in a payable position (b)      |                                   |          |         |          |
| Interest rate                                       | \$(2 )                            | \$(133 ) | \$ —    | \$(135 ) |
| Foreign currency                                    | —                                 | (1 )     | —       | (1 )     |
| Other                                               | (1 )                              | (8 )     | —       | (9 )     |
| Total derivative contracts in a payable position    | (3 )                              | (142 )   | —       | (145 )   |
| Total liabilities                                   | \$(3 )                            | \$(142 ) | \$ —    | \$(145 ) |

(a) Our investment in any one industry did not exceed 14%.

(b) For additional information on derivative instruments and hedging activities, refer to Note 20.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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.

| (\$ in millions)                                                                                              | Level 3 recurring fair value measurements |                      |                 |           |       |           |             | Net unrealized gains        |                                                  |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------|-----------------|-----------|-------|-----------|-------------|-----------------------------|--------------------------------------------------|
|                                                                                                               | Fair value at April 1, 2016               | included in earnings | included in OCI | Purchases | Sales | Issuances | Settlements | Fair value at June 30, 2016 | included in earnings still held at June 30, 2016 |
| Assets                                                                                                        |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Other assets                                                                                                  |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Interests retained in financial asset sales                                                                   | \$31                                      | \$ 1 (a)             | \$ —            | \$ —      | \$ 2  | \$ —      | \$ (3 )     | \$ 31                       | \$ —                                             |
| Total assets                                                                                                  | \$31                                      | \$ 1                 | \$ —            | \$ —      | \$ 2  | \$ —      | \$ (3 )     | \$ 31                       | \$ —                                             |
| (a) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income. |                                           |                      |                 |           |       |           |             |                             |                                                  |

| (\$ in millions)                                                                                              | Level 3 recurring fair value measurements |                      |                 |           |       |           |             | Net unrealized gains        |                                                  |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------|-----------------|-----------|-------|-----------|-------------|-----------------------------|--------------------------------------------------|
|                                                                                                               | Fair value at April 1, 2015               | included in earnings | included in OCI | Purchases | Sales | Issuances | Settlements | Fair value at June 30, 2015 | included in earnings still held at June 30, 2015 |
| Assets                                                                                                        |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Mortgage loans held-for-sale, net                                                                             | \$3                                       | \$ 1 (a)             | \$ —            | \$ —      | \$ —  | \$ —      | \$ —        | \$ 4                        | \$ 1                                             |
| Other assets                                                                                                  |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Interests retained in financial asset sales                                                                   | 42                                        | 4 (a)                | —               | —         | —     | —         | (14 )       | 32                          | —                                                |
| Total assets                                                                                                  | \$45                                      | \$ 5                 | \$ —            | \$ —      | \$ —  | \$ —      | \$ (14 )    | \$ 36                       | \$ 1                                             |
| (a) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income. |                                           |                      |                 |           |       |           |             |                             |                                                  |

| (\$ in millions)                                                                                              | Level 3 recurring fair value measurements |                      |                 |           |       |           |             | Net unrealized gains        |                                                  |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------|-----------------|-----------|-------|-----------|-------------|-----------------------------|--------------------------------------------------|
|                                                                                                               | Fair value at April 1, 2016               | included in earnings | included in OCI | Purchases | Sales | Issuances | Settlements | Fair value at June 30, 2016 | included in earnings still held at June 30, 2016 |
| Assets                                                                                                        |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Mortgage loans held-for-sale, net                                                                             | \$3                                       | \$ 1 (a)             | \$ —            | \$ —      | \$ —  | \$ —      | \$ —        | \$ 4                        | \$ 1                                             |
| Other assets                                                                                                  |                                           |                      |                 |           |       |           |             |                             |                                                  |
| Interests retained in financial asset sales                                                                   | 42                                        | 4 (a)                | —               | —         | —     | —         | (14 )       | 32                          | —                                                |
| Total assets                                                                                                  | \$45                                      | \$ 5                 | \$ —            | \$ —      | \$ —  | \$ —      | \$ (14 )    | \$ 36                       | \$ 1                                             |
| (a) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income. |                                           |                      |                 |           |       |           |             |                             |                                                  |

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Jan. earnings  
1,  
2016

earnings  
still held  
at  
June 30,  
2016

Assets

Other assets

Interests retained in financial asset  
sales

\$40\$ 3 (a) \$ —\$ —\$ 6 \$ —\$ (18 ) \$ 31 \$ —

Total assets

\$40\$ 3 \$ —\$ —\$ 6 \$ —\$ (18 ) \$ 31 \$ —

(a) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.

Level 3 recurring fair value measurements

Net  
realized/unrealized

Net  
unrealized

Fair gains  
value

Fair gains  
value included

at

PurchasesSalesIssuancesSettlements

at

Jan. included

included  
in OCI

June

earnings

(\$ in millions)

1, in  
2015 earnings

30,

still

held at

June 30,

2015

Assets

Mortgage loans held-for-sale, net

\$3 \$ 1 (a) \$ —\$ —\$ —\$ —\$ —\$ —\$ 4 \$ 1

Other assets

Interests retained in financial asset  
sales

47 7 (a) — — — 1 (23 ) 32 —

Total assets

\$50\$ 8 \$ —\$ —\$ —\$ —\$ 1 \$ (23 ) \$ 36 \$ 1

(a) Reported as other income, net of losses, in the Condensed Consolidated Statement of Comprehensive Income.

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.

# Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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

|                                                        | Nonrecurring<br>fair value<br>measurements |         |         | Lower-of-cost<br>or<br>fair value<br>or valuation<br>reserve<br>allowance |        | Total gain included in<br>earnings for<br>the three months ended | Total gain included<br>in earnings for<br>the six months<br>ended |
|--------------------------------------------------------|--------------------------------------------|---------|---------|---------------------------------------------------------------------------|--------|------------------------------------------------------------------|-------------------------------------------------------------------|
| June 30, 2016 (\$ in millions)                         | Level 1                                    | Level 2 | Level 3 | Total                                                                     |        |                                                                  |                                                                   |
| Assets                                                 |                                            |         |         |                                                                           |        |                                                                  |                                                                   |
| Loans held-for-sale, net                               | \$—                                        | \$—     | \$15    | \$15                                                                      | \$ —   | n/m                                                              | (a)n/m                                                            |
| Commercial finance<br>receivables and loans, net (b)   |                                            |         |         |                                                                           |        |                                                                  |                                                                   |
| Automotive                                             | —                                          | 43      | 43      | (6                                                                        | )      | n/m                                                              | (a)n/m                                                            |
| Other                                                  | —                                          | 46      | 46      | (18                                                                       | )      | n/m                                                              | (a)n/m                                                            |
| Total commercial finance<br>receivables and loans, net | —                                          | 89      | 89      | (24                                                                       | )      | n/m                                                              | (a)n/m                                                            |
| Other assets                                           |                                            |         |         |                                                                           |        |                                                                  |                                                                   |
| Repossessed and foreclosed<br>assets (c)               | —                                          | 10      | 10      | (3                                                                        | )      | n/m                                                              | (a)n/m                                                            |
| Other                                                  | —                                          | 5       | 5       | —                                                                         |        | n/m                                                              | (a)n/m                                                            |
| Total assets                                           | \$—                                        | \$—     | \$119   | \$119                                                                     | \$ (27 | )                                                                | n/m                                                               |

n/m = not meaningful

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.

(a) Represents the portion of the portfolio specifically impaired during 2016. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.

(b) The allowance provided for repossessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.

|                                                      | Nonrecurring<br>fair value measurements |         |         | Lower-of-cost<br>or<br>fair value<br>or valuation<br>reserve<br>allowance |        | Total gain included in<br>earnings for<br>the three<br>months ended | Total gain included<br>in earnings for<br>the six months<br>ended |
|------------------------------------------------------|-----------------------------------------|---------|---------|---------------------------------------------------------------------------|--------|---------------------------------------------------------------------|-------------------------------------------------------------------|
| June 30, 2015 (\$ in millions)                       | Level 1                                 | Level 2 | Level 3 | Total                                                                     |        |                                                                     |                                                                   |
| Assets                                               |                                         |         |         |                                                                           |        |                                                                     |                                                                   |
| Loans held-for-sale, net                             |                                         |         |         |                                                                           |        |                                                                     |                                                                   |
| Automotive                                           | \$—                                     | \$—     | \$1,356 | \$1,356                                                                   | \$ (12 | )                                                                   | n/m                                                               |
| Mortgage                                             | —                                       | 10      | 10      | (1                                                                        | )      | n/m                                                                 | (a)n/m                                                            |
| Other                                                | —                                       | 36      | 36      | —                                                                         |        | n/m                                                                 | (a)n/m                                                            |
| Total loans held-for-sale, net                       | —                                       | 1,402   | 1,402   | (13                                                                       | )      | n/m                                                                 | (a)n/m                                                            |
| Commercial finance<br>receivables and loans, net (b) |                                         |         |         |                                                                           |        |                                                                     |                                                                   |
| Automotive                                           | —                                       | 24      | 24      | (8                                                                        | )      | n/m                                                                 | (a)n/m                                                            |
| Other                                                | —                                       | 34      | 34      | (11                                                                       | )      | n/m                                                                 | (a)n/m                                                            |
|                                                      | —                                       | 58      | 58      | (19                                                                       | )      | n/m                                                                 | (a)n/m                                                            |

Total commercial finance  
receivables and loans, net

Other assets

|                                         |   |    |    |    |   |     |        |     |
|-----------------------------------------|---|----|----|----|---|-----|--------|-----|
| Reposessed and foreclosed<br>assets (c) | — | 10 | 10 | (3 | ) | n/m | (a)n/m | (a) |
|-----------------------------------------|---|----|----|----|---|-----|--------|-----|

|       |   |   |   |   |  |     |        |     |
|-------|---|---|---|---|--|-----|--------|-----|
| Other | — | 2 | 2 | — |  | n/m | (a)n/m | (a) |
|-------|---|---|---|---|--|-----|--------|-----|

|              |     |          |         |        |   |     |     |  |
|--------------|-----|----------|---------|--------|---|-----|-----|--|
| Total assets | \$— | —\$1,472 | \$1,472 | \$ (35 | ) | n/m | n/m |  |
|--------------|-----|----------|---------|--------|---|-----|-----|--|

n/m = not meaningful

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.

(a) Represents the portion of the portfolio specifically impaired during 2015. The related valuation allowance represents the cumulative adjustment to fair value of those specific receivables.

(b) The allowance provided for reposessed and foreclosed assets represents any cumulative valuation adjustment recognized to adjust the assets to fair value.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

The following table presents quantitative information regarding the significant unobservable inputs used in significant Level 3 assets measured at fair value on a nonrecurring basis.

| June 30, 2015 (\$ in millions)      | Level 3<br>nonrecurring<br>measurements | Valuation technique  | Unobservable input | Weighted<br>average/range |
|-------------------------------------|-----------------------------------------|----------------------|--------------------|---------------------------|
| Assets                              |                                         |                      |                    |                           |
| Automotive loans held-for-sale, net | \$ 1,356                                | Discounted cash flow | Prepayment rate    | 1.30%                     |
|                                     |                                         |                      | Gross loss         | 0-4.50%                   |
|                                     |                                         |                      | Credit spread      | 0-6.70%                   |

## Fair Value Option for Financial Assets

We elected the fair value option for an insignificant amount of conforming and government-insured mortgage loans held-for-sale. We elected the fair value option to mitigate earnings volatility by better matching the accounting for the assets with the related hedges. Our intent in electing fair value measurement was to mitigate a divergence between accounting losses and economic exposure for certain assets and liabilities.

## Fair Value of Financial Instruments

The following table presents the carrying and estimated fair value of financial instruments, except for those recorded at fair value on a recurring basis presented in the previous section of this note titled Recurring Fair Value. 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 current market data to develop the market assumptions and inputs necessary to estimate fair value. As such, the actual amount received to sell an asset or the amount paid to settle a liability could differ from our estimates. Fair value information presented herein was based on information available at June 30, 2016, and December 31, 2015.

| (\$ in millions)                   | Carrying value | Estimated fair value |         |           |           |
|------------------------------------|----------------|----------------------|---------|-----------|-----------|
|                                    |                | Level 1              | Level 2 | Level 3   | Total     |
| June 30, 2016                      |                |                      |         |           |           |
| Financial assets                   |                |                      |         |           |           |
| Held-to-maturity securities        | \$ 571         | \$—                  | \$ 579  | \$—       | \$ 579    |
| Loans held-for-sale, net           | 15             | —                    | 15      |           | 15        |
| Finance receivables and loans, net | 111,564        | —                    | 112,632 |           | 112,632   |
| Nonmarketable equity investments   | 772            | —                    | 745     | 43        | 788       |
| Financial liabilities              |                |                      |         |           |           |
| Deposit liabilities                | \$ 72,802      | \$—                  | \$—     | \$ 73,528 | \$ 73,528 |
| Short-term borrowings              | 5,994          | —                    | 5,996   |           | 5,996     |
| Long-term debt                     | 61,040         | —                    | 23,407  | 39,574    | 62,981    |
| December 31, 2015                  |                |                      |         |           |           |
| Financial assets                   |                |                      |         |           |           |
| Loans held-for-sale, net           | \$ 105         | \$—                  | \$—     | \$ 105    | \$ 105    |
| Finance receivables and loans, net | 110,546        | —                    | 110,737 |           | 110,737   |
| Nonmarketable equity investments   | 418            | —                    | 391     | 42        | 433       |
| Financial liabilities              |                |                      |         |           |           |
| Deposit liabilities                | \$ 66,478      | \$—                  | \$—     | \$ 66,889 | \$ 66,889 |
| Short-term borrowings              | 8,101          | —                    | 8,102   |           | 8,102     |
| Long-term debt                     | 66,234         | —                    | 23,018  | 45,157    | 68,175    |



## Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

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. 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. Cash and cash equivalents — Included in cash and cash equivalents are highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value due to interest rate, quoted price, or penalty on withdrawal. Classified as Level 1 under the fair value hierarchy, cash and cash equivalents generally expose us to limited credit risk and are so near maturity that they present insignificant risk of changes in value because of changes in interest rates. Accordingly, the carrying value approximates the fair value of these instruments.

Held-to-maturity securities — Held-to-maturity securities, which consist of residential mortgage-backed debt securities issued by government agencies, are carried at amortized cost. For fair value disclosure purposes, held-to-maturity securities are classified as Level 2, with fair value based on observable market prices, when available.

Finance receivables and loans, net — With the exception of mortgage loans held-for-investment, the fair value of finance receivables and loans was based on discounted future cash flows using applicable spreads to approximate current rates applicable to each category of finance receivables and loans (an income approach using Level 3 inputs). The carrying value of commercial receivables in certain markets and certain automotive and other 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 commercial 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.

The fair value of mortgage loans held-for-investment was based on a discounted cash flow basis utilizing cash flow projections from internally developed models that utilized prepayment, default, and discount rate assumptions. These valuations consider unique attributes of the loans such as geography, delinquency status, product type, and other factors.

Nonmarketable equity investments — Nonmarketable equity investments primarily include investments in FHLB and FRB stock and other equity investments carried at cost. As a member of the FHLB and FRB, Ally Bank is required to hold FHLB and FRB stock. The stock can be sold only to the FHLB and FRB upon termination of membership, or redeemed at the sole discretion of the FHLB and FRB, respectively. The fair value of FHLB and FRB stock is equal to the stock's par value since the stock is bought, sold, and/or redeemed at par. FHLB and FRB stock is carried at cost, which generally represents the stock's par value.

Deposit liabilities — Deposit liabilities represent certain consumer and brokered bank deposits, mortgage escrow deposits, and dealer deposits. The fair value of deposits at Level 3 were estimated by discounting projected cash flows based on discount factors derived from the forward interest rate swap curve.

Short-term borrowings and Long-term debt — Level 2 debt was valued using quoted market prices for similar instruments, when available, or other means for substantiation with observable inputs. Debt valued by discounting projected cash flows using internally derived inputs, such as prepayment speeds and discount rates, was classified as Level 3.

Financial instruments for which carrying value approximates fair value — Certain financial instruments that are not carried at fair value on the consolidated balance sheet are carried at amounts that approximate fair value primarily due to their short term nature and limited credit risk. These instruments include restricted cash, cash collateral, accrued interest receivable, accrued interest payable, trade receivables and payables, and other short term receivables and payables.

### 23. Offsetting Assets and Liabilities

Our derivative contracts and repurchase/reverse repurchase transactions are supported by qualifying master netting and master repurchase agreements. These agreements are legally enforceable bilateral agreements that (1) create a

single legal obligation for all individual transactions covered by the agreement to the nondefaulting entity upon an event of default of the counterparty, including bankruptcy, insolvency, or similar proceeding, and (2) provide the nondefaulting entity the right to accelerate, terminate, and close-out on a net basis all transactions under the agreement and to liquidate or set off collateral promptly upon an event of default of the counterparty.

To further mitigate the risk of counterparty default related to derivative instruments, 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 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, such that the net replacement cost of the nondefaulting party is covered in the event of counterparty default.

In certain instances as it relates to our derivative instruments, we have the option to report derivative assets and liabilities as well as assets and liabilities associated with cash collateral received or delivered that is governed by a master netting agreement on a net basis as long as certain qualifying criteria are met. Similarly, for our repurchase/reverse repurchase transactions, we have the option to report recognized

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

assets and liabilities subject to a master netting agreement on a net basis if certain qualifying criteria are met. At June 30, 2016, these instruments are reported as gross assets and gross liabilities on the Condensed Consolidated Balance Sheet.

The composition of offsetting derivative instruments, financial assets, and financial liabilities was as follows.

|                                                        | Gross amounts<br>of recognized<br>assets/(liabilities) | Gross<br>amounts<br>offset in<br>the<br>Condensed<br>Consolidated<br>Balance<br>Sheet | Net amounts of<br>assets/(liabilities)<br>presented in the<br>Condensed<br>Consolidated<br>Balance Sheet | Gross amounts<br>not offset in the<br>Condensed<br>Consolidated<br>Balance Sheet<br>Financial<br>instruments | Collateral<br>(a) (b)<br>(c) | Net<br>amount |
|--------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------------------|---------------|
| June 30, 2016 (\$ in millions)                         |                                                        |                                                                                       |                                                                                                          |                                                                                                              |                              |               |
| <b>Assets</b>                                          |                                                        |                                                                                       |                                                                                                          |                                                                                                              |                              |               |
| Derivative assets in net asset positions               | \$ 207                                                 | \$                                                                                    | —\$ 207                                                                                                  | \$(44)                                                                                                       | \$(143 )                     | \$ 20         |
| Derivative assets in net liability positions           | 2                                                      | —                                                                                     | 2                                                                                                        | (1 )                                                                                                         | —                            | 1             |
| Total assets (d)                                       | \$ 209                                                 | \$                                                                                    | —\$ 209                                                                                                  | \$(45)                                                                                                       | \$(143 )                     | \$ 21         |
| <b>Liabilities</b>                                     |                                                        |                                                                                       |                                                                                                          |                                                                                                              |                              |               |
| Derivative liabilities in net liability positions      | \$ (38 )                                               | \$                                                                                    | —\$ (38 )                                                                                                | \$1                                                                                                          | \$ 21                        | \$(16 )       |
| Derivative liabilities in net asset positions          | (44 )                                                  | —                                                                                     | (44 )                                                                                                    | 44                                                                                                           | —                            | —             |
| Derivative liabilities with no offsetting arrangements | (5 )                                                   | —                                                                                     | (5 )                                                                                                     | —                                                                                                            | —                            | (5 )          |
| Total derivative liabilities (d)                       | (87 )                                                  | —                                                                                     | (87 )                                                                                                    | 45                                                                                                           | 21                           | (21 )         |
| Securities sold under agreements to repurchase (e)     | (468 )                                                 | —                                                                                     | (468 )                                                                                                   | —                                                                                                            | 468                          | —             |
| Total liabilities                                      | \$ (555 )                                              | \$                                                                                    | —\$ (555 )                                                                                               | \$45                                                                                                         | \$ 489                       | \$(21 )       |

(a) Financial collateral received/pledged shown as a balance based on the sum of all net asset and liability positions between Ally and each individual derivative counterparty.

Amounts disclosed are limited to the financial asset or liability balance and, accordingly, exclude excess collateral received or pledged and noncash collateral received. \$2 million of noncash derivative collateral pledged to us was excluded at June 30, 2016. We do not record such collateral received on our Condensed Consolidated Balance Sheet unless certain conditions are met.

Certain agreements grant us the right to sell or pledge the noncash assets we receive as collateral. Noncash collateral pledged to us where the agreement grants us the right to sell or pledge the underlying assets had a fair value of \$2 million at June 30, 2016. We have not sold or pledged any of the noncash collateral received under these agreements as of June 30, 2016.

(d) For additional information on derivative instruments and hedging activities, refer to Note 20.

(e) For additional information on securities sold under agreements to repurchase, refer to Note 13.

# Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

|                                                        | Gross amounts of recognized assets/(liabilities) | Gross amounts offset in the Condensed Consolidated Balance Sheet | Net amounts of assets/(liabilities) presented in the Condensed Consolidated Balance Sheet | Gross amounts not offset in the Condensed Consolidated Balance Sheet | Collateral (a) (b) (c) | Net amount |
|--------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------------|------------|
| December 31, 2015 (\$ in millions)                     |                                                  |                                                                  |                                                                                           |                                                                      |                        |            |
| Assets                                                 |                                                  |                                                                  |                                                                                           |                                                                      |                        |            |
| Derivative assets in net asset positions               | \$ 224                                           | \$                                                               | —\$ 224                                                                                   | \$ (69)                                                              | \$ (67 )               | \$ 88      |
| Derivative assets in net liability positions           | 9                                                | —                                                                | 9                                                                                         | (9 )                                                                 | —                      | —          |
| Total assets (d)                                       | \$ 233                                           | \$                                                               | —\$ 233                                                                                   | \$ (78)                                                              | \$ (67 )               | \$ 88      |
| Liabilities                                            |                                                  |                                                                  |                                                                                           |                                                                      |                        |            |
| Derivative liabilities in net liability positions      | \$ (68 )                                         | \$                                                               | —\$ (68 )                                                                                 | \$ 9                                                                 | \$ 2                   | \$ (57 )   |
| Derivative liabilities in net asset positions          | (69 )                                            | —                                                                | (69 )                                                                                     | 69                                                                   | —                      | —          |
| Derivative liabilities with no offsetting arrangements | (8 )                                             | —                                                                | (8 )                                                                                      | —                                                                    | —                      | (8 )       |
| Total derivative liabilities (d)                       | (145 )                                           | —                                                                | (145 )                                                                                    | 78                                                                   | 2                      | (65 )      |
| Securities sold under agreements to repurchase (e)     | (648 )                                           | —                                                                | (648 )                                                                                    | —                                                                    | 648                    | —          |
| Total liabilities                                      | \$ (793 )                                        | \$                                                               | —\$ (793 )                                                                                | \$ 78                                                                | \$ 650                 | \$ (65 )   |

(a) Financial collateral received/pledged shown as a balance based on the sum of all net asset and liability positions between Ally and each individual derivative counterparty.

Amounts disclosed are limited to the financial asset or liability balance and, accordingly, exclude excess collateral received or pledged and noncash collateral received. \$7 million of noncash derivative collateral pledged to us was excluded at December 31, 2015. We do not record such collateral received on our Consolidated Balance Sheet unless certain conditions are met.

(c) Certain agreements grant us the right to sell or pledge the noncash assets we receive as collateral. Noncash collateral pledged to us where the agreement grants us the right to sell or pledge the underlying assets had a fair value of \$7 million at December 31, 2015. We have not sold or pledged any of the noncash collateral received under these agreements as of December 31, 2015.

(d) For additional information on derivative instruments and hedging activities, refer to Note 20.

(e) For additional information on securities sold under agreements to repurchase, refer to Note 13.

## 24. 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.

### Change in Reportable Segments

As a result of a change in how management views and operates our business, during the first quarter of 2016, we made changes in the composition of our operating segments. Financial information related to our Corporate Finance business is presented as a separate reportable segment. Previously, all such activity was included in Corporate and Other. Additionally, only the activity of our ongoing bulk acquisitions of mortgage loans and other originations and refinancing is presented in Mortgage Finance operations. The activity related to the management of our legacy mortgage portfolio is included in Corporate and Other. Our other operating segments, Automotive Finance operations and Insurance operations, were unchanged. Amounts for 2015 have been adjusted to conform to the current

management view.

We report our results of operations on a line-of-business basis through four operating segments: Automotive Finance operations, Insurance operations, Mortgage Finance operations, and Corporate Finance operations, with the remaining activity reported in Corporate and Other. The operating segments are determined based on the products and services offered, 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.

**Automotive Finance operations** — Provides automotive financing services to consumers and automotive dealers. Our automotive financing services include providing retail installment sales financing, loans, and leases; offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers; fleet financing, and vehicle remarketing services.

**Insurance operations** — Offers both consumer finance protection and insurance products sold primarily through the automotive dealer channel, and commercial insurance products sold to dealers. As part of our focus on offering dealers a broad range of consumer financial and insurance products, we provide vehicle service contracts, maintenance coverage, and guaranteed asset protection products. We also underwrite selected commercial insurance coverages, which primarily insure dealers' vehicle inventories.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

**Mortgage Finance operations** — Includes the management of a held-for-investment consumer mortgage finance loan portfolio and is primarily comprised of high-quality jumbo and low-to-moderate income mortgage loans purchased or originated after January 1, 2009.

**Corporate Finance operations** — Provides senior secured leveraged cash flow and asset-based loans primarily to U.S.-based middle market companies. The loans are used to support leveraged buyouts, mergers and acquisitions, debt refinancing, restructurings, and working capital.

**Corporate and Other** primarily consists of activity related to centralized corporate treasury activities such as management of the cash and corporate investment securities and loan portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, and the residual impacts of our corporate funds-transfer pricing (FTP) and treasury asset liability management (ALM) activities. Corporate and Other also includes certain equity investments, the management of our legacy mortgage portfolio, and reclassifications and eliminations between the reportable operating segments. Additionally, financial information related to TradeKing for June 2016 is included within Corporate and Other.

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 benchmark rate 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.

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

| Three months ended June 30,<br>(\$ in millions)                       | Automotive<br>Finance<br>operations | Insurance<br>operations | Mortgage<br>Finance<br>operations | Corporate<br>Finance<br>operations | Corporate<br>and<br>Other | Consolidated (a) |
|-----------------------------------------------------------------------|-------------------------------------|-------------------------|-----------------------------------|------------------------------------|---------------------------|------------------|
| 2016                                                                  |                                     |                         |                                   |                                    |                           |                  |
| Net financing revenue (loss)                                          | \$ 929                              | \$ 16                   | \$ 26                             | \$ 29                              | \$(16)                    | \$ 984           |
| Other revenue                                                         | 77                                  | 259                     | —                                 | 4                                  | 34                        | 374              |
| Total net revenue                                                     | 1,006                               | 275                     | 26                                | 33                                 | 18                        | 1,358            |
| Provision for loan losses                                             | 170                                 | —                       | —                                 | 3                                  | (1)                       | 172              |
| Total noninterest expense                                             | 410                                 | 293                     | 17                                | 16                                 | 37                        | 773              |
| Income (loss) from continuing operations<br>before income tax expense | \$ 426                              | \$(18)                  | \$ 9                              | \$ 14                              | \$(18)                    | \$ 413           |
| Total assets                                                          | \$ 112,356                          | \$ 7,193                | \$ 8,014                          | \$ 2,989                           | \$ 27,379                 | \$ 157,931       |
| 2015                                                                  |                                     |                         |                                   |                                    |                           |                  |
| Net financing revenue                                                 | \$ 850                              | \$ 14                   | \$ 11                             | \$ 22                              | \$ 19                     | \$ 916           |
| Other revenue (loss)                                                  | 55                                  | 268                     | —                                 | 6                                  | (118)                     | 211              |
| Total net revenue (loss)                                              | 905                                 | 282                     | 11                                | 28                                 | (99)                      | 1,127            |
| Provision for loan losses                                             | 132                                 | —                       | 4                                 | 4                                  | —                         | 140              |
| Total noninterest expense                                             | 400                                 | 267                     | 10                                | 14                                 | 33                        | 724              |
| Income (loss) from continuing operations<br>before income tax expense | \$ 373                              | \$ 15                   | \$(3)                             | \$ 10                              | \$(132)                   | \$ 263           |
| Total assets                                                          | \$ 113,607                          | \$ 7,260                | \$ 5,623                          | \$ 2,132                           | \$ 27,656                 | \$ 156,278       |

(a) Net financing revenue after the provision for loan losses totaled \$812 million and \$776 million for the three months ended June 30, 2016, and 2015, respectively.



Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, (\$ in millions)                         | Automotive<br>Finance<br>operations | Insurance<br>operations | Mortgage<br>Finance<br>operations | Corporate<br>Finance<br>operations | Corporate<br>and<br>Other | Consolidated (a) |
|--------------------------------------------------------------------|-------------------------------------|-------------------------|-----------------------------------|------------------------------------|---------------------------|------------------|
| 2016                                                               |                                     |                         |                                   |                                    |                           |                  |
| Net financing revenue (loss)                                       | \$ 1,825                            | \$ 30                   | \$ 46                             | \$ 57                              | \$(23 )                   | \$ 1,935         |
| Other revenue                                                      | 154                                 | 513                     | —                                 | 10                                 | 73                        | 750              |
| Total net revenue                                                  | 1,979                               | 543                     | 46                                | 67                                 | 50                        | 2,685            |
| Provision for loan losses                                          | 379                                 | —                       | 3                                 | 9                                  | 1                         | 392              |
| Total noninterest expense                                          | 837                                 | 511                     | 32                                | 33                                 | 70                        | 1,483            |
| Income (loss) from continuing operations before income tax expense | \$ 763                              | \$ 32                   | \$ 11                             | \$ 25                              | \$(21 )                   | \$ 810           |
| Total assets                                                       | \$ 112,356                          | \$ 7,193                | \$ 8,014                          | \$ 2,989                           | \$ 27,379                 | \$ 157,931       |
| 2015                                                               |                                     |                         |                                   |                                    |                           |                  |
| Net financing revenue                                              | \$ 1,659                            | \$ 26                   | \$ 22                             | \$ 42                              | \$ 17                     | \$ 1,766         |
| Other revenue (loss)                                               | 107                                 | 536                     | —                                 | 12                                 | (201 )                    | 454              |
| Total net revenue (loss)                                           | 1,766                               | 562                     | 22                                | 54                                 | (184 )                    | 2,220            |
| Provision for loan losses                                          | 259                                 | —                       | 6                                 | (1 )                               | (8 )                      | 256              |
| Total noninterest expense                                          | 828                                 | 469                     | 18                                | 28                                 | 76                        | 1,419            |
| Income (loss) from continuing operations before income tax expense | \$ 679                              | \$ 93                   | \$(2 )                            | \$ 27                              | \$(252 )                  | \$ 545           |
| Total assets                                                       | \$ 113,607                          | \$ 7,260                | \$ 5,623                          | \$ 2,132                           | \$ 27,656                 | \$ 156,278       |

(a) Net financing revenue after the provision for loan losses totaled \$1,543 million and \$1,510 million for the six months ended June 30, 2016, and 2015, respectively.

Information concerning principal geographic areas was as follows.

| Three months ended June 30, (\$ in millions) | Revenue<br>(a) | Income<br>from continuing<br>operations<br>before income<br>tax expense | Net income<br>(loss) (b) |
|----------------------------------------------|----------------|-------------------------------------------------------------------------|--------------------------|
| 2016                                         |                |                                                                         |                          |
| Canada                                       | \$ 24          | \$ 12                                                                   | \$ 10                    |
| Europe                                       | —              | —                                                                       | (2 )                     |
| Total foreign (c)                            | 24             | 12                                                                      | 8                        |
| Total domestic (d)                           | 1,334          | 401                                                                     | 352                      |
| Total                                        | \$ 1,358       | \$ 413                                                                  | \$ 360                   |
| 2015                                         |                |                                                                         |                          |
| Canada                                       | \$ 28          | \$ 13                                                                   | \$ 13                    |
| Europe                                       | —              | —                                                                       | 17                       |
| Total foreign (c)                            | 28             | 13                                                                      | 30                       |
| Total domestic (d)                           | 1,099          | 250                                                                     | 152                      |
| Total                                        | \$ 1,127       | \$ 263                                                                  | \$ 182                   |

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

(b) Gain (loss) realized on sale of discontinued operations are allocated to the geographic area in which the business operated.

(c)

Our foreign operations as of June 30, 2016, and June 30, 2015, consist of our ongoing Insurance operations in Canada and our remaining international entities in wind-down.

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

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, (\$ in millions) | Revenue<br>(a) | Income<br>from continuing<br>operations<br>before income<br>tax expense | Net income<br>(loss) (b) |
|--------------------------------------------|----------------|-------------------------------------------------------------------------|--------------------------|
| 2016                                       |                |                                                                         |                          |
| Canada                                     | \$ 45          | \$ 22                                                                   | \$ 18                    |
| Europe                                     | —              | —                                                                       | (3 )                     |
| Total foreign (c)                          | 45             | 22                                                                      | 15                       |
| Total domestic (d)                         | 2,640          | 788                                                                     | 595                      |
| Total                                      | \$ 2,685       | \$ 810                                                                  | \$ 610                   |
| 2015                                       |                |                                                                         |                          |
| Canada                                     | \$ 52          | \$ 24                                                                   | \$ 21                    |
| Europe                                     | 1              | 4                                                                       | 28                       |
| Asia-Pacific                               | —              | —                                                                       | 452                      |
| Total foreign (c)                          | 53             | 28                                                                      | 501                      |
| Total domestic (d)                         | 2,167          | 517                                                                     | 257                      |
| Total                                      | \$ 2,220       | \$ 545                                                                  | \$ 758                   |

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

(b) Gain (loss) realized on sale of discontinued operations are allocated to the geographic area in which the business operated.

(c) Our foreign operations as of June 30, 2016, and June 30, 2015, consist of our ongoing Insurance operations in Canada and our remaining international entities in wind-down.

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

## 25. Parent and Guarantor Condensed Consolidating Financial Statements

Certain of our senior notes issued by the parent are guaranteed by 100% directly owned subsidiaries of Ally (the Guarantors). As of June 30, 2016, the Guarantors include Ally US LLC and IB Finance Holding Company, LLC (IB Finance), each of which 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 Guarantors; (iii) the nonguarantor subsidiaries (all other subsidiaries); and (iv) an elimination column for adjustments to arrive at (v) the information for the parent company, the Guarantors, and nonguarantors 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, the Guarantors, and nonguarantors.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Condensed Consolidating Statements of Comprehensive Income

| Three months ended June 30, 2016 (\$ in millions)                                                                            | Parent   | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|------------------------------------------------------------------------------------------------------------------------------|----------|------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income                                                                                  |          |            |               |                           |                   |
| Interest and fees on finance receivables and loans                                                                           | \$ (28 ) | \$ —       | \$ 1,293      | \$ —                      | \$ 1,265          |
| Interest and fees on finance receivables and loans — intercompany                                                            | 3        | —          | 2             | (5 )                      | —                 |
| Interest and dividends on investment securities                                                                              | —        | —          | 99            | —                         | 99                |
| Interest on cash and cash equivalents                                                                                        | 1        | —          | 3             | —                         | 4                 |
| Interest-bearing cash — intercompany                                                                                         | —        | —          | 2             | (2 )                      | —                 |
| Operating leases                                                                                                             | 5        | —          | 696           | —                         | 701               |
| Total financing revenue and other interest income                                                                            | (19 )    | —          | 2,095         | (7 )                      | 2,069             |
| Interest expense                                                                                                             |          |            |               |                           |                   |
| Interest on deposits                                                                                                         | 2        | —          | 201           | —                         | 203               |
| Interest on short-term borrowings                                                                                            | 10       | —          | 2             | —                         | 12                |
| Interest on long-term debt                                                                                                   | 290      | —          | 146           | —                         | 436               |
| Interest on intercompany debt                                                                                                | 4        | —          | 3             | (7 )                      | —                 |
| Total interest expense                                                                                                       | 306      | —          | 352           | (7 )                      | 651               |
| Depreciation expense on operating lease assets                                                                               | 3        | —          | 431           | —                         | 434               |
| Net financing (loss) revenue                                                                                                 | (328 )   | —          | 1,312         | —                         | 984               |
| Cash dividends from subsidiaries                                                                                             |          |            |               |                           |                   |
| Nonbank subsidiaries                                                                                                         | 148      | —          | —             | (148 )                    | —                 |
| Other revenue                                                                                                                |          |            |               |                           |                   |
| Insurance premiums and service revenue earned                                                                                | —        | —          | 236           | —                         | 236               |
| (Loss) gain on mortgage and automotive loans, net                                                                            | (2 )     | —          | 5             | —                         | 3                 |
| Other gain on investments, net                                                                                               | —        | —          | 39            | —                         | 39                |
| Other income, net of losses                                                                                                  | 317      | —          | 214           | (435 )                    | 96                |
| Total other revenue                                                                                                          | 315      | —          | 494           | (435 )                    | 374               |
| Total net revenue                                                                                                            | 135      | —          | 1,806         | (583 )                    | 1,358             |
| Provision for loan losses                                                                                                    | 88       | —          | 84            | —                         | 172               |
| Noninterest expense                                                                                                          |          |            |               |                           |                   |
| Compensation and benefits expense                                                                                            | 139      | —          | 103           | —                         | 242               |
| Insurance losses and loss adjustment expenses                                                                                | —        | —          | 145           | —                         | 145               |
| Other operating expenses                                                                                                     | 317      | —          | 502           | (433 )                    | 386               |
| Total noninterest expense                                                                                                    | 456      | —          | 750           | (433 )                    | 773               |
| (Loss) income from continuing operations before income tax (benefit) expense and undistributed income (loss) of subsidiaries | (409 )   | —          | 972           | (150 )                    | 413               |
| Income tax (benefit) expense from continuing operations                                                                      | (65 )    | (82 )      | 203           | —                         | 56                |
| Net (loss) income from continuing operations                                                                                 | (344 )   | 82         | 769           | (150 )                    | 357               |
| Income from discontinued operations, net of tax                                                                              | 3        | —          | —             | —                         | 3                 |
| Undistributed income (loss) of subsidiaries                                                                                  |          |            |               |                           |                   |
| Bank subsidiary                                                                                                              | 336      | 336        | —             | (672 )                    | —                 |
| Nonbank subsidiaries                                                                                                         | 365      | (2 )       | —             | (363 )                    | —                 |
| Net income                                                                                                                   | 360      | 416        | 769           | (1,185 )                  | 360               |
| Other comprehensive income, net of tax                                                                                       | 120      | 62         | 91            | (153 )                    | 120               |

|                      |       |        |        |             |        |
|----------------------|-------|--------|--------|-------------|--------|
| Comprehensive income | \$480 | \$ 478 | \$ 860 | \$ (1,338 ) | \$ 480 |
|----------------------|-------|--------|--------|-------------|--------|

54

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Three months ended June 30, 2015 (\$ in millions)                                                                     | Parent   | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|-----------------------------------------------------------------------------------------------------------------------|----------|------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income                                                                           |          |            |               |                           |                   |
| Interest and fees on finance receivables and loans                                                                    | \$ (16 ) | \$ —       | \$ 1,134      | \$ —                      | \$ 1,118          |
| Interest and fees on finance receivables and loans — intercompany                                                     | 2        | —          | 5             | (7 )                      | —                 |
| Interest on loans held-for-sale                                                                                       | —        | —          | 14            | —                         | 14                |
| Interest and dividends on investment securities                                                                       | —        | —          | 93            | —                         | 93                |
| Interest on cash and cash equivalents                                                                                 | 1        | —          | 1             | —                         | 2                 |
| Interest-bearing cash — intercompany                                                                                  | —        | —          | 2             | (2 )                      | —                 |
| Operating leases                                                                                                      | —        | —          | 860           | —                         | 860               |
| Total financing revenue and other interest income                                                                     | (13 )    | —          | 2,109         | (9 )                      | 2,087             |
| Interest expense                                                                                                      |          |            |               |                           |                   |
| Interest on deposits                                                                                                  | 2        | —          | 175           | —                         | 177               |
| Interest on short-term borrowings                                                                                     | 10       | —          | 2             | —                         | 12                |
| Interest on long-term debt                                                                                            | 292      | —          | 127           | —                         | 419               |
| Interest on intercompany debt                                                                                         | 6        | —          | 3             | (9 )                      | —                 |
| Total interest expense                                                                                                | 310      | —          | 307           | (9 )                      | 608               |
| Depreciation expense on operating lease assets                                                                        | —        | —          | 563           | —                         | 563               |
| Net financing (loss) revenue                                                                                          | (323 )   | —          | 1,239         | —                         | 916               |
| Cash dividends from subsidiaries                                                                                      |          |            |               |                           |                   |
| Bank subsidiaries                                                                                                     | 400      | 400        | —             | (800 )                    | —                 |
| Nonbank subsidiaries                                                                                                  | 248      | —          | —             | (248 )                    | —                 |
| Other revenue                                                                                                         |          |            |               |                           |                   |
| Insurance premiums and service revenue earned                                                                         | —        | —          | 237           | —                         | 237               |
| Gain on mortgage and automotive loans, net                                                                            | —        | —          | 1             | —                         | 1                 |
| Loss on extinguishment of debt                                                                                        | (156 )   | —          | —             | —                         | (156 )            |
| Other gain on investments, net                                                                                        | —        | —          | 45            | —                         | 45                |
| Other income, net of losses                                                                                           | 327      | —          | 334           | (577 )                    | 84                |
| Total other revenue                                                                                                   | 171      | —          | 617           | (577 )                    | 211               |
| Total net revenue                                                                                                     | 496      | 400        | 1,856         | (1,625 )                  | 1,127             |
| Provision for loan losses                                                                                             | (36 )    | —          | 176           | —                         | 140               |
| Noninterest expense                                                                                                   |          |            |               |                           |                   |
| Compensation and benefits expense                                                                                     | 139      | —          | 197           | (100 )                    | 236               |
| Insurance losses and loss adjustment expenses                                                                         | —        | —          | 122           | —                         | 122               |
| Other operating expenses                                                                                              | 310      | —          | 533           | (477 )                    | 366               |
| Total noninterest expense                                                                                             | 449      | —          | 852           | (577 )                    | 724               |
| Income from continuing operations before income tax (benefit) expense and undistributed (loss) income of subsidiaries | 83       | 400        | 828           | (1,048 )                  | 263               |
| Income tax (benefit) expense from continuing operations                                                               | (87 )    | —          | 181           | —                         | 94                |
| Net income from continuing operations                                                                                 | 170      | 400        | 647           | (1,048 )                  | 169               |
| (Loss) income from discontinued operations, net of tax                                                                | (15 )    | —          | 28            | —                         | 13                |
| Undistributed (loss) income of subsidiaries                                                                           |          |            |               |                           |                   |
| Bank subsidiary                                                                                                       | (132 )   | (132 )     | —             | 264                       | —                 |
| Nonbank subsidiaries                                                                                                  | 159      | —          | —             | (159 )                    | —                 |

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|                                      |      |        |        |         |      |              |
|--------------------------------------|------|--------|--------|---------|------|--------------|
| Net income                           | 182  | 268    | 675    | (943    | )    | 182          |
| Other comprehensive loss, net of tax | (148 | )      | (67    | )       | (166 | ) 233 (148 ) |
| Comprehensive income                 | \$34 | \$ 201 | \$ 509 | \$ (710 | )    | \$ 34        |

55

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, 2016 (\$ in millions)                                                                              | Parent  | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|------------------------------------------------------------------------------------------------------------------------------|---------|------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income                                                                                  |         |            |               |                           |                   |
| Interest and fees on finance receivables and loans                                                                           | \$(66 ) | \$ —       | \$ 2,566      | \$ —                      | \$ 2,500          |
| Interest and fees on finance receivables and loans — intercompany                                                            | 6       | —          | 4             | (10 )                     | —                 |
| Interest and dividends on investment securities                                                                              | —       | —          | 201           | —                         | 201               |
| Interest on cash and cash equivalents                                                                                        | 2       | —          | 5             | —                         | 7                 |
| Interest-bearing cash — intercompany                                                                                         | —       | —          | 5             | (5 )                      | —                 |
| Operating leases                                                                                                             | 10      | —          | 1,460         | —                         | 1,470             |
| Total financing revenue and other interest income                                                                            | (48 )   | —          | 4,241         | (15 )                     | 4,178             |
| Interest expense                                                                                                             |         |            |               |                           |                   |
| Interest on deposits                                                                                                         | 4       | —          | 392           | —                         | 396               |
| Interest on short-term borrowings                                                                                            | 20      | —          | 5             | —                         | 25                |
| Interest on long-term debt                                                                                                   | 578     | —          | 300           | —                         | 878               |
| Interest on intercompany debt                                                                                                | 9       | —          | 6             | (15 )                     | —                 |
| Total interest expense                                                                                                       | 611     | —          | 703           | (15 )                     | 1,299             |
| Depreciation expense on operating lease assets                                                                               | 7       | —          | 937           | —                         | 944               |
| Net financing (loss) revenue                                                                                                 | (666 )  | —          | 2,601         | —                         | 1,935             |
| Cash dividends from subsidiaries                                                                                             |         |            |               |                           |                   |
| Nonbank subsidiaries                                                                                                         | 629     | —          | —             | (629 )                    | —                 |
| Other revenue                                                                                                                |         |            |               |                           |                   |
| Insurance premiums and service revenue earned                                                                                | —       | —          | 466           | —                         | 466               |
| (Loss) gain on mortgage and automotive loans, net                                                                            | (5 )    | —          | 9             | —                         | 4                 |
| Loss on extinguishment of debt                                                                                               | (2 )    | —          | (2 )          | —                         | (4 )              |
| Other gain on investments, net                                                                                               | —       | —          | 93            | —                         | 93                |
| Other income, net of losses                                                                                                  | 690     | —          | 430           | (929 )                    | 191               |
| Total other revenue                                                                                                          | 683     | —          | 996           | (929 )                    | 750               |
| Total net revenue                                                                                                            | 646     | —          | 3,597         | (1,558 )                  | 2,685             |
| Provision for loan losses                                                                                                    | 148     | —          | 244           | —                         | 392               |
| Noninterest expense                                                                                                          |         |            |               |                           |                   |
| Compensation and benefits expense                                                                                            | 286     | —          | 208           | —                         | 494               |
| Insurance losses and loss adjustment expenses                                                                                | —       | —          | 218           | —                         | 218               |
| Other operating expenses                                                                                                     | 656     | —          | 1,044         | (929 )                    | 771               |
| Total noninterest expense                                                                                                    | 942     | —          | 1,470         | (929 )                    | 1,483             |
| (Loss) income from continuing operations before income tax (benefit) expense and undistributed income (loss) of subsidiaries | (444 )  | —          | 1,883         | (629 )                    | 810               |
| Income tax (benefit) expense from continuing operations                                                                      | (108 )  | (82 )      | 396           | —                         | 206               |
| Net (loss) income from continuing operations                                                                                 | (336 )  | 82         | 1,487         | (629 )                    | 604               |
| Income (loss) from discontinued operations, net of tax                                                                       | 9       | —          | (3 )          | —                         | 6                 |
| Undistributed income (loss) of subsidiaries                                                                                  |         |            |               |                           |                   |
| Bank subsidiary                                                                                                              | 607     | 607        | —             | (1,214 )                  | —                 |
| Nonbank subsidiaries                                                                                                         | 330     | (2 )       | —             | (328 )                    | —                 |
| Net income                                                                                                                   | 610     | 687        | 1,484         | (2,171 )                  | 610               |
| Other comprehensive income, net of tax                                                                                       | 266     | 145        | 243           | (388 )                    | 266               |

|                      |       |        |          |             |        |
|----------------------|-------|--------|----------|-------------|--------|
| Comprehensive income | \$876 | \$ 832 | \$ 1,727 | \$ (2,559 ) | \$ 876 |
|----------------------|-------|--------|----------|-------------|--------|

56

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# Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, 2015 (\$ in millions)                                                                       | Parent   | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|-----------------------------------------------------------------------------------------------------------------------|----------|------------|---------------|---------------------------|-------------------|
| Financing revenue and other interest income                                                                           |          |            |               |                           |                   |
| Interest and fees on finance receivables and loans                                                                    | \$ (12 ) | \$ —       | \$ 2,204      | \$ —                      | \$ 2,192          |
| Interest and fees on finance receivables and loans — intercompany                                                     | 12       | —          | 21            | (33 )                     | —                 |
| Interest on loans held-for-sale                                                                                       | —        | —          | 38            | —                         | 38                |
| Interest and dividends on investment securities                                                                       | —        | —          | 181           | —                         | 181               |
| Interest on cash and cash equivalents                                                                                 | 1        | —          | 3             | —                         | 4                 |
| Interest-bearing cash — intercompany                                                                                  | —        | —          | 4             | (4 )                      | —                 |
| Operating leases                                                                                                      | —        | —          | 1,756         | —                         | 1,756             |
| Total financing revenue and other interest income                                                                     | 1        | —          | 4,207         | (37 )                     | 4,171             |
| Interest expense                                                                                                      |          |            |               |                           |                   |
| Interest on deposits                                                                                                  | 5        | —          | 344           | —                         | 349               |
| Interest on short-term borrowings                                                                                     | 20       | —          | 3             | —                         | 23                |
| Interest on long-term debt                                                                                            | 584      | —          | 264           | —                         | 848               |
| Interest on intercompany debt                                                                                         | 25       | —          | 12            | (37 )                     | —                 |
| Total interest expense                                                                                                | 634      | —          | 623           | (37 )                     | 1,220             |
| Depreciation expense on operating lease assets                                                                        | —        | —          | 1,185         | —                         | 1,185             |
| Net financing (loss) revenue                                                                                          | (633 )   | —          | 2,399         | —                         | 1,766             |
| Cash dividends from subsidiaries                                                                                      |          |            |               |                           |                   |
| Bank subsidiaries                                                                                                     | 525      | 525        | —             | (1,050 )                  | —                 |
| Nonbank subsidiaries                                                                                                  | 486      | —          | —             | (486 )                    | —                 |
| Other revenue                                                                                                         |          |            |               |                           |                   |
| Insurance premiums and service revenue earned                                                                         | —        | —          | 470           | —                         | 470               |
| (Loss) gain on mortgage and automotive loans, net                                                                     | (8 )     | —          | 55            | —                         | 47                |
| Loss on extinguishment of debt                                                                                        | (353 )   | —          | (1 )          | —                         | (354 )            |
| Other gain on investments, net                                                                                        | —        | —          | 100           | —                         | 100               |
| Other income, net of losses                                                                                           | 678      | —          | 690           | (1,177 )                  | 191               |
| Total other revenue                                                                                                   | 317      | —          | 1,314         | (1,177 )                  | 454               |
| Total net revenue                                                                                                     | 695      | 525        | 3,713         | (2,713 )                  | 2,220             |
| Provision for loan losses                                                                                             | 64       | —          | 192           | —                         | 256               |
| Noninterest expense                                                                                                   |          |            |               |                           |                   |
| Compensation and benefits expense                                                                                     | 293      | —          | 422           | (224 )                    | 491               |
| Insurance losses and loss adjustment expenses                                                                         | —        | —          | 178           | —                         | 178               |
| Other operating expenses                                                                                              | 620      | —          | 1,083         | (953 )                    | 750               |
| Total noninterest expense                                                                                             | 913      | —          | 1,683         | (1,177 )                  | 1,419             |
| (Loss) income from continuing operations before income tax (benefit) expense and undistributed income of subsidiaries | (282 )   | 525        | 1,838         | (1,536 )                  | 545               |
| Income tax (benefit) expense from continuing operations                                                               | (202 )   | —          | 399           | —                         | 197               |
| Net (loss) income from continuing operations                                                                          | (80 )    | 525        | 1,439         | (1,536 )                  | 348               |
| Income from discontinued operations, net of tax                                                                       | 372      | —          | 38            | —                         | 410               |
| Undistributed income of subsidiaries                                                                                  |          |            |               |                           |                   |
| Bank subsidiary                                                                                                       | 48       | 48         | —             | (96 )                     | —                 |
| Nonbank subsidiaries                                                                                                  | 418      | —          | —             | (418 )                    | —                 |

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|                                      |       |        |          |           |          |   |
|--------------------------------------|-------|--------|----------|-----------|----------|---|
| Net income                           | 758   | 573    | 1,477    | (2,050    | ) 758    |   |
| Other comprehensive loss, net of tax | (117  | ) (25  | ) (119   | ) 144     | (117     | ) |
| Comprehensive income                 | \$641 | \$ 548 | \$ 1,358 | \$ (1,906 | ) \$ 641 |   |

57

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Condensed Consolidating Balance Sheet

| June 30, 2016 (\$ in millions)                  | Parent<br>(a) | Guarantors | Nonguarantors<br>(a) | Consolidating<br>adjustments | Ally<br>consolidated |
|-------------------------------------------------|---------------|------------|----------------------|------------------------------|----------------------|
| <b>Assets</b>                                   |               |            |                      |                              |                      |
| Cash and cash equivalents                       |               |            |                      |                              |                      |
| Noninterest-bearing                             | \$ 796        | \$ —       | \$ 994               | \$ —                         | \$ 1,790             |
| Interest-bearing                                | 700           | —          | 3,241                | —                            | 3,941                |
| Interest-bearing — intercompany                 | —             | —          | 839                  | (839)                        | ) —                  |
| Total cash and cash equivalents                 | 1,496         | —          | 5,074                | (839)                        | ) 5,731              |
| Available-for-sale securities                   | —             | —          | 18,197               | —                            | 18,197               |
| Held-to-maturity securities                     | —             | —          | 571                  | —                            | 571                  |
| Loans held-for-sale, net                        | —             | —          | 15                   | —                            | 15                   |
| Finance receivables and loans, net              |               |            |                      |                              |                      |
| Finance receivables and loans, net              | 3,162         | —          | 109,491              | —                            | 112,653              |
| Intercompany loans to                           |               |            |                      |                              |                      |
| Bank subsidiary                                 | 1,400         | —          | —                    | (1,400)                      | ) —                  |
| Nonbank subsidiaries                            | 2,319         | —          | 561                  | (2,880)                      | ) —                  |
| Allowance for loan losses                       | (76)          | ) —        | (1,013)              | ) —                          | (1,089)              |
| Total finance receivables and loans, net        | 6,805         | —          | 109,039              | (4,280)                      | ) 111,564            |
| Investment in operating leases, net             | 59            | —          | 13,696               | —                            | 13,755               |
| Intercompany receivables from                   |               |            |                      |                              |                      |
| Bank subsidiary                                 | 293           | —          | —                    | (293)                        | ) —                  |
| Nonbank subsidiaries                            | 91            | —          | 124                  | (215)                        | ) —                  |
| Investment in subsidiaries                      |               |            |                      |                              |                      |
| Bank subsidiary                                 | 17,257        | 17,257     | —                    | (34,514)                     | ) —                  |
| Nonbank subsidiaries                            | 10,837        | 1          | —                    | (10,838)                     | ) —                  |
| Premiums receivable and other insurance assets  | —             | —          | 1,868                | (24)                         | ) 1,844              |
| Other assets                                    | 4,537         | —          | 4,612                | (2,895)                      | ) 6,254              |
| Total assets                                    | \$ 41,375     | \$ 17,258  | \$ 153,196           | \$ (53,898)                  | ) \$ 157,931         |
| <b>Liabilities</b>                              |               |            |                      |                              |                      |
| Deposit liabilities                             |               |            |                      |                              |                      |
| Noninterest-bearing                             | \$ —          | \$ —       | \$ 94                | \$ —                         | \$ 94                |
| Interest-bearing                                | 200           | —          | 72,508               | —                            | 72,708               |
| Total deposit liabilities                       | 200           | —          | 72,602               | —                            | 72,802               |
| Short-term borrowings                           | 3,576         | —          | 2,418                | —                            | 5,994                |
| Long-term debt                                  | 21,625        | —          | 39,415               | —                            | 61,040               |
| Intercompany debt to                            |               |            |                      |                              |                      |
| Nonbank subsidiaries                            | 1,400         | —          | 3,719                | (5,119)                      | ) —                  |
| Intercompany payables to                        |               |            |                      |                              |                      |
| Bank subsidiary                                 | 203           | —          | —                    | (203)                        | ) —                  |
| Nonbank subsidiaries                            | 164           | —          | 165                  | (329)                        | ) —                  |
| Interest payable                                | 251           | —          | 176                  | —                            | 427                  |
| Unearned insurance premiums and service revenue | —             | —          | 2,465                | —                            | 2,465                |
| Accrued expenses and other liabilities          | 345           | —          | 4,142                | (2,895)                      | ) 1,592              |
| Total liabilities                               | 27,764        | —          | 125,102              | (8,546)                      | ) 144,320            |
| Total equity                                    | 13,611        | 17,258     | 28,094               | (45,352)                     | ) 13,611             |

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|                              |          |           |            |              |            |
|------------------------------|----------|-----------|------------|--------------|------------|
| Total liabilities and equity | \$41,375 | \$ 17,258 | \$ 153,196 | \$ (53,898 ) | \$ 157,931 |
|------------------------------|----------|-----------|------------|--------------|------------|

(a) Amounts presented are based upon the legal transfer of the underlying assets to VIEs in order to reflect legal ownership.

58

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Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| December 31, 2015 (\$ in millions)              | Parent<br>(a) | Guarantors | Nonguarantors<br>(a) | Consolidating<br>adjustments | Ally<br>consolidated |
|-------------------------------------------------|---------------|------------|----------------------|------------------------------|----------------------|
| <b>Assets</b>                                   |               |            |                      |                              |                      |
| Cash and cash equivalents                       |               |            |                      |                              |                      |
| Noninterest-bearing                             | \$ 1,234      | \$ —       | \$ 914               | \$ —                         | \$ 2,148             |
| Interest-bearing                                | 401           | —          | 3,831                | —                            | 4,232                |
| Interest-bearing — intercompany                 | —             | —          | 850                  | (850)                        | ) —                  |
| Total cash and cash equivalents                 | 1,635         | —          | 5,595                | (850)                        | ) 6,380              |
| Available-for-sale securities                   | —             | —          | 17,157               | —                            | 17,157               |
| Loans held-for-sale, net                        | —             | —          | 105                  | —                            | 105                  |
| Finance receivables and loans, net              |               |            |                      |                              |                      |
| Finance receivables and loans, net              | 2,636         | —          | 108,964              | —                            | 111,600              |
| Intercompany loans to                           |               |            |                      |                              |                      |
| Bank subsidiary                                 | 600           | —          | —                    | (600)                        | ) —                  |
| Nonbank subsidiaries                            | 3,277         | —          | 559                  | (3,836)                      | ) —                  |
| Allowance for loan losses                       | (72)          | ) —        | (982)                | ) —                          | (1,054)              |
| Total finance receivables and loans, net        | 6,441         | —          | 108,541              | (4,436)                      | ) 110,546            |
| Investment in operating leases, net             | 81            | —          | 16,190               | —                            | 16,271               |
| Intercompany receivables from                   |               |            |                      |                              |                      |
| Bank subsidiary                                 | 186           | —          | —                    | (186)                        | ) —                  |
| Nonbank subsidiaries                            | 259           | —          | 282                  | (541)                        | ) —                  |
| Investment in subsidiaries                      |               |            |                      |                              |                      |
| Bank subsidiary                                 | 16,496        | 16,496     | —                    | (32,992)                     | ) —                  |
| Nonbank subsidiaries                            | 10,902        | 11         | —                    | (10,913)                     | ) —                  |
| Premiums receivable and other insurance assets  | —             | —          | 1,827                | (26)                         | ) 1,801              |
| Other assets                                    | 4,785         | —          | 4,488                | (2,952)                      | ) 6,321              |
| Total assets                                    | \$ 40,785     | \$ 16,507  | \$ 154,185           | \$ (52,896)                  | ) \$ 158,581         |
| <b>Liabilities</b>                              |               |            |                      |                              |                      |
| Deposit liabilities                             |               |            |                      |                              |                      |
| Noninterest-bearing                             | \$ —          | \$ —       | \$ 89                | \$ —                         | \$ 89                |
| Interest-bearing                                | 229           | —          | 66,160               | —                            | 66,389               |
| Total deposit liabilities                       | 229           | —          | 66,249               | —                            | 66,478               |
| Short-term borrowings                           | 3,453         | —          | 4,648                | —                            | 8,101                |
| Long-term debt                                  | 21,048        | —          | 45,186               | —                            | 66,234               |
| Intercompany debt to                            |               |            |                      |                              |                      |
| Nonbank subsidiaries                            | 1,409         | —          | 3,877                | (5,286)                      | ) —                  |
| Intercompany payables to                        |               |            |                      |                              |                      |
| Bank subsidiary                                 | 142           | —          | —                    | (142)                        | ) —                  |
| Nonbank subsidiaries                            | 420           | —          | 191                  | (611)                        | ) —                  |
| Interest payable                                | 258           | —          | 92                   | —                            | 350                  |
| Unearned insurance premiums and service revenue | —             | —          | 2,434                | —                            | 2,434                |
| Accrued expenses and other liabilities          | 387           | 82         | 4,028                | (2,952)                      | ) 1,545              |
| Total liabilities                               | 27,346        | 82         | 126,705              | (8,991)                      | ) 145,142            |
| Total equity                                    | 13,439        | 16,425     | 27,480               | (43,905)                     | ) 13,439             |
| Total liabilities and equity                    | \$ 40,785     | \$ 16,507  | \$ 154,185           | \$ (52,896)                  | ) \$ 158,581         |
| (a)                                             |               |            |                      |                              |                      |

Amounts presented are based upon the legal transfer of the underlying assets to VIEs in order to reflect legal ownership.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

## Condensed Consolidating Statement of Cash Flows

| Six months ended June 30, 2016 (\$ in millions)                                        | Parent   | Guarantor | Non-guarantor | Consolidating adjustments | Ally consolidated |
|----------------------------------------------------------------------------------------|----------|-----------|---------------|---------------------------|-------------------|
| Operating activities                                                                   |          |           |               |                           |                   |
| Net cash provided by operating activities                                              | \$ 132   | \$ —      | \$ 2,919      | \$ (629 )                 | \$ 2,422          |
| Investing activities                                                                   |          |           |               |                           |                   |
| Purchases of available-for-sale securities                                             | —        | —         | (8,657 )      | —                         | (8,657 )          |
| Proceeds from sales of available-for-sale securities                                   | —        | —         | 6,584         | —                         | 6,584             |
| Proceeds from maturities and repayments of available-for-sale securities               | —        | —         | 1,536         | —                         | 1,536             |
| Purchases of held-to-maturity securities                                               | —        | —         | (571 )        | —                         | (571 )            |
| Net increase in finance receivables and loans                                          | (834 )   | —         | (4,819 )      | —                         | (5,653 )          |
| Proceeds from sales of finance receivables and loans originated as held-for-investment | —        | —         | 4,156         | —                         | 4,156             |
| Net change in loans — intercompany                                                     | 61       | —         | (2 )          | (59 )                     | —                 |
| Purchases of operating lease assets                                                    | —        | —         | (1,472 )      | —                         | (1,472 )          |
| Disposals of operating lease assets                                                    | 9        | —         | 3,038         | —                         | 3,047             |
| Acquisitions of subsidiaries, net of cash acquired                                     | (288 )   | —         | —             | —                         | (288 )            |
| Capital contributions to subsidiaries                                                  | (988 )   | —         | —             | 988                       | —                 |
| Returns of contributed capital                                                         | 1,971    | 8         | —             | (1,979 )                  | —                 |
| Net change in restricted cash                                                          | 1        | —         | 481           | —                         | 482               |
| Net change in nonmarketable equity investments                                         | —        | —         | (354 )        | —                         | (354 )            |
| Other, net                                                                             | (82 )    | —         | 13            | —                         | (69 )             |
| Net cash (used in) provided by investing activities                                    | (150 )   | 8         | (67 )         | (1,050 )                  | (1,259 )          |
| Financing activities                                                                   |          |           |               |                           |                   |
| Net change in short-term borrowings — third party                                      | 123      | —         | (2,235 )      | —                         | (2,112 )          |
| Net (decrease) increase in deposits                                                    | (29 )    | —         | 6,337         | —                         | 6,308             |
| Proceeds from issuance of long-term debt — third party                                 | 1,115    | —         | 7,905         | —                         | 9,020             |
| Repayments of long-term debt — third party                                             | (596 )   | —         | (13,709 )     | —                         | (14,305 )         |
| Net change in debt — intercompany                                                      | (8 )     | —         | (62 )         | 70                        | —                 |
| Redemption of preferred stock                                                          | (696 )   | —         | —             | —                         | (696 )            |
| Dividends paid — third party                                                           | (30 )    | —         | —             | —                         | (30 )             |
| Dividends paid and returns of contributed capital — intercompany                       | —        | (8 )      | (2,600 )      | 2,608                     | —                 |
| Capital contributions from parent                                                      | —        | —         | 988           | (988 )                    | —                 |
| Net cash used in financing activities                                                  | (121 )   | (8 )      | (3,376 )      | 1,690                     | (1,815 )          |
| Effect of exchange-rate changes on cash and cash equivalents                           | —        | —         | 3             | —                         | 3                 |
| Net decrease in cash and cash equivalents                                              | (139 )   | —         | (521 )        | 11                        | (649 )            |
| Cash and cash equivalents at beginning of year                                         | 1,635    | —         | 5,595         | (850 )                    | 6,380             |
| Cash and cash equivalents at June 30,                                                  | \$ 1,496 | \$ —      | \$ 5,074      | \$ (839 )                 | \$ 5,731          |

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

| Six months ended June 30, 2015 (\$ in millions)                                        | Parent   | Guarantors | Nonguarantors | Consolidating adjustments | Ally consolidated |
|----------------------------------------------------------------------------------------|----------|------------|---------------|---------------------------|-------------------|
| Operating activities                                                                   |          |            |               |                           |                   |
| Net cash (used in) provided by operating activities                                    | \$(64 )  | \$ 525     | \$ 2,817      | \$ (1,535 )               | \$ 1,743          |
| Investing activities                                                                   |          |            |               |                           |                   |
| Purchases of investment securities                                                     | —        | —          | (8,165 )      | —                         | (8,165 )          |
| Proceeds from sales of available-for-sale securities                                   | —        | —          | 2,865         | —                         | 2,865             |
| Proceeds from maturities and repayments of available-for-sale securities               | —        | —          | 2,192         | —                         | 2,192             |
| Net decrease (increase) in finance receivables and loans                               | 787      | —          | (6,258 )      | —                         | (5,471 )          |
| Proceeds from sales of finance receivables and loans originated as held-for-investment | —        | —          | 1,582         | —                         | 1,582             |
| Net change in loans — intercompany                                                     | 2,598    | —          | 1,259         | (3,857 )                  | —                 |
| Purchases of operating lease assets                                                    | —        | —          | (2,348 )      | —                         | (2,348 )          |
| Disposals of operating lease assets                                                    | —        | —          | 2,709         | —                         | 2,709             |
| Capital contributions to subsidiaries                                                  | (169 )   | (1 )       | 1             | 169                       | —                 |
| Returns of contributed capital                                                         | 602      | —          | —             | (602 )                    | —                 |
| Proceeds from sale of business unit, net                                               | 1,049    | —          | —             | —                         | 1,049             |
| Net change in restricted cash                                                          | —        | —          | 449           | —                         | 449               |
| Net change in nonmarketable equity investments                                         | —        | —          | 88            | —                         | 88                |
| Other, net                                                                             | (10 )    | —          | (132 )        | —                         | (142 )            |
| Net cash provided by (used in) investing activities                                    | 4,857    | (1 )       | (5,758 )      | (4,290 )                  | (5,192 )          |
| Financing activities                                                                   |          |            |               |                           |                   |
| Net change in short-term borrowings — third party                                      | 121      | —          | 2,824         | —                         | 2,945             |
| Net (decrease) increase in deposits                                                    | (72 )    | —          | 3,785         | —                         | 3,713             |
| Proceeds from issuance of long-term debt — third party                                 | 3,780    | —          | 14,038        | —                         | 17,818            |
| Repayments of long-term debt — third party                                             | (5,837 ) | —          | (13,147 )     | —                         | (18,984 )         |
| Net change in debt — intercompany                                                      | (1,131 ) | —          | (2,597 )      | 3,728                     | —                 |
| Repurchase and redemption of preferred stock                                           | (442 )   | —          | —             | —                         | (442 )            |
| Dividends paid — third party                                                           | (1,318 ) | —          | —             | —                         | (1,318 )          |
| Dividends paid and returns of contributed capital — intercompany                       | —        | (525 )     | (1,612 )      | 2,137                     | —                 |
| Capital contributions from parent                                                      | —        | 1          | 168           | (169 )                    | —                 |
| Net cash (used in) provided by financing activities                                    | (4,899 ) | (524 )     | 3,459         | 5,696                     | 3,732             |
| Effect of exchange-rate changes on cash and cash equivalents                           | —        | —          | (1 )          | —                         | (1 )              |
| Net (decrease) increase in cash and cash equivalents                                   | (106 )   | —          | 517           | (129 )                    | 282               |
| Cash and cash equivalents at beginning of year                                         | 2,286    | —          | 3,905         | (615 )                    | 5,576             |
| Cash and cash equivalents at June 30,                                                  | \$2,180  | \$ —       | \$ 4,422      | \$ (744 )                 | \$ 5,858          |

## 26. Contingencies and Other Risks

In the normal course of business, we enter into transactions that expose us to varying degrees of risk.

## Legal Proceedings

We are or may be subject to potential liability under various governmental proceedings, claims, and legal actions that are pending or otherwise asserted against us. We are named as defendants in a number of legal actions, and we are involved in governmental proceedings arising in connection with our respective businesses. Some of the pending actions purport to be class actions, and certain legal actions include claims for substantial compensatory and/or

punitive damages or claims for indeterminate amounts of damages. We establish reserves for legal claims when payments associated with the claims become probable and the payments can be reasonably estimated. Given the inherent difficulty of predicting the outcome of litigation and regulatory matters, it is generally very difficult to predict what the eventual outcome will be, and when the matter will be resolved. The actual costs of resolving legal claims may be higher or lower than any amounts reserved for the claims.

On the basis of information currently available, advice of counsel, available insurance coverage, and established reserves, it is the opinion of management that the eventual outcome of the current actions against us will not have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. However, it is possible that the ultimate resolution of legal matters, if unfavorable, may be material to our consolidated financial condition, results of operations, or cash flows in a particular period.

Table of Contents

Notes to Condensed Consolidated Financial Statements (unaudited)

Ally Financial Inc. • Form 10-Q

**Regulatory Matters**

Ally and its subsidiaries, including Ally Bank, are or may become involved from time to time in formal and informal reviews, investigations, examinations, proceedings, and information-gathering requests by federal and state government and self-regulatory agencies, including, among others, the U.S. Department of Justice (DOJ), the SEC, Consumer Financial Protection Bureau (CFPB), the FRB, the FDIC, the Utah Department of Financial Institutions, and the Federal Trade Commission regarding their respective operations.

**Mortgage Matters**

We have received subpoenas from the DOJ that include a broad request for documentation and other information relating to residential mortgage-backed securities issued by our former mortgage subsidiary, Residential Capital, LLC and its subsidiaries (ResCap RMBS). In connection with these requests, the DOJ is investigating potential fraud and other potential legal claims related to ResCap RMBS, including its investigation of potential claims under the Financial Institutions Reform, Recovery, and Enforcement Act of 1989. The DOJ is also investigating potential claims under the False Claims Act (FCA) related to representations made by us in connection with investments in Ally made by the United States Department of the Treasury pursuant to the Troubled Asset Relief Program in 2008 and 2009 regarding certain claims against Residential Capital, LLC or its subsidiaries at that time. We continue to engage in discussions with the DOJ with respect to legal and factual aspects of their investigations and potential claims. As previously disclosed, at the request of the DOJ, we entered into an agreement to voluntarily extend the statutes of limitations related to potential FCA claims. This agreement expired at the end of January 2016.

We have separately received subpoenas and document requests from the SEC that include information covering a wide range of mortgage-related matters.

These matters could result in material adverse consequences including, without limitation, adverse judgments, significant settlements, fines, penalties, injunctions, or other actions.

**Automotive Subprime Matters**

In October 2014, we received a document request from the SEC in connection with its investigation related to subprime automotive finance and related securitization activities. Separately, in December 2014, we received a subpoena from the DOJ requesting similar information. In May 2015, we received an information request from the New York Department of Financial Services requesting similar information. We have cooperated with each of these agencies with respect to these matters. These matters could result in material adverse consequences including, without limitation, adverse judgments, significant settlements, fines, penalties, injunctions, or other actions.

**CFPB**

In December 2013, Ally Financial Inc. and Ally Bank entered into Consent Orders issued by the CFPB and the DOJ pertaining to the allegation of disparate impact in the automotive finance business. The Consent Orders require Ally to create a compliance plan addressing, at a minimum, the communication of Ally's expectations of Equal Credit Opportunity Act compliance to dealers, maintenance of Ally's existing limits on dealer finance income for contracts acquired by Ally, and monitoring for potential discrimination both at the dealer level and within our portfolio of contracts acquired across all dealers. Ally formed a compliance committee consisting of certain Ally and Ally Bank directors to oversee Ally's execution of the Consent Orders' terms. Ally is required to meet certain stipulations under the Consent Orders, including a requirement to make monetary payments when ongoing remediation targets are not attained. These matters could result in material adverse consequences including, without limitation, adverse judgments, significant settlements, fines, penalties, injunctions, or other actions.

**Other Contingencies**

We are subject to potential liability under various other exposures including tax, nonrecourse loans, self-insurance, and other miscellaneous contingencies. We establish reserves for these contingencies when the loss becomes probable and the amount can be reasonably estimated. The actual costs of resolving these items may be substantially higher or lower than the amounts reserved for any one item. Based on information currently available, it is the opinion of management that the eventual outcome of these items will not have a material adverse impact on our results of

operations, financial position, or cash flows.

27. Subsequent Events

Declaration of Quarterly Dividend Payment and Authorization of Stock Repurchase Program

On July 18, 2016, the Ally Board of Directors declared a quarterly dividend payment of \$0.08 per share on all common stock. The dividend is payable on August 15, 2016, to shareholders of record at the close of business on August 1, 2016. Additionally, the Ally Board of Directors authorized a common stock repurchase program of up to \$700 million beginning in the third quarter of 2016 and continuing through the second quarter of 2017.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## 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 Condensed Consolidated Statement of Comprehensive Income and market price data.

|                                                             | Three months ended<br>June 30, |             | Six months ended<br>June 30, |             |
|-------------------------------------------------------------|--------------------------------|-------------|------------------------------|-------------|
| (\$ in millions, except per share and share data)           | 2016                           | 2015        | 2016                         | 2015        |
| Total financing revenue and other interest income           | \$2,069                        | \$ 2,087    | \$4,178                      | \$ 4,171    |
| Total interest expense                                      | 651                            | 608         | 1,299                        | 1,220       |
| Depreciation expense on operating lease assets              | 434                            | 563         | 944                          | 1,185       |
| Net financing revenue                                       | 984                            | 916         | 1,935                        | 1,766       |
| Total other revenue                                         | 374                            | 211         | 750                          | 454         |
| Total net revenue                                           | 1,358                          | 1,127       | 2,685                        | 2,220       |
| Provision for loan losses                                   | 172                            | 140         | 392                          | 256         |
| Total noninterest expense                                   | 773                            | 724         | 1,483                        | 1,419       |
| Income from continuing operations before income tax expense | 413                            | 263         | 810                          | 545         |
| Income tax expense from continuing operations               | 56                             | 94          | 206                          | 197         |
| Net income from continuing operations                       | 357                            | 169         | 604                          | 348         |
| Income from discontinued operations, net of tax             | 3                              | 13          | 6                            | 410         |
| Net income                                                  | \$360                          | \$ 182      | \$610                        | \$ 758      |
| Basic earnings per common share:                            |                                |             |                              |             |
| Net income (loss) from continuing operations                | \$0.70                         | \$ (2.24 )  | \$1.18                       | \$ (2.01 )  |
| Net income (loss)                                           | 0.71                           | (2.22 )     | 1.20                         | (1.16 )     |
| Weighted-average common shares outstanding (a)              | 485,370,482                    | 487,164     | 484,801,482                  | 550,842     |
| Diluted earnings per common share:                          |                                |             |                              |             |
| Net income (loss) from continuing operations                | \$0.70                         | \$ (2.24 )  | \$1.18                       | \$ (2.01 )  |
| Net income (loss)                                           | 0.71                           | (2.22 )     | 1.19                         | (1.16 )     |
| Weighted-average common shares outstanding (a) (b)          | 486,074,482                    | 487,164     | 485,364,482                  | 550,842     |
| Market price per common share:                              |                                |             |                              |             |
| High closing                                                | \$18.66                        | \$ 23.66    | \$18.88                      | \$ 23.88    |
| Low closing                                                 | 14.90                          | 19.95       | 14.90                        | 18.71       |
| Period-end closing                                          | 17.07                          | 22.43       | 17.07                        | 22.43       |
| Period-end common shares outstanding                        | 483,753,480                    | 487,502,247 | 483,753,480                  | 487,502,247 |

(a) Includes shares related to share-based compensation that vested but were not yet issued for the three months and six months ended June 30, 2016, and 2015, respectively.

Due to antidilutive effect of the net loss from continuing operations attributable to common shareholders for the (b)three months and six months ended June 30, 2015, basic weighted-average common shares outstanding were used to calculate basic and diluted earnings per share.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents selected balance sheet and ratio data.

| (\$ in millions)                                        | At and for the<br>three months ended<br>June 30, |           | At and for the<br>six months ended<br>June 30, |           |
|---------------------------------------------------------|--------------------------------------------------|-----------|------------------------------------------------|-----------|
|                                                         | 2016                                             | 2015      | 2016                                           | 2015      |
| Selected period-end balance sheet data:                 |                                                  |           |                                                |           |
| Total assets                                            | \$157,931                                        | \$156,278 | \$157,931                                      | \$156,278 |
| Total deposit liabilities                               | \$72,802                                         | \$61,930  | \$72,802                                       | \$61,930  |
| Long-term debt                                          | \$61,040                                         | \$65,675  | \$61,040                                       | \$65,675  |
| Preferred stock                                         | \$—                                              | \$813     | \$—                                            | \$813     |
| Total equity                                            | \$13,611                                         | \$14,295  | \$13,611                                       | \$14,295  |
| Financial ratios:                                       |                                                  |           |                                                |           |
| Return on average assets (a)                            | 0.93                                             | % 0.48    | % 0.78                                         | % 1.01    |
| Return on average equity (a)                            | 10.61                                            | % 4.98    | % 8.98                                         | % 10.08   |
| Return on average tangible common equity (non-GAAP) (b) | 9.72                                             | % (30.43) | % 8.93                                         | % (8.13)  |
| Equity to assets (a)                                    | 8.72                                             | % 9.58    | % 8.71                                         | % 9.98    |
| Net interest spread (a) (c)                             | 2.57                                             | % 2.43    | % 2.53                                         | % 2.37    |
| Net yield on interest-earning assets (a) (d)            | 2.68                                             | % 2.55    | % 2.64                                         | % 2.49    |

(a) The ratios were based on average assets and average equity using a combination of monthly and daily average methodologies.

Return on average tangible common equity (ROTCE) is a non-GAAP measure that management believes is important to the reader of the Condensed Consolidated Financial Statements but should be supplemental to, and not a substitute for, primary measures of accounting principles generally accepted in the United States of America (GAAP). It is computed as net income available to common shareholders under GAAP and includes preferred dividends and premiums paid, divided by a two-period average of tangible common equity (non-GAAP). Tangible common equity is calculated as average total shareholder's equity, \$13,717 million and \$15,114 million for the three months ended June 30, 2016, and 2015, respectively, and \$13,525 million and \$14,847 million for the six months ended June 30, 2016, and 2015, respectively, less preferred equity, goodwill, and identifiable intangibles

(b) net of deferred tax liabilities of \$498 million and \$1,061 million for the three months ended June 30, 2016, and 2015, respectively, and \$498 million and \$1,061 million for the six months ended June 30, 2016, and 2015, respectively. Other companies may define or calculate this measure differently. We believe this measure is useful to investors, analysts, and banking regulators because, by removing the effect of preferred stock, goodwill, and identifiable intangibles net of deferred tax liabilities from shareholder's equity, it allows investors, analysts, and banking regulators to more easily compare our return on equity to other companies in the industry who present a similar measure. We also believe that removing preferred stock, goodwill, and identifiable intangibles net of deferred tax liabilities from shareholder's equity, and including the impact of preferred dividends and premiums paid in net income is a more relevant measure of the return on our common shareholders' equity.

(c) 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.

(d) Net yield on interest-earning assets represents net financing revenue as a percentage of total interest-earning assets.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

As of January 1, 2015, Ally became subject to the rules implementing the 2010 Basel III capital framework in the United States (U.S. Basel III), which reflect new and higher capital requirements, capital buffers, and new regulatory capital definitions, deductions and adjustments. Certain aspects of U.S. Basel III, including the new capital buffers and regulatory capital deductions, will be phased in over several years. To assess our capital adequacy against the full impact of U.S. Basel III, we also present "fully phased-in" information that reflects regulatory capital rules that will take effect as of January 1, 2019. Refer to Note 19 to the Condensed Consolidated Financial Statements for further information. The following table presents selected regulatory capital data.

| (\$ in millions)                                                                     | June 30, 2016 |                     | June 30, 2015 |                     |
|--------------------------------------------------------------------------------------|---------------|---------------------|---------------|---------------------|
|                                                                                      | Transitional  | Fully Phased-in (a) | Transitional  | Fully Phased-in (a) |
| Common Equity Tier 1 capital ratio                                                   | 9.59 %        | 9.31 %              | 9.83 %        | 9.29 %              |
| Tier 1 capital ratio                                                                 | 11.18 %       | 11.13 %             | 11.74 %       | 11.65 %             |
| Total capital ratio                                                                  | 12.83 %       | 12.77 %             | 12.63 %       | 12.56 %             |
| Tier 1 leverage ratio (to adjusted quarterly average assets) (b)                     | 9.63 %        | 9.61 %              | 10.35 %       | 10.33 %             |
| Total equity                                                                         | \$13,611      | \$13,611            | \$14,295      | \$14,295            |
| Preferred stock                                                                      | —             | —                   | (813)         | (813)               |
| Goodwill and certain other intangibles                                               | (252)         | (273)               | (27)          | (27)                |
| Deferred tax assets arising from net operating loss and tax credit carryforwards (c) | (466)         | (777)               | (440)         | (1,100)             |
| Other adjustments                                                                    | (64)          | (64)                | 166           | 166                 |
| Common Equity Tier 1 capital                                                         | 12,829        | 12,497              | 13,181        | 12,521              |
| Preferred stock                                                                      | —             | —                   | 725           | 696                 |
| Trust preferred securities                                                           | 2,488         | 2,488               | 2,546         | 2,546               |
| Deferred tax assets arising from net operating loss and tax credit carryforwards     | (311)         | —                   | (660)         | —                   |
| Other adjustments                                                                    | (47)          | (47)                | (58)          | (58)                |
| Tier 1 capital                                                                       | 14,959        | 14,938              | 15,734        | 15,705              |
| Qualifying subordinated debt and other instruments qualifying as Tier 2              | 1,165         | 1,165               | 275           | 304                 |
| Qualifying allowance for credit losses                                               | 1,089         | 1,089               | 975           | 975                 |
| Other adjustments                                                                    | (47)          | (47)                | (58)          | (58)                |
| Total capital                                                                        | \$17,166      | \$17,145            | \$16,926      | \$16,926            |
| Risk-weighted assets (d)                                                             | \$133,787     | \$134,225           | \$134,023     | \$134,791           |

Our fully phased-in capital ratios are non-GAAP financial measures that management believes are important to the reader of the Condensed Consolidated Financial Statements but should be supplemental to, and not a substitute for, primary GAAP measures. The fully phased-in capital ratios are compared to the transitional capital ratios above.

- (a) We believe these capital ratios are important because we believe investors, analysts, and banking regulators may assess our capital utilization and adequacy using these ratios. Additionally, presentation of these ratios allows readers to compare certain aspects of our capital utilization and adequacy on the same basis to other companies in the industry.
- (b) Tier 1 leverage ratio equals Tier 1 capital divided by adjusted quarterly average total assets (which reflects adjustments for disallowed goodwill, certain intangible assets, and disallowed deferred tax assets).
- (c) Contains disallowed deferred tax assets under and Basel III as applicable.
- (d) Risk-weighted assets are defined by regulation and are determined by allocating assets and specified off-balance sheet financial instruments into various risk categories.



# Table of Contents

## Management's Discussion and Analysis

### Ally Financial Inc. • Form 10-Q

#### Overview

Ally Financial Inc. (referred to herein as Ally, Parent, we, our, or us) is a leading digital financial services company offering financial products for consumers, businesses, automotive dealers and corporate clients. Founded in 1919, we are a leading financial services company with over 95 years of experience providing a broad array of financial products and services. We operate as a financial holding company (FHC) and a bank holding company (BHC). Our banking subsidiary, Ally Bank, is an award-winning online bank, and an indirect, wholly-owned subsidiary of Ally Financial Inc. with a distinct brand and focus on customers, offering a variety of deposit and other banking products.

#### Discontinued Operations

During 2013 and 2012, certain disposal groups met the criteria to be presented as discontinued operations. The remaining activity relates to previous discontinued operations for which we continue to have minimal residual costs. For all periods presented, the operating results for these operations have been removed from continuing operations. Refer to Note 3 to the Condensed Consolidated Financial Statements for more details. The MD&A has been adjusted to exclude discontinued operations unless otherwise noted.

#### Change in Reportable Segments

As a result of a change in how management views and operates our business, during the first quarter of 2016, we made changes in the composition of our operating segments. Financial information related to our Corporate Finance business is presented as a separate reportable segment. Previously, all such activity was included in Corporate and Other. Additionally, only the activity of our ongoing bulk acquisitions of mortgage loans and other originations and refinancing is presented in Mortgage Finance operations. The activity related to the management of our legacy mortgage portfolio is included in Corporate and Other. Our other operating segments, Automotive Finance operations and Insurance operations, were unchanged. Amounts for 2015 have been adjusted to conform to the current management view. In connection with the change in operating segments, we defined additional classes of finance receivables and loans: Mortgage Finance and Mortgage — Legacy. Mortgage Finance includes consumer mortgage loans from our ongoing mortgage operations and Mortgage — Legacy includes consumer mortgage loans originated prior to 2009.

#### Primary Lines of Business

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

Segment results include cost of funds associated with product offerings. For products originated at Ally Bank, the cost of funds is more beneficial than products originated at other entities as Ally Bank helps fund assets at a lower cost. Noninterest costs associated with deposit gathering activities were \$57 million and \$125 million during the three and six months ended June 30, 2016, respectively, and are allocated to each segment based on their relative balance sheet.

| (\$ in millions)          | Three months ended June 30, |         |                                         | Six months ended June 30, |         |                                         |
|---------------------------|-----------------------------|---------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                           | 2016                        | 2015    | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Total net revenue (loss)  |                             |         |                                         |                           |         |                                         |
| Dealer Financial Services |                             |         |                                         |                           |         |                                         |
| Automotive Finance        | \$1,006                     | \$905   | 11                                      | \$1,979                   | \$1,766 | 12                                      |
| Insurance                 | 275                         | 282     | (2)                                     | 543                       | 562     | (3)                                     |
| Mortgage Finance          | 26                          | 11      | 136                                     | 46                        | 22      | 109                                     |
| Corporate Finance         | 33                          | 28      | 18                                      | 67                        | 54      | 24                                      |
| Corporate and Other       | 18                          | (99)    | ) 118                                   | 50                        | (184)   | ) 127                                   |
| Total                     | \$1,358                     | \$1,127 | 20                                      | \$2,685                   | \$2,220 | 21                                      |

Income (loss) from continuing operations before  
income tax expense

Dealer Financial Services

|                     |       |        |       |       |        |       |
|---------------------|-------|--------|-------|-------|--------|-------|
| Automotive Finance  | \$426 | \$373  | 14    | \$763 | \$679  | 12    |
| Insurance           | (18   | ) 15   | n/m   | 32    | 93     | (66)  |
| Mortgage Finance    | 9     | (3     | ) n/m | 11    | (2     | ) n/m |
| Corporate Finance   | 14    | 10     | 40    | 25    | 27     | (7)   |
| Corporate and Other | (18   | ) (132 | ) 86  | (21   | ) (252 | ) 92  |
| Total               | \$413 | \$263  | 57    | \$810 | \$545  | 49    |

n/m = not meaningful

Table of Contents

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

Our Dealer Financial Services operations offer a wide range of financial services and insurance products to automotive dealerships and their customers. Dealer Financial Services consist of two separate reportable segments — Automotive Finance and Insurance operations.

Our automotive finance services include providing retail installment sales contracts, loans, and leases, offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers, fleet financing, and vehicle remarketing services. The business is centered on our strong and longstanding relationships with automotive dealers and serves the financial needs of 18,000 dealers in the United States, including over 11,000 dealers outside of the General Motors Company (GM) and Fiat Chrysler Automobiles US LLC (Chrysler) channels, and approximately 4.4 million of their retail customers with a wide range of financial services and insurance products. We believe our dealer-focused business model, with a focus on premium service and deep relationships, value added products and services, and full credit spectrum expertise proven over many credit cycles, makes us the preferred automotive finance company for thousands of our automotive dealer customers. We have developed particularly strong relationships with thousands of dealers resulting from our longstanding relationship with GM as well as relationships with other manufacturers, including Chrysler, providing us with an extensive understanding of the operating needs of these dealers relative to other automotive finance companies. During the first quarter of 2016, we completed the national roll-out of our used lease product.

We have established relationships with thousands of Growth channel (non-GM/Chrysler) dealers through our customer-centric approach and specialized incentive programs. The Growth channel was established as a formal channel in 2012 to focus on developing dealer relationships beyond our existing relationships that primarily were developed through our role as a captive finance company historically for GM and more recently for Chrysler brands. The success of the Growth channel has been a key enabler to converting our business model from a focused captive finance company to a leading market competitor. In this channel, we currently have over 11,000 dealer relationships, of which approximately 10,000 are franchised dealers from brands such as Ford, Nissan, Kia, Hyundai, Toyota, Honda and others; RV dealers; and used vehicle only retailers, which have a national presence.

Our Insurance operations offer both consumer finance protection and insurance products sold primarily through the automotive dealer channel, and commercial insurance products sold directly to dealers. As part of our focus on offering dealers a broad range of consumer financial and insurance products, we provide vehicle service contracts (VSC), maintenance coverage, and guaranteed asset protection (GAP) products. We also underwrite selected commercial insurance coverages, which primarily insure dealers' wholesale vehicle inventory. As part of our continued efforts to diversify, our Insurance operations launched its new flagship vehicle service contract offering, Ally Premier Protection, nationwide for new and used vehicles of virtually all makes and models in June 2015. Ally Premier Protection is replacing the General Motors Protection Plan nameplate, which will be discontinued in November 2016.

Our Mortgage Finance operations are limited to the management of a held-for-investment consumer mortgage finance loan portfolio and is primarily comprised of high-quality jumbo and low-to-moderate income (LMI) mortgage loans purchased or originated after January 1, 2009. During the three months and six months ended June 30, 2016, we continued to execute bulk purchases of mortgage loans that were originated by third parties. Year-to-date purchases have totaled \$2.4 billion.

Our Corporate Finance operations provide senior secured leveraged cash flow and asset-based loans primarily to U.S.-based middle market companies. The Corporate Finance portfolio is almost entirely comprised of first lien, first out loans. Our primary focus is on businesses owned by private equity sponsors with loans typically used for leveraged buyouts, mergers and acquisitions, debt refinancing, restructurings, and working capital. The portfolio is well diversified across multiple industries including retail, manufacturing, distribution, service companies, and other specialty sectors such as healthcare and technology.

Corporate and Other primarily consists of activity related to centralized corporate treasury activities such as management of the cash and corporate investment securities and loan portfolios, short- and long-term debt, retail and

brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, and the residual impacts of our corporate funds-transfer pricing (FTP) and asset liability management (ALM) activities. Corporate and Other also includes certain equity investments, the management of our legacy mortgage portfolio, and reclassifications and eliminations between the reportable operating segments. On June 1, 2016, we completed the acquisition of TradeKing Group, Inc. (TradeKing), a digital wealth management company with an online broker/dealer, digital portfolio management platform, and educational content and social collaboration channels. Financial information related to TradeKing for June 2016 is included within Corporate and Other.

During the second quarter of 2016, we launched the Ally CashBack Credit Card. This offering will generate fee revenue with no direct credit risk exposure due to the structure of the co-brand relationship, and the related activity will be included in Corporate and Other.

In addition, as we look ahead, we are well positioned as the marketplace continues to evolve and are working to build on our existing foundation of approximately 5.5 million customers, strong brand, innovative culture, and leading digital platform to expand our products and services and to create an integrated customer experience.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Consolidated Results of Operations

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

| (\$ in millions)                                            | Three months ended June 30, |         |                                         | Six months ended June 30, |         |                                         |
|-------------------------------------------------------------|-----------------------------|---------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                                                             | 2016                        | 2015    | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Net financing revenue                                       |                             |         |                                         |                           |         |                                         |
| Total financing revenue and other interest income           | \$2,069                     | \$2,087 | (1)                                     | \$4,178                   | \$4,171 | —                                       |
| Total interest expense                                      | 651                         | 608     | (7)                                     | 1,299                     | 1,220   | (6)                                     |
| Depreciation expense on operating lease assets              | 434                         | 563     | 23                                      | 944                       | 1,185   | 20                                      |
| Net financing revenue                                       | 984                         | 916     | 7                                       | 1,935                     | 1,766   | 10                                      |
| Other revenue                                               |                             |         |                                         |                           |         |                                         |
| Insurance premiums and service revenue earned               | 236                         | 237     | —                                       | 466                       | 470     | (1)                                     |
| Gain on mortgage and automotive loans, net                  | 3                           | 1       | n/m                                     | 4                         | 47      | (91)                                    |
| Loss on extinguishment of debt                              | —                           | (156)   | )100                                    | (4                        | ) (354  | ) 99                                    |
| Other gain on investments, net                              | 39                          | 45      | (13)                                    | 93                        | 100     | (7)                                     |
| Other income, net of losses                                 | 96                          | 84      | 14                                      | 191                       | 191     | —                                       |
| Total other revenue                                         | 374                         | 211     | 77                                      | 750                       | 454     | 65                                      |
| Total net revenue                                           | 1,358                       | 1,127   | 20                                      | 2,685                     | 2,220   | 21                                      |
| Provision for loan losses                                   | 172                         | 140     | (23)                                    | 392                       | 256     | (53)                                    |
| Noninterest expense                                         |                             |         |                                         |                           |         |                                         |
| Compensation and benefits expense                           | 242                         | 236     | (3)                                     | 494                       | 491     | (1)                                     |
| Insurance losses and loss adjustment expenses               | 145                         | 122     | (19)                                    | 218                       | 178     | (22)                                    |
| Other operating expenses                                    | 386                         | 366     | (5)                                     | 771                       | 750     | (3)                                     |
| Total noninterest expense                                   | 773                         | 724     | (7)                                     | 1,483                     | 1,419   | (5)                                     |
| Income from continuing operations before income tax expense | 413                         | 263     | 57                                      | 810                       | 545     | 49                                      |
| Income tax expense from continuing operations               | 56                          | 94      | 40                                      | 206                       | 197     | (5)                                     |
| Net income from continuing operations                       | \$357                       | \$169   | 111                                     | \$604                     | \$348   | 74                                      |

n/m = not meaningful

We earned net income from continuing operations of \$357 million and \$604 million for the three months and six months ended June 30, 2016, respectively, compared to \$169 million and \$348 million for the three months and six months ended June 30, 2015, respectively. The increases were primarily due to lower losses on the extinguishment of debt due to debt tender offers in 2015, and an increase in net financing revenue. The increase for the three months ended June 30, 2016, compared to the three months ended June 30, 2015, was partially offset by an increase in the provision for loan losses, and an increase in insurance losses and loss adjustment expenses as a result of higher weather-related losses in the second quarter of 2016. The increase for the six months ended June 30, 2016, compared to the six months ended June 30, 2015, was partially offset by an increase in the provision for loan losses, a decrease in gain on mortgage and automotive loans, and an increase in insurance losses and loss adjustment expenses. Total financing revenue and other interest income remained relatively flat for the three months and six months ended June 30, 2016, compared to the same periods in 2015. Total financing revenue and other interest income at our Automotive Finance operations was favorably impacted by higher consumer financing revenue primarily due to the successful execution of our continued strategic focus on expanding risk adjusted returns, as well as higher commercial financing revenue primarily resulting from an increase in dealer floorplan assets. These trends offset the decrease in

operating lease revenue, net of depreciation, as a result of GM's decision to provide subvention programs for their products exclusively through a wholly-owned subsidiary. Total financing revenue and other interest income at our Mortgage Finance operations was favorably impacted due to portfolio growth as a result of bulk acquisitions of mortgage loans.

Total interest expense increased 7% and 6% for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. Interest on deposits increased \$26 million and \$47 million for the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015, due to continued deposit growth. Interest on debt increased \$17 million and \$32 million for the three and six months ended June 30, 2016, respectively, compared to the same periods in 2015, primarily as a result of increased rates on secured debt. Additionally, the increase in interest on debt for the six months ended June 30, 2016, was unfavorably impacted by derivative activity driven primarily by declines in interest rate and exchange rate hedging, and a decrease in deferred debt amortization income resulting

Table of Contents

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

from accelerated amortization in 2015 related to debt tender offers. The increases were partially offset by the repayment of higher-cost legacy debt, and lower unsecured debt due to refinancing activity.

Net gain on mortgage and automotive loans increased \$2 million and decreased \$43 million and for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The gain for the six months ended June 30, 2015, was primarily due to a sale of a portfolio of troubled debt restructuring (TDR) loans from our consumer mortgage portfolio.

Loss on extinguishment of debt decreased \$156 million and \$350 million for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The decreases were primarily due to the execution of tender offers for legacy, high-cost debt in 2015.

The provision for loan losses was \$172 million and \$392 million for the three months and six months ended June 30, 2016, respectively, compared to \$140 million and \$256 million for the same periods in 2015. The increase in provision for loan losses is primarily due to the change in our portfolio composition as we continued the execution of our underwriting strategy to originate consumer automotive assets across a broad risk spectrum. The increase is also partly attributable to continued growth within our commercial loan portfolio combined with reserve releases within the commercial automotive portfolio during the three months and six months ended June 30, 2015, that did not repeat in the same periods in 2016.

Insurance losses and loss adjustment expenses increased \$23 million and \$40 million for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The increases were primarily due to severe hailstorms, which drove higher weather-related losses.

We recognized total income tax expense from continuing operations of \$56 million and \$206 million for the three months and six months ended June 30, 2016, compared to income tax expense of \$94 million and \$197 million for the same periods in 2015. The changes in income tax expense for the three months and six months ended June 30, 2016, compared to the same periods in 2015, were primarily driven by a tax benefit that resulted from a U.S. tax reserve release related to a prior year federal return that reduced our liability for unrecognized tax benefits during the three months ended June 30, 2016, by \$175 million. This tax benefit was offset by increases in tax expense attributable to higher pretax earnings and the establishment of a valuation allowance on capital loss carryforwards. The U.S. tax reserve release and establishment of a valuation allowance cause significant differences in the usual relationship of income tax expense to pretax earnings.

In calculating the provision for income taxes from continuing operations, we apply an estimated annual effective tax rate to year-to-date ordinary income on an interim basis. Refer to Note 1 to the Condensed Consolidated Financial Statements for further details.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Dealer Financial Services

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

## Automotive Finance

## Results of Operations

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

| (\$ in millions)                                            | Three months ended June 30, |           |                                         | Six months ended June 30, |           |                                         |
|-------------------------------------------------------------|-----------------------------|-----------|-----------------------------------------|---------------------------|-----------|-----------------------------------------|
|                                                             | 2016                        | 2015      | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015      | Favorable/<br>(unfavorable)<br>% change |
| Net financing revenue                                       |                             |           |                                         |                           |           |                                         |
| Consumer                                                    | \$877                       | \$785     | 12                                      | \$1,743                   | \$1,530   | 14                                      |
| Commercial                                                  | 262                         | 235       | 11                                      | 514                       | 473       | 9                                       |
| Loans held-for-sale                                         | —                           | 14        | (100)                                   | —                         | 33        | (100)                                   |
| Operating leases                                            | 701                         | 860       | (18)                                    | 1,470                     | 1,756     | (16)                                    |
| Other interest income                                       | 2                           | 2         | —                                       | 5                         | 4         | 25                                      |
| Total financing revenue and other interest income           | 1,842                       | 1,896     | (3)                                     | 3,732                     | 3,796     | (2)                                     |
| Interest expense                                            | 479                         | 483       | 1                                       | 963                       | 952       | (1)                                     |
| Depreciation expense on operating lease assets              | 434                         | 563       | 23                                      | 944                       | 1,185     | 20                                      |
| Net financing revenue                                       | 929                         | 850       | 9                                       | 1,825                     | 1,659     | 10                                      |
| Other revenue                                               |                             |           |                                         |                           |           |                                         |
| Gain (loss) on automotive loans, net                        | 5                           | (6)       | ) 183                                   | 10                        | (21)      | ) (148)                                 |
| Other income                                                | 72                          | 61        | 18                                      | 144                       | 128       | 13                                      |
| Total other revenue                                         | 77                          | 55        | 40                                      | 154                       | 107       | 44                                      |
| Total net revenue                                           | 1,006                       | 905       | 11                                      | 1,979                     | 1,766     | 12                                      |
| Provision for loan losses                                   | 170                         | 132       | (29)                                    | 379                       | 259       | (46)                                    |
| Noninterest expense                                         |                             |           |                                         |                           |           |                                         |
| Compensation and benefits expense                           | 118                         | 123       | 4                                       | 244                       | 249       | 2                                       |
| Other operating expenses                                    | 292                         | 277       | (5)                                     | 593                       | 579       | (2)                                     |
| Total noninterest expense                                   | 410                         | 400       | (3)                                     | 837                       | 828       | (1)                                     |
| Income from continuing operations before income tax expense | \$426                       | \$373     | 14                                      | \$763                     | \$679     | 12                                      |
| Total assets                                                | \$112,356                   | \$113,607 | (1)                                     | \$112,356                 | \$113,607 | (1)                                     |

Components of net operating lease revenue, included in amounts above, were as follows.

| (\$ in millions)            | Three months ended June 30, |       |                                         | Six months ended June 30, |         |                                         |
|-----------------------------|-----------------------------|-------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                             | 2016                        | 2015  | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Net operating lease revenue |                             |       |                                         |                           |         |                                         |
| Operating lease revenue     | \$701                       | \$860 | (18)                                    | \$1,470                   | \$1,756 | (16)                                    |
| Depreciation expense        | 520                         | 671   | 23                                      | 1,085                     | 1,363   | 20                                      |

Depreciation expense on operating lease assets  
(excluding remarketing gains)

|                                                      |       |        |      |        |        |      |
|------------------------------------------------------|-------|--------|------|--------|--------|------|
| Remarketing gains                                    | (86 ) | (108 ) | (20) | (141 ) | (178 ) | (21) |
| Total depreciation expense on operating lease assets | 434   | 563    | 23   | 944    | 1,185  | 20   |
| Total net operating lease revenue                    | \$267 | \$297  | (10) | \$526  | \$571  | (8)  |

Our Automotive Finance operations earned income from continuing operations before income tax expense of \$426 million and \$763 million for the three months and six months ended June 30, 2016, respectively, compared to \$373 million and \$679 million for the three

Table of Contents

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

months and six months ended June 30, 2015, respectively. Results for the three months and six months ended June 30, 2016, were favorably impacted by higher consumer financing revenue primarily due to the successful execution of our continued strategic focus on expanding risk adjusted returns and an increase in consumer assets, as well as higher commercial financing revenue primarily resulting from an increase in dealer floorplan assets and higher benchmark rates. These increases were partially offset by an increase in provision for loan losses primarily due to the change in our portfolio composition as we continued the execution of our underwriting strategy to originate consumer automotive assets across a broad risk spectrum, as well as a decrease in net operating lease revenue primarily resulting from run-off of our GM lease portfolio.

Consumer financing revenue (combined with interest income on consumer loans held-for-sale) increased \$78 million and \$180 million for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The increases are primarily due to improved portfolio yields as a result of the successful execution of our continued strategic focus on expanding risk adjusted returns, as well as continued asset growth in the Growth and Chrysler channels. Consumer originations in both the Growth and Chrysler channels increased by 11% for the six months ended June 30, 2016, compared to the same period in 2015.

Commercial financing revenue increased \$27 million and \$41 million for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015, primarily due to higher floorplan assets driven by higher average vehicle prices and a shift in vehicle mix towards trucks and sport utility vehicles.

Total net operating lease revenue decreased 10% and 8% for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015. The decreases were primarily driven by lower operating lease revenue as a result of GM portfolio run-off outpacing originations, which were partially offset by a corresponding decrease in depreciation expense on operating lease assets. The decreases were also due to lower lease remarketing gains driven by lower gain per unit, partially offset by an increase in termination volume. We recognized remarketing gains of \$86 million and \$141 million for the three months and six months ended June 30, 2016, respectively, compared to \$108 million and \$178 million for the same periods in 2015.

Other income increased \$11 million and \$16 million for the three months and six months ended June 30, 2016, respectively, compared to the same periods in 2015, primarily due to an increase in servicing fee income resulting from higher levels of off-balance sheet retail serviced assets.

The provision for loan losses was \$170 million and \$379 million for the three months and six months ended June 30, 2016, respectively, compared to \$132 million and \$259 million for the same periods in 2015. The increases were primarily due to the change in our portfolio composition as we continued the execution of our underwriting strategy to originate consumer automotive assets across a broad risk spectrum, as well as reserve releases within the commercial automotive portfolio in the three months and six months ended June 30, 2015, that did not repeat in the same periods in 2016.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Automotive Financing Volume

## Consumer Automotive Financing Volume

The following tables present retail originations by credit tier, average buy rate, and NAALR.

| Credit Tier (a)                  | Volume<br>(\$ in<br>billions) | % Share of volume | Average<br>buy rate<br>(b) | NAALR<br>(c) | Average<br>FICO® |
|----------------------------------|-------------------------------|-------------------|----------------------------|--------------|------------------|
| Three months ended June 30, 2016 |                               |                   |                            |              |                  |
| S                                | \$ 2.7                        | 32                | 3.55 %                     | (0.12)%      | 757              |
| A                                | 3.7                           | 43                | 5.87                       | (0.78)       | 669              |
| B                                | 1.7                           | 20                | 9.51                       | (2.75)       | 642              |
| C                                | 0.4                           | 5                 | 13.53                      | (5.68)       | 607              |
| Total retail originations        | \$ 8.5                        | 100               | 6.33                       | (1.24)       | 686              |
| Three months ended June 30, 2015 |                               |                   |                            |              |                  |
| S                                | \$ 3.4                        | 35                | 3.20 %                     | (0.16)%      | 748              |
| A                                | 3.7                           | 38                | 5.15                       | (0.80)       | 673              |
| B                                | 2.0                           | 20                | 8.53                       | (2.14)       | 636              |
| C                                | 0.7                           | 7                 | 12.13                      | (3.74)       | 599              |
| Total retail originations        | \$ 9.8                        | 100               | 5.75                       | (1.12)       | 685              |
| Six months ended June 30, 2016   |                               |                   |                            |              |                  |
| S                                | \$ 5.2                        | 31                | 3.52 %                     | (0.13)%      | 757              |
| A                                | 7.2                           | 43                | 5.79                       | (0.79)       | 668              |
| B                                | 3.3                           | 20                | 9.43                       | (2.61)       | 641              |
| C                                | 0.9                           | 5                 | 13.50                      | (5.14)       | 606              |
| D                                | 0.1                           | 1                 | 18.03                      | (8.17)       | 576              |
| Total retail originations        | \$ 16.7                       | 100               | 6.32                       | (1.20)       | 685              |
| Six months ended June 30, 2015   |                               |                   |                            |              |                  |
| S                                | \$ 6.1                        | 34                | 3.13 %                     | (0.15)%      | 752              |
| A                                | 6.9                           | 38                | 5.09                       | (0.81)       | 674              |
| B                                | 3.6                           | 20                | 8.58                       | (2.21)       | 636              |
| C                                | 1.3                           | 7                 | 12.19                      | (3.82)       | 600              |
| D                                | 0.1                           | 1                 | 17.51                      | (5.89)       | 572              |
| Total retail originations        | \$ 18.0                       | 100               | 5.74                       | (1.12)       | 686              |

Represents Ally's internal credit score, incorporating numerous borrower and structure attributes including: FICO®

(a) Score; severity and aging of delinquency; number of credit inquiries; loan-to-value ratio; and payment-to-income ratio. We originated an insignificant amount of retail loans classified as Tier D during the three months ended June 30, 2016, and 2015, and Tier E during the three months and six months ended June 30, 2016, and 2015.

(b) Simple weighted average rate at which Ally purchases a retail loan contract from a dealer.

(c) Projected Net Average Annualized Loss Rate.

For the three months ended June 30, 2016, as compared to projections a year ago for the three months ended June 30, 2015, the increase in NAALR was 12 basis points, while the average buy rate for retail originations increased by 58 basis points.

The following table presents the total retail and lease origination dollars and percentage mix by product type.

| Consumer<br>automotive<br>financing<br>originations | % Share of<br>Ally<br>originations |
|-----------------------------------------------------|------------------------------------|
|-----------------------------------------------------|------------------------------------|

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| Three months ended June 30, (\$ in millions)         | 2016    | 2015     | 2016 | 2015 |
|------------------------------------------------------|---------|----------|------|------|
| New retail standard                                  | \$4,364 | \$5,192  | 47   | 48   |
| Used retail                                          | 4,024   | 3,961    | 43   | 37   |
| Lease                                                | 871     | 961      | 9    | 9    |
| New retail subvented                                 | 128     | 690      | 1    | 6    |
| Total consumer automotive financing originations (a) | \$9,387 | \$10,804 | 100  | 100  |

Includes Commercial Services Group (CSG) originations of \$849 million and \$958 million for the three months (a) ended June 30, 2016, and 2015, respectively, and RV originations of \$147 million and \$123 million for the three months ended June 30, 2016, and 2015, respectively.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

|                                                      | Consumer automotive financing originations |          | % Share of Ally originations |      |
|------------------------------------------------------|--------------------------------------------|----------|------------------------------|------|
| Six months ended June 30, (\$ in millions)           | 2016                                       | 2015     | 2016                         | 2015 |
| New retail standard                                  | \$8,404                                    | \$9,279  | 46                           | 45   |
| Used retail                                          | 8,116                                      | 7,547    | 44                           | 36   |
| Lease                                                | 1,704                                      | 2,604    | 9                            | 13   |
| New retail subvented                                 | 204                                        | 1,218    | 1                            | 6    |
| Total consumer automotive financing originations (a) | \$18,428                                   | \$20,648 | 100                          | 100  |

Includes Commercial Services Group (CSG) originations of \$1,684 million and \$1,929 million for the six months (a) ended June 30, 2016, and 2015, respectively, and RV originations of \$276 million and \$230 million for the six months ended June 30, 2016, and 2015, respectively.

The following table presents the total retail and lease origination dollars and percentage mix by channel.

|                                                  | Consumer automotive financing originations |          | % Share of Ally originations |      |
|--------------------------------------------------|--------------------------------------------|----------|------------------------------|------|
| Three months ended June 30, (\$ in millions)     | 2016                                       | 2015     | 2016                         | 2015 |
| Growth                                           | \$3,434                                    | \$3,405  | 37                           | 31   |
| GM                                               | 3,304                                      | 4,854    | 35                           | 45   |
| Chrysler                                         | 2,649                                      | 2,545    | 28                           | 24   |
| Total consumer automotive financing originations | \$9,387                                    | \$10,804 | 100                          | 100  |

|                                                  | Consumer automotive financing originations |          | % Share of Ally originations |      |
|--------------------------------------------------|--------------------------------------------|----------|------------------------------|------|
| Six months ended June 30, (\$ in millions)       | 2016                                       | 2015     | 2016                         | 2015 |
| Growth                                           | \$6,801                                    | \$6,149  | 37                           | 30   |
| GM                                               | 6,633                                      | 9,984    | 36                           | 48   |
| Chrysler                                         | 4,994                                      | 4,515    | 27                           | 22   |
| Total consumer automotive financing originations | \$18,428                                   | \$20,648 | 100                          | 100  |

During the three months and six months ended June 30, 2016, total consumer originations decreased \$1.4 billion and \$2.2 billion, respectively, compared to the same periods in 2015. The decreases, as expected, were due to lower GM volume and the successful execution of our continued strategic focus on expanding risk adjusted returns. The decreases were partially offset by higher volume in the Growth and Chrysler channels. Growth and Chrysler volume increased 1% and 4%, respectively, for the three months ended June 30, 2016, compared to the same period in 2015. Volume in both the Growth and Chrysler channels increased 11% for the six months ended June 30, 2016, compared to the same period in 2015. The increases were driven by expanded offerings and new dealer relationships.

The following table presents the percentage of total retail originations by the loan term in months.

|      | Three months ended June 30, |      | Six months ended June 30, |      |
|------|-----------------------------|------|---------------------------|------|
|      | 2016                        | 2015 | 2016                      | 2015 |
| 0-71 | 17 %                        | 21 % | 18 %                      | 22 % |

|                               |      |      |      |      |
|-------------------------------|------|------|------|------|
| 72-75                         | 68   | 68   | 68   | 69   |
| 76 +                          | 15   | 11   | 14   | 9    |
| Total retail originations (a) | 100% | 100% | 100% | 100% |

(a) Excludes RV loans.

As we continue the execution of our disciplined underwriting strategy to originate consumer automotive assets across a broad risk spectrum, retail originations with a term of 76 months or more represented 15% and 14% of total retail originations for the three months and six months ended June 30, 2016, respectively, compared to 11% and 9% for the same periods in 2015. Substantially all of the loans originated with a term of 76 months or more during the three months ended June 30, 2016, and 2015, were considered to be prime. We define prime retail automotive loans primarily as those loans with a FICO® Score (or an equivalent score) at origination of 620 or greater.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents the percentage of total retail and lease originations by FICO® Score.

|                                                  | Three months ended June 30, |       | Six months ended June 30, |       |
|--------------------------------------------------|-----------------------------|-------|---------------------------|-------|
|                                                  | 2016                        | 2015  | 2016                      | 2015  |
|                                                  | 23 %                        | 24 %  | 22 %                      | 26 %  |
| 740 +                                            | 23                          | 24    | 22                        | 26    |
| 739-660                                          | 37                          | 34    | 37                        | 34    |
| 659-620                                          | 24                          | 23    | 25                        | 22    |
| 619-540                                          | 10                          | 13    | 10                        | 12    |
| < 540                                            | 1                           | 1     | 1                         | 1     |
| Unscored (a)                                     | 5                           | 5     | 5                         | 5     |
| Total consumer automotive financing originations | 100 %                       | 100 % | 100 %                     | 100 % |

(a) Unscored are primarily CSG contracts with entities that have no FICO® Score.

Originations with a FICO® Score of less than 620 (considered nonprime) represented 11% and 14% of total consumer originations for the three months ended June 30, 2016, and 2015, respectively, and 11% and 13% for the six months ended June 30, 2016, and 2015, respectively. Consumer loans and leases with FICO® Scores of less than 540 continued to comprise only 1% of total originations for the three months and six months ended June 30, 2016. For discussion of our credit risk management practices and performance, refer to the section titled Risk Management within this MD&A.

For discussion of manufacturing marketing incentives, refer to our Annual Report on Form 10-K for the year ended December 31, 2015, as filed on February 24, 2016, with the U.S. Securities and Exchange Commission (SEC), as amended by the Current Report on Form 8-K filed with the SEC on May 5, 2016 (referred to herein as the Annual Consolidated Financial Statements), 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.

|                                                | Average balance Three months ended June 30, |          | Average balance Six months ended June 30, |          |
|------------------------------------------------|---------------------------------------------|----------|-------------------------------------------|----------|
|                                                | 2016                                        | 2015     | 2016                                      | 2015     |
| (\$ in millions)                               |                                             |          |                                           |          |
| GM new vehicles                                | \$15,056                                    | \$15,246 | \$14,692                                  | \$15,405 |
| Chrysler new vehicles                          | 8,991                                       | 8,150    | 9,117                                     | 8,148    |
| Growth new vehicles                            | 4,275                                       | 3,469    | 4,181                                     | 3,449    |
| Used vehicles                                  | 3,812                                       | 3,379    | 3,845                                     | 3,367    |
| Total commercial wholesale finance receivables | \$32,134                                    | \$30,244 | \$31,835                                  | \$30,369 |

Commercial wholesale financing average volume increased \$1.9 billion and \$1.5 billion during the three months and six months ended June 30, 2016, compared to the same periods in 2015 primarily due to higher floorplan assets driven by higher average vehicle prices and a shift in vehicle mix towards trucks and sport utility vehicles. The increases in Growth new, Chrysler new, and Used commercial wholesale financing volume were partially offset by a decrease in GM new vehicles.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Insurance

## Results of Operations

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

| (\$ in millions)                                                   | Three months ended June 30, |         |                                         | Six months ended June 30, |         |                                         |
|--------------------------------------------------------------------|-----------------------------|---------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                                                                    | 2016                        | 2015    | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Insurance premiums and other income                                |                             |         |                                         |                           |         |                                         |
| Insurance premiums and service revenue earned                      | \$236                       | \$237   | —                                       | \$466                     | \$470   | (1)                                     |
| Investment income, net (a)                                         | 34                          | 41      | (17)                                    | 68                        | 84      | (19)                                    |
| Other income                                                       | 5                           | 4       | 25                                      | 9                         | 8       | 13                                      |
| Total insurance premiums and other income                          | 275                         | 282     | (2)                                     | 543                       | 562     | (3)                                     |
| Expense                                                            |                             |         |                                         |                           |         |                                         |
| Insurance losses and loss adjustment expenses                      | 145                         | 122     | (19)                                    | 218                       | 178     | (22)                                    |
| Acquisition and underwriting expense                               |                             |         |                                         |                           |         |                                         |
| Compensation and benefits expense                                  | 17                          | 16      | (6)                                     | 35                        | 35      | —                                       |
| Insurance commissions expense                                      | 97                          | 95      | (2)                                     | 191                       | 188     | (2)                                     |
| Other expenses                                                     | 34                          | 34      | —                                       | 67                        | 68      | 1                                       |
| Total acquisition and underwriting expense                         | 148                         | 145     | (2)                                     | 293                       | 291     | (1)                                     |
| Total expense                                                      | 293                         | 267     | (10)                                    | 511                       | 469     | (9)                                     |
| (Loss) income from continuing operations before income tax expense | \$(18 )                     | \$15    | n/m                                     | \$32                      | \$93    | (66)                                    |
| Total assets                                                       | \$7,193                     | \$7,260 | (1)                                     | \$7,193                   | \$7,260 | (1)                                     |
| Insurance premiums and service revenue written                     | \$237                       | \$262   | (10)                                    | \$459                     | \$501   | (8)                                     |
| Combined ratio (b)                                                 | 122.8 %                     | 112.2 % |                                         | 108.7 %                   | 99.1 %  |                                         |

n/m = not meaningful

Includes realized gains on investments of \$21 million and \$43 million for the three months and six months ended June 30, 2016, respectively, and \$29 million and \$62 million for the three months and six months ended June 30, (a) 2015, respectively; and interest expense of \$12 million and \$24 million, for the three months and six months ended June 30, 2016, respectively, and \$13 million and \$26 million for the three months and six months ended June 30, 2015, respectively.

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

Our Insurance operations incurred a loss from continuing operations before income tax expense of \$18 million and income of \$32 million for the three months and six months ended June 30, 2016, respectively, compared to income of \$15 million and \$93 million for the three months and six months ended June 30, 2015, respectively. The decreases for the three months and six months ended June 30, 2016, were primarily due to severe hailstorms, which drove higher weather-related losses, and lower investment income.

Insurance premiums and service revenue earned was \$236 million and \$466 million for the three months and six months ended June 30, 2016, respectively, compared to \$237 million and \$470 million for the same periods in 2015. The decreases for the three months and six months ended June 30, 2016, were due primarily to increased dealer

reinsurance participation and lower earned revenue on used VSC products as a result of discontinuation of the agent sales channel, partially offset by increased wholesale and GAP earned premium.

Net investment income was \$34 million and \$68 million for the three months and six months ended June 30, 2016, respectively, compared to \$41 million and \$84 million for the three months and six months ended June 30, 2015, respectively. The decreases for the three months and six months ended June 30, 2016, were due primarily to lower realized investment gains as compared to the same periods in 2015.

Insurance losses and loss adjustment expenses totaled \$145 million and \$218 million for the three months and six months ended June 30, 2016, respectively, compared to \$122 million and \$178 million for the same periods in 2015. The increases were primarily due to severe hailstorms, which drove higher weather-related losses. Higher weather-related losses primarily drove the increase in the combined ratio to 122.8% and 108.7% during the three months and six months ended June 30, 2016, respectively, compared to 112.2% and 99.1% for the three months and six months ended June 30, 2015, respectively.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

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

|                                     | Three months<br>ended June<br>30,<br>2016 |        | Six months<br>ended June<br>30,<br>2015 |        |
|-------------------------------------|-------------------------------------------|--------|-----------------------------------------|--------|
| (\$ in millions)                    | 2016                                      | 2015   | 2016                                    | 2015   |
| Vehicle service contracts           |                                           |        |                                         |        |
| New retail                          | \$ 112                                    | \$ 114 | \$ 208                                  | \$ 211 |
| Used retail                         | 109                                       | 135    | 218                                     | 265    |
| Reinsurance (a)                     | (48 )                                     | (44 )  | (89 )                                   | (84 )  |
| Total vehicle service contracts (b) | 173                                       | 205    | 337                                     | 392    |
| Wholesale                           | 45                                        | 41     | 86                                      | 78     |
| Other finance and insurance (c)     | 19                                        | 16     | 36                                      | 31     |
| Total                               | \$ 237                                    | \$ 262 | \$ 459                                  | \$ 501 |

(a) Reinsurance represents the transfer of premiums and risk from an Ally insurance company to a third party insurance company.

(b) VSC revenue is earned over the life of the service contract on a basis proportionate to the anticipated cost pattern.

(c) Other finance and insurance includes GAP coverage, excess wear and tear, wind-down of Canadian personal lines, and other ancillary products.

Insurance premiums and service revenue written was \$237 million and \$459 million for the three months and six months ended June 30, 2016, compared to \$262 million and \$501 million for the same periods in 2015. The decreases for the three months and six months ended June 30, 2016, were due primarily to increased dealer reinsurance participation and lower VSC volume as a result of the discontinuation of the agent sales channel, partially offset by an increase in wholesale premiums.

**Cash and Investments**

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

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

| (\$ in millions)                       | June 30, December 31,<br>2016 2015 |        |
|----------------------------------------|------------------------------------|--------|
| Cash                                   |                                    |        |
| Noninterest-bearing cash               | \$ 370                             | \$ 293 |
| Interest-bearing cash                  | 999                                | 995    |
| Total cash                             | 1,369                              | 1,288  |
| Available-for-sale securities          |                                    |        |
| Debt securities                        |                                    |        |
| U.S. Treasury and federal agencies     | 17                                 | 269    |
| U.S. States and political subdivisions | 718                                | 698    |
| Foreign government                     | 191                                | 177    |
| Mortgage-backed                        | 639                                | 694    |
| Asset-backed                           | 5                                  | 6      |
| Corporate debt                         | 1,602                              | 1,204  |
| Total debt securities                  | 3,172                              | 3,048  |

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|                                     |          |          |
|-------------------------------------|----------|----------|
| Equity securities                   | 599      | 717      |
| Total available-for-sale securities | 3,771    | 3,765    |
| Total cash and securities           | \$ 5,140 | \$ 5,053 |

76

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Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Mortgage Finance

## Results of Operations

The following table summarizes the operating results for our Mortgage Finance operations, which is primarily comprised of high-quality jumbo and LMI mortgage loans purchased or originated after January 1, 2009. The amounts presented are before the elimination of balances and transactions with our other reportable segments.

| (\$ in millions)                                                   | Three months ended June 30, |         |                                         | Six months ended June 30, |         |                                         |
|--------------------------------------------------------------------|-----------------------------|---------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                                                                    | 2016                        | 2015    | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Net financing revenue                                              |                             |         |                                         |                           |         |                                         |
| Total financing revenue and other interest income                  | \$64                        | \$39    | 64                                      | \$121                     | \$72    | 68                                      |
| Interest expense                                                   | 38                          | 28      | (36)                                    | 75                        | 50      | (50)                                    |
| Net financing revenue                                              | 26                          | 11      | 136                                     | 46                        | 22      | 109                                     |
| Provision for loan losses                                          | —                           | 4       | 100                                     | 3                         | 6       | 50                                      |
| Noninterest expense                                                |                             |         |                                         |                           |         |                                         |
| Compensation and benefits expense                                  | 3                           | 1       | n/m                                     | 6                         | 2       | n/m                                     |
| Other operating expenses                                           | 14                          | 9       | (56)                                    | 26                        | 16      | (63)                                    |
| Total noninterest expense                                          | 17                          | 10      | (70)                                    | 32                        | 18      | (78)                                    |
| Income (loss) from continuing operations before income tax expense | \$9                         | \$(3)   | ) n/m                                   | \$11                      | \$(2)   | ) n/m                                   |
| Total assets                                                       | \$8,014                     | \$5,623 | 43                                      | \$8,014                   | \$5,623 | 43                                      |

n/m = not meaningful

Our Mortgage Finance operations earned income from continuing operations before income tax expense of \$9 million and \$11 million for the three months and six months ended June 30, 2016, respectively, compared to losses of \$3 million and \$2 million for the three months and six months ended June 30, 2015, respectively. The increases were primarily due to an increase in net financing revenue driven by portfolio growth as a result of bulk acquisitions of mortgage loans. The increases were partially offset by an increase in noninterest expense.

Net financing revenue was \$26 million and \$46 million for the three months and six months ended June 30, 2016, respectively, compared to \$11 million and \$22 million for the three months and six months ended June 30, 2015, respectively. The increases in net financing revenue were primarily due to portfolio growth as a result of bulk purchases of high-quality jumbo and LMI mortgage loans. During the six months ended June 30, 2016, we purchased \$2.4 billion of mortgage loans that were originated by third parties. The increases were partially offset by higher funding costs also driven by portfolio growth.

Total noninterest expense was \$17 million and \$32 million for the three months and six months ended June 30, 2016, respectively, compared to \$10 million and \$18 million for the three months and six months ended June 30, 2015. The increases were primarily due to increased expenses to support the growth of the business.

# Table of Contents

## Management's Discussion and Analysis

### Ally Financial Inc. • Form 10-Q

The following table presents the net unpaid principal balance (UPB), net UPB as a percentage of total, weighted average coupon (WAC), premium net of discounts, loan-to-value (LTV), and FICO® Scores for the products in our Mortgage Finance held-for-investment loan portfolio.

| Product           | Net UPB<br>(a)<br>(\$ in<br>millions) | % of total net UPB | WAC    | Net<br>premium<br>(\$ in<br>millions) | Average<br>refreshed<br>LTV (b) | Average<br>refreshed<br>FICO®<br>(c) |
|-------------------|---------------------------------------|--------------------|--------|---------------------------------------|---------------------------------|--------------------------------------|
| June 30, 2016     |                                       |                    |        |                                       |                                 |                                      |
| Adjustable-rate   | \$ 2,466                              | 31                 | 3.35 % | \$ 41                                 | 58.39 %                         | 772                                  |
| Fixed-rate        | 5,382                                 | 69                 | 4.07   | 120                                   | 62.37                           | 770                                  |
| Total             | \$ 7,848                              | 100                | 3.85   | \$ 161                                | 61.12                           | 771                                  |
| December 31, 2015 |                                       |                    |        |                                       |                                 |                                      |
| Adjustable-rate   | \$ 2,268                              | 36                 | 3.35 % | \$ 37                                 | 58.52 %                         | 771                                  |
| Fixed-rate        | 4,021                                 | 64                 | 4.10   | 87                                    | 61.42                           | 768                                  |
| Total             | \$ 6,289                              | 100                | 3.83   | \$ 124                                | 60.37                           | 769                                  |

(a) Represents UPB net of charge-offs.

(b) Updated home values were derived using a combination of appraisals, broker price opinions, automated valuation models, and metropolitan statistical area level house price indices.

(c) Updated to reflect changes in credit score since loan origination.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Corporate Finance

## Results of Operations

The following table summarizes the activities of our Corporate Finance operations. The amounts presented are before the elimination of balances and transactions with our reportable segments.

| (\$ in millions)                                            | Three months ended June 30, |         |                                         | Six months ended June 30, |         |                                         |
|-------------------------------------------------------------|-----------------------------|---------|-----------------------------------------|---------------------------|---------|-----------------------------------------|
|                                                             | 2016                        | 2015    | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015    | Favorable/<br>(unfavorable)<br>% change |
| Net financing revenue                                       |                             |         |                                         |                           |         |                                         |
| Interest and fees on finance receivables and loans          | \$46                        | \$35    | 31                                      | \$90                      | \$68    | 32                                      |
| Interest expense                                            | 17                          | 13      | (31)                                    | 33                        | 26      | (27)                                    |
| Net financing revenue                                       | 29                          | 22      | 32                                      | 57                        | 42      | 36                                      |
| Total other revenue                                         | 4                           | 6       | (33)                                    | 10                        | 12      | (17)                                    |
| Total net revenue                                           | 33                          | 28      | 18                                      | 67                        | 54      | 24                                      |
| Provision for loan losses                                   | 3                           | 4       | 25                                      | 9                         | (1)     | n/m                                     |
| Noninterest expense                                         |                             |         |                                         |                           |         |                                         |
| Compensation and benefits expense                           | 10                          | 8       | (25)                                    | 20                        | 16      | (25)                                    |
| Other operating expenses                                    | 6                           | 6       | —                                       | 13                        | 12      | (8)                                     |
| Total noninterest expense                                   | 16                          | 14      | (14)                                    | 33                        | 28      | (18)                                    |
| Income from continuing operations before income tax expense | \$14                        | \$10    | 40                                      | \$25                      | \$27    | (7)                                     |
| Total assets                                                | \$2,989                     | \$2,132 | 40                                      | \$2,989                   | \$2,132 | 40                                      |

n/m = not meaningful

Our Corporate Finance operations earned income from continuing operations before income tax expense of \$14 million and \$25 million for the three months and six months ended June 30, 2016, respectively, compared to \$10 million and \$27 million for the three months and six months ended June 30, 2015. The increase for the three months ended June 30, 2016, was a result of higher net financing revenue due primarily to asset growth. These favorable items were partially offset by a decrease in other revenue primarily driven by a decline in loan syndication income, and an increase in noninterest expense. The decrease for the six months ended June 30, 2016, was primarily driven by lower recoveries on nonaccrual loan exposures compared to 2015, increased portfolio level reserves due primarily to higher asset growth, an increase in noninterest expense, and a decrease in other revenue. The decrease for the six months ended June 30, 2016, was partially offset by higher net financing revenue primarily due to asset growth. Net financing revenue was \$29 million and \$57 million for the three months and six months ended June 30, 2016, respectively, compared to \$22 million and \$42 million for the same periods in 2015. The increases were primarily due to asset growth across all business segments in line with our growth strategy, which resulted in a 42% increase in the gross carrying value of finance receivables and loans as of June 30, 2016, compared to June 30, 2015. This was partially offset by higher funding costs also driven by asset growth.

Other revenue was \$4 million and \$10 million for the three and six months ended June 30, 2016, respectively, compared to \$6 million and \$12 million for the same periods in 2015. The decreases were due to a decline in loan syndication income, partially offset by an increase in investment income.

The provision for loan losses decreased \$1 million and increased \$10 million for the three months and six months ended June 30, 2016, respectively, compared to the three months and six months ended June 30, 2015. The decrease for the three months ended June 30, 2016, was primarily due to a decline in the provision for individually impaired loans during the three months ended June 30, 2016, compared to the same period in 2015, partially offset by an increase in non-specific loan loss reserves due to asset growth. The increase for the six months ended June 30, 2016, was primarily due to higher recoveries on nonaccrual loan exposures in the first quarter of 2015 and increased reserves

primarily due to asset growth. This was partially offset by lower provisions for individually impaired loans in 2016. Total noninterest expense was \$16 million and \$33 million for the three months and six months ended June 30, 2016, respectively, compared to \$14 million and \$28 million for the same periods in 2015. The increases were primarily due to increased expenses to support the growth of the business.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents loans held-for-sale, the gross carrying value of finance receivables and loans outstanding, and unfunded commitments to lend of our Corporate Finance operations as of the end of each quarter since 2015.

|                                  | 2nd      | 1st      | 4th      | 3rd      | 2nd      | 1st      |
|----------------------------------|----------|----------|----------|----------|----------|----------|
| (\$ in millions)                 | Quarter  | Quarter  | Quarter  | Quarter  | Quarter  | Quarter  |
|                                  | 2016     | 2016     | 2015     | 2015     | 2015     | 2015     |
| Loans held-for-sale, net         | \$ 15    | \$ 39    | \$ 105   | \$ 37    | \$ 36    | \$ 17    |
| Finance receivables and loans    | \$ 2,975 | \$ 2,795 | \$ 2,568 | \$ 2,228 | \$ 2,088 | \$ 1,945 |
| Unfunded lending commitments (a) | \$ 1,054 | \$ 1,083 | \$ 1,136 | \$ 1,153 | \$ 1,024 | \$ 1,005 |

Includes unused revolving credit line commitments for loans held-for-sale and finance receivables and loans, and (a) standby letters of credit facilities, which are issued on behalf of clients and may contingently require us to make payments to a third party beneficiary should the client fail to fulfill a contractual commitment.

The following table presents the percentage of total finance receivables and loans of our Corporate Finance operations by industry concentrations. The finance receivables and loans are reported at gross carrying value.

|                                       | June 30, December 31, |         |
|---------------------------------------|-----------------------|---------|
|                                       | 2016                  | 2015    |
| Industry                              |                       |         |
| Services                              | 24.4 %                | 22.8 %  |
| Automotive and transportation         | 15.2                  | 7.1     |
| Health services                       | 11.1                  | 13.4    |
| Wholesale                             | 9.8                   | 9.7     |
| Other manufactured products           | 8.5                   | 10.2    |
| Chemicals and metals                  | 8.2                   | 13.4    |
| Machinery, equipment, and electronics | 7.3                   | 8.5     |
| Retail trade                          | 4.5                   | 3.8     |
| Paper, printing, and publishing       | 4.4                   | 3.6     |
| Food and beverages                    | 2.6                   | 2.8     |
| Other                                 | 4.0                   | 4.7     |
| Total finance receivables and loans   | 100.0 %               | 100.0 % |

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Corporate and Other

The following table summarizes the activities of Corporate and Other. Corporate and Other primarily consists of activity related to centralized corporate treasury activities such as management of the cash and corporate investment securities and loan portfolios, short- and long-term debt, retail and brokered deposit liabilities, derivative instruments, the amortization of the discount associated with new debt issuances and bond exchanges, and the residual impacts of our corporate FTP and treasury ALM activities. Corporate and Other also includes certain equity investments, the management of our legacy mortgage portfolio, the activity related to TradeKing, and reclassifications and eliminations between the reportable operating segments.

| (\$ in millions)                                          | Three months ended June 30, |          |                                         | Six months ended June 30, |          |                                         |
|-----------------------------------------------------------|-----------------------------|----------|-----------------------------------------|---------------------------|----------|-----------------------------------------|
|                                                           | 2016                        | 2015     | Favorable/<br>(unfavorable)<br>% change | 2016                      | 2015     | Favorable/<br>(unfavorable)<br>% change |
| Net financing (loss) revenue                              |                             |          |                                         |                           |          |                                         |
| Total financing revenue and other interest income         | \$89                        | \$90     | (1)                                     | \$181                     | \$183    | (1)                                     |
| Interest expense                                          |                             |          |                                         |                           |          |                                         |
| Original issue discount amortization                      | 18                          | 15       | (20)                                    | 36                        | 29       | (24)                                    |
| Other interest expense                                    | 87                          | 56       | (55)                                    | 168                       | 137      | (23)                                    |
| Total interest expense                                    | 105                         | 71       | (48)                                    | 204                       | 166      | (23)                                    |
| Net financing (loss) revenue (a)                          | (16                         | ) 19     | (184)                                   | (23                       | ) 17     | n/m                                     |
| Other revenue (expense)                                   |                             |          |                                         |                           |          |                                         |
| (Loss) gain on mortgage and automotive loans, net         | (2                          | ) 7      | (129)                                   | (6                        | ) 68     | (109)                                   |
| Loss on extinguishment of debt                            | —                           | (156     | ) 100                                   | (4                        | ) (354   | ) 99                                    |
| Other gain on investments, net                            | 18                          | 16       | 13                                      | 50                        | 38       | 32                                      |
| Other income, net of losses                               | 18                          | 15       | 20                                      | 33                        | 47       | (30)                                    |
| Total other revenue (expense)                             | 34                          | (118     | ) 129                                   | 73                        | (201     | ) 136                                   |
| Total net revenue (loss)                                  | 18                          | (99      | ) 118                                   | 50                        | (184     | ) 127                                   |
| Provision for loan losses                                 | (1                          | ) —      | —                                       | 1                         | (8       | ) (113)                                 |
| Total noninterest expense (b)                             | 37                          | 33       | (12)                                    | 70                        | 76       | 8                                       |
| Loss from continuing operations before income tax expense | \$(18                       | ) \$(132 | ) 86                                    | \$(21                     | ) \$(252 | ) 92                                    |
| Total assets                                              | \$27,379                    | \$27,656 | (1)                                     | \$27,379                  | \$27,656 | (1)                                     |

n/m = not meaningful

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

Includes a reduction of \$186 million and \$388 million for both the three months and six months ended June 30, 2016, and the three months and six months ended June 30, 2015, respectively, related to the allocation of corporate overhead expenses to other segments. The receiving segments record their allocation of corporate overhead expense within other operating expense.

The following table summarizes the components of net financing (loss) revenue for Corporate and Other.

|                                                         | Three months<br>ended June 30, |         | Six months<br>ended June 30, |         |
|---------------------------------------------------------|--------------------------------|---------|------------------------------|---------|
| (\$ in millions)                                        | 2016                           | 2015    | 2016                         | 2015    |
| Original issue discount amortization (a)                | \$(18 )                        | \$(15 ) | \$(36 )                      | \$(29 ) |
| Net impact of the funds-transfer pricing methodology    | (6 )                           | 26      | (3 )                         | 30      |
| Other (including legacy mortgage net financing revenue) | 8                              | 8       | 16                           | 16      |

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|                                                            |         |         |         |         |
|------------------------------------------------------------|---------|---------|---------|---------|
| Total net financing (loss) revenue for Corporate and Other | \$(16 ) | \$19    | \$(23 ) | \$17    |
| Outstanding original issue discount balance                | \$1,367 | \$1,416 | \$1,367 | \$1,416 |

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

81

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Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents the scheduled remaining amortization of the original issue discount at June 30, 2016.

| Year ended December 31, (\$ in millions) | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 and thereafter | Total |
|------------------------------------------|------|------|------|------|------|---------------------|-------|
|                                          |      |      |      |      |      | (a)                 |       |

Original issue discount

Outstanding balance \$1,327 \$1,239 \$1,139 \$1,102 \$1,065 \$ 1,024

Total amortization (b) 40 88 100 37 37 1,065 \$1,367

(a) The maximum annual scheduled amortization for any individual year is \$158 million in 2030.

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

Loss from continuing operations before income tax expense for Corporate and Other was \$18 million and \$21 million for the three months and six months ended June 30, 2016, respectively, compared to \$132 million and \$252 million for the three months and six months ended June 30, 2015, respectively. The decreases in loss for the three months and six months ended June 30, 2016, were primarily due to decreases in loss on extinguishment of debt due to debt tender offers in 2015. The decreases were partially offset by an increase in other interest expense due to an increase in interest on deposits resulting from deposit growth and a decrease in gain on mortgage and automotive loans due to sales of legacy TDR mortgage loans in 2015.

Other interest expense was \$87 million and \$168 million for the three months and six months ended, respectively, compared to \$56 million and \$137 million for the three months and six months ended June 30, 2015, respectively. The increases were primarily due to an increase in interest on deposits resulting from deposit growth.

We recognized a net loss on mortgage and automotive loans of \$2 million and \$6 million for the three months and six months ended June 30, 2016, respectively, compared to a net gain of \$7 million and \$68 million for the three months and six months ended June 30, 2015, respectively. The decreases in gain were primarily due to nonrecurring sales of legacy TDR mortgage loans in 2015, which totaled \$614 million of unpaid principal balance.

Loss on extinguishment of debt was \$0 million and \$4 million for the three months and six months ended June 30, 2016, respectively, compared to \$156 million and \$354 million for the three months and six months ended June 30, 2015. The decreases in loss were due to nonrecurring debt tender offers in 2015. During the first quarter of 2015, we completed tender offers to buy back \$950 million of our high-coupon debt, resulting in a total loss on extinguishment of debt of \$197 million related to these transactions. During the second quarter of 2015, we completed a tender offer to buy back \$875 million of our high-coupon debt, resulting in a total loss on extinguishment of debt of \$148 million. Total assets were \$27.4 billion as of June 30, 2016, compared to \$27.7 billion as of June 30, 2015. The decline was primarily the result of the continued runoff of our legacy mortgage portfolio, offset by \$298 million in net assets of TradeKing as of June 30, 2016. At June 30, 2016, the gross carrying value of the legacy mortgage portfolio was \$3.1 billion, compared to \$3.6 billion at June 30, 2015.

## Cash and Securities

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

| (\$ in millions)                   | June 30, December 31, |          |
|------------------------------------|-----------------------|----------|
|                                    | 2016                  | 2015     |
| Cash                               |                       |          |
| Noninterest-bearing cash           | \$1,395               | \$ 1,829 |
| Interest-bearing cash              | 2,937                 | 3,232    |
| Total cash                         | 4,332                 | 5,061    |
| Available-for-sale securities      |                       |          |
| Debt securities                    |                       |          |
| U.S. Treasury and federal agencies | 258                   | 1,472    |

|                                        |          |           |
|----------------------------------------|----------|-----------|
| U.S. States and political subdivisions | 15       | 18        |
| Mortgage-backed                        | 12,484   | 10,153    |
| Asset-backed                           | 1,669    | 1,749     |
| Total debt securities                  | 14,426   | 13,392    |
| Total available-for-sale securities    | 14,426   | 13,392    |
| Total held-to-maturity securities      | 579      | —         |
| Total cash and securities              | \$19,337 | \$ 18,453 |

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Risk Management

Managing the risk/reward trade-off is a fundamental component of operating our businesses. Our risk management program is overseen by the Ally Board of Directors (the Board), various risk committees, the executive leadership team, and our associates. The Risk and Compliance Committee of the Board, together with the Board, sets the risk appetite across our company while the risk committees, executive leadership team, and our associates identify and monitor current and emerging risks and manage those risks to be within our risk appetite. Ally's primary types of risk include credit, lease residual, market, operational, insurance/underwriting, and liquidity. For more information on our risk management process, refer to the Risk Management MD&A section of our Annual Consolidated Financial Statements.

## Loan and Lease Exposure

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

| (\$ in millions)                          | June 30,<br>2016 | December 31,<br>2015 |
|-------------------------------------------|------------------|----------------------|
| Finance receivables and loans             |                  |                      |
| Automotive Finance                        | \$98,532         | \$ 99,187            |
| Mortgage Finance                          | 8,009            | 6,413                |
| Corporate Finance                         | 2,976            | 2,568                |
| Corporate and Other (a)                   | 3,136            | 3,432                |
| Total finance receivables and loans       | 112,653          | 111,600              |
| Loans held-for-sale                       |                  |                      |
| Corporate Finance                         | 15               | 105                  |
| Total on-balance sheet loans              | 112,668          | 111,705              |
| Off-balance sheet securitized loans       |                  |                      |
| Automotive Finance (b)                    | 3,220            | 2,529                |
| Total off-balance sheet securitized loans | 3,220            | 2,529                |
| Operating lease assets                    |                  |                      |
| Automotive Finance                        | 13,755           | 16,271               |
| Total operating lease assets              | 13,755           | 16,271               |
| Total loan and lease exposure             | \$129,643        | \$ 130,505           |
| Serviced loans and leases                 |                  |                      |
| Automotive Finance (c)                    | \$119,270        | \$ 119,808           |
| Mortgage Finance                          | 8,009            | 6,413                |
| Corporate Finance                         | 2,760            | 2,532                |
| Corporate and Other                       | 3,075            | 3,360                |
| Total serviced loans and leases           | \$133,114        | \$ 132,113           |

(a) Includes \$3.1 billion and \$3.4 billion of consumer mortgage loans in our Mortgage — Legacy portfolio at June 30, 2016, and December 31, 2015, respectively.

(b) Represents the current unpaid principal balance of outstanding loans based on our customary representation and warranty provisions.

(c) Includes \$4.1 billion and \$2.3 billion of off-balance sheet whole-loan sales at June 30, 2016, and December 31, 2015, respectively.

The risks inherent in our loan and lease exposures are largely driven by changes in the overall economy, used vehicle and housing price levels, unemployment levels, and their impact to our borrowers. The potential financial statement impact of these exposures varies depending on the accounting classification and future expected disposition strategy. We retain the majority of our automotive loans as they complement our core business model, but we do sell loans from time to time on an opportunistic basis. We ultimately manage the associated risks based on the underlying

economics of the exposure.

Over the past year, we have experienced growth in our consumer retail automotive loan portfolio and a significant reduction in lease originations. This shift in our portfolio mix has contributed to an increase in provision expense for loan losses. Consumer lease residuals are not included in the allowance for loan losses as changes in the expected residual values on consumer leases are included in depreciation expense over the remaining life of the lease. However, our risk to future fluctuations in used vehicle prices has diminished as our lease assets have declined materially and will continue to decline as the number of leases terminating currently is significantly larger than the number of new leases being originated. All leases are exposed to potential reductions in used vehicle prices, while only those loans that default, and where we take possession of the vehicle, are affected by potential reductions in used vehicle prices. Operating lease assets decreased \$2.5 billion to \$13.8 billion at June 30, 2016, from \$16.3 billion at December 31, 2015.

Table of Contents

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

Credit Risk Management

Credit risk is defined as the potential failure to receive payments due from an obligor in accordance with contractual obligations. Therefore, credit risk is a major source of potential economic loss to us. Credit risk is monitored by several groups and functions throughout the organization, including enterprise and line of business committees and the risk management function. Together, they oversee the credit decisioning and management processes, and monitor credit risk exposures to ensure they are managed in a safe-and-sound manner and are within our risk appetite. In addition, our Loan Review Group provides an independent assessment of the quality of our credit portfolios and credit risk management practices, and directly reports its findings to the Risk and Compliance Committee of the Board on a regular basis.

To mitigate risk, we have implemented specific policies and practices across all lines of business, utilizing both qualitative and quantitative analyses. This reflects our commitment to maintain an independent and ongoing assessment of credit risk and credit quality. Our policies require an objective and timely assessment of the overall quality of the consumer and commercial loan and lease portfolios. This includes the identification of relevant trends that affect the collectability of the portfolios, segments of the portfolios that are potential problem areas, loans and leases with potential credit weaknesses, and the assessment of the adequacy of internal credit risk policies and procedures to monitor compliance with relevant laws and regulations. Our consumer and commercial loan and lease portfolios are subject to regular stress tests that are based on plausible, but unexpected, economic scenarios to ensure that we can withstand a severe economic downturn. In addition, we establish and maintain underwriting policies and volume based limits across our portfolios and higher risk segments (e.g., nonprime) in support of our risk appetite. We manage credit risk based on the risk profile of the borrower, the source of repayment, the underlying collateral, and current market conditions. We monitor the credit risk profile of individual borrowers and the aggregate portfolio of borrowers either within a designated geographic region or a particular product or industry segment. We perform quarterly analyses of the consumer automotive, consumer mortgage, and commercial portfolios using a range of indicators to assess the adequacy of the allowance for loan losses based on historical and current trends. Refer to Note 7 to the Condensed Consolidated Financial Statements for additional information.

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

Furthermore, we manage our counterparty credit exposure based on the risk profile of the counterparty. Within our policies, we have established standards and requirements for managing counterparty risk exposures in a safe-and-sound manner. Counterparty credit risk is derived from multiple exposure types, including derivatives, securities trading, securities financing transactions, financial futures, cash balances (e.g., due from depository institutions, restricted accounts, and cash equivalents), and investment in debt securities. For more information on derivative counterparty credit risk, refer to Note 20 to the Condensed Consolidated Financial Statements.

We closely monitor macro-economic trends given the nature of our business and the potential impacts on our credit risk. During the three months and six months ended June 30, 2016, the U.S. economy continued to expand. The labor market recovered further during the period, with nonfarm payrolls increasing and the annual unemployment rate falling to 4.9% as of June 30, 2016. Within the U.S. automotive market, new light vehicle sales flattened, resulting in a 17.1 million annual pace for the three months ended June 30, 2016.

On-balance Sheet Portfolio

Our on-balance sheet portfolio includes both finance receivables and loans and loans held-for-sale. At June 30, 2016, this primarily included \$98.5 billion of automotive finance receivables and loans and \$11.1 billion of mortgage finance receivables and loans. Our ongoing Mortgage Finance operations are limited to the management of our held-for-investment mortgage loan portfolio. During the three months and six months ended June 30, 2016, we continued to execute bulk purchases of high-quality jumbo and LMI mortgage loans.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents our total on-balance sheet consumer and commercial finance receivables and loans.

| (\$ in millions)                    | Outstanding   |                   | Nonperforming (a) |                   | Accruing past due 90 days or more |                   |
|-------------------------------------|---------------|-------------------|-------------------|-------------------|-----------------------------------|-------------------|
|                                     | June 30, 2016 | December 31, 2015 | June 30, 2016     | December 31, 2015 | June 30, 2016                     | December 31, 2015 |
| Consumer                            |               |                   |                   |                   |                                   |                   |
| Finance receivables and loans       |               |                   |                   |                   |                                   |                   |
| Loans at gross carrying value       | \$74,365      | \$74,065          | \$612             | \$603             | \$—                               | \$—               |
| Loans at fair value                 | —             | —                 | —                 | —                 | —                                 | —                 |
| Total finance receivables and loans | 74,365        | 74,065            | 612               | 603               | —                                 | —                 |
| Loans held-for-sale                 | —             | —                 | —                 | —                 | —                                 | —                 |
| Total consumer loans (b)            | 74,365        | 74,065            | 612               | 603               | —                                 | —                 |
| Commercial                          |               |                   |                   |                   |                                   |                   |
| Finance receivables and loans       |               |                   |                   |                   |                                   |                   |
| Loans at gross carrying value       | 38,288        | 37,535            | 122               | 77                | —                                 | —                 |
| Loans held-for-sale                 | 15            | 105               | —                 | —                 | —                                 | —                 |
| Total commercial loans              | 38,303        | 37,640            | 122               | 77                | —                                 | —                 |
| Total on-balance sheet loans        | \$112,668     | \$111,705         | \$734             | \$680             | \$—                               | \$—               |

(a) Includes nonaccrual TDR loans of \$269 million and \$277 million at June 30, 2016, and December 31, 2015, respectively.

(b) Includes outstanding CSG loans of \$6.2 billion at both June 30, 2016, and December 31, 2015, and RV loans of \$1.6 billion and \$1.5 billion at June 30, 2016, and December 31, 2015, respectively.

Total on-balance sheet loans outstanding at June 30, 2016, increased \$963 million to \$112.7 billion from December 31, 2015, reflecting an increase of \$663 million in the commercial portfolio and an increase of \$300 million in the consumer portfolio. The increase in commercial on-balance sheet loans outstanding was primarily driven by the growth in our Corporate Finance portfolio in line with our business strategy. The increase in consumer on-balance sheet loans was primarily driven by the execution of bulk purchases of high-quality jumbo and LMI mortgage loans totaling \$2.4 billion during the six months ended June 30, 2016.

Total TDRs outstanding at June 30, 2016, increased \$19 million to \$644 million from December 31, 2015. Refer to Note 7 to the Condensed Consolidated Financial Statements for additional information.

Total nonperforming loans at June 30, 2016, increased \$54 million to \$734 million from December 31, 2015, reflecting an increase of \$45 million of commercial nonperforming loans and an increase of \$9 million of consumer nonperforming loans. The increase in total nonperforming loans from December 31, 2015, was primarily due to the downgrade of three accounts within the commercial and industrial portfolio. Nonperforming loans include finance receivables and loans on nonaccrual status when the principal or interest has been delinquent for 90 days or when full collection is determined not to be probable. Refer to Note 1 to the Annual Consolidated Financial Statements for additional information.

The following table includes consumer and commercial net charge-offs from finance receivables and loans at gross carrying value and related ratios.

| (\$ in millions) | Three months ended June 30,  |       |                       |       | Six months ended June 30,    |       |                           |       |
|------------------|------------------------------|-------|-----------------------|-------|------------------------------|-------|---------------------------|-------|
|                  | Net charge-offs (recoveries) |       | Net charge-off ratios |       | Net charge-offs (recoveries) |       | Net charge-off ratios (a) |       |
|                  | 2016                         | 2015  | 2016                  | 2015  | 2016                         | 2015  | 2016                      | 2015  |
| Consumer         | \$152                        | \$100 | 0.8 %                 | 0.6 % | \$331                        | \$251 | 0.9 %                     | 0.8 % |
| Commercial       | —                            | —     | —                     | —     | —                            | (1 )  | —                         | —     |

|                                                             |       |       |     |   |     |   |       |       |     |   |     |   |
|-------------------------------------------------------------|-------|-------|-----|---|-----|---|-------|-------|-----|---|-----|---|
| Total finance receivables and loans at gross carrying value | \$152 | \$100 | 0.5 | % | 0.4 | % | \$331 | \$250 | 0.6 | % | 0.5 | % |
|-------------------------------------------------------------|-------|-------|-----|---|-----|---|-------|-------|-----|---|-----|---|

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

Net charge-offs were \$152 million and \$331 million for the three months and six months ended June 30, 2016, compared to \$100 million and \$250 million for the three months and six months ended June 30, 2015. The increases during the three months and six months ended June 30, 2016, were driven primarily by the change in our consumer automotive portfolio composition as we continued the execution of our underwriting strategy to originate assets across a broad risk spectrum.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The Consumer Credit Portfolio and Commercial Credit Portfolio discussions that follow relate to consumer and commercial finance receivables and loans recorded at gross carrying value. Finance receivables and loans recorded at gross carrying value have an associated allowance for loan losses.

**Consumer Credit Portfolio**

During the three months and six months ended June 30, 2016, the credit performance of the consumer portfolio remained strong and reflects both the continued execution of our underwriting strategy to originate consumer automotive assets across a broad risk spectrum, including higher LTV, used, nonprime, extended term, Growth, and nonsubvented finance receivables and loans and our continued execution of bulk purchases of high-quality jumbo and LMI mortgage loans. For information on our consumer credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Annual Consolidated Financial Statements.

The following table includes consumer finance receivables and loans recorded at gross carrying value.

|                                              | Outstanding   |                   | Nonperforming (a) |                   | Accruing past due 90 days or more |                   |
|----------------------------------------------|---------------|-------------------|-------------------|-------------------|-----------------------------------|-------------------|
| (\$ in millions)                             | June 30, 2016 | December 31, 2015 | June 30, 2016     | December 31, 2015 | June 30, 2016                     | December 31, 2015 |
| Consumer automotive (b) (c)                  | \$63,281      | \$ 64,292         | \$ 505            | \$ 475            | \$ —                              | \$ —              |
| Consumer mortgage                            |               |                   |                   |                   |                                   |                   |
| Mortgage Finance                             | 8,009         | 6,413             | 12                | 15                | —                                 | —                 |
| Mortgage — Legacy                            | 3,075         | 3,360             | 95                | 113               | —                                 | —                 |
| Total consumer finance receivables and loans | \$74,365      | \$ 74,065         | \$ 612            | \$ 603            | \$ —                              | \$ —              |

(a) Includes nonaccrual TDR loans of \$227 million and \$233 million at June 30, 2016, and December 31, 2015, respectively.

Includes \$88 million and \$66 million of fair value adjustment for loans in hedge accounting relationships at (b) June 30, 2016, and December 31, 2015, respectively. Refer to Note 20 to the Condensed Consolidated Financial Statements for additional information.

(c) Includes outstanding CSG loans of \$6.2 billion at both June 30, 2016, and December 31, 2015, and RV loans of \$1.6 billion and \$1.5 billion at June 30, 2016, and December 31, 2015.

Total consumer outstanding finance receivables and loans increased \$300 million at June 30, 2016, compared with December 31, 2015. The increase in consumer mortgage finance receivables and loans was primarily due to growth in the Mortgage Finance portfolio due to the execution of bulk loan purchases, which outpaced total consumer mortgage portfolio runoff. The decrease in consumer automotive finance receivables and loans was primarily related to the completion of \$4.2 billion in loan sales and securitizations of higher quality prime assets, largely offset by our loan originations, which outpaced portfolio runoff.

Total consumer nonperforming finance receivables and loans at June 30, 2016, increased \$9 million to \$612 million from December 31, 2015, reflecting an increase of \$30 million of consumer automotive finance receivables and loans and a decrease of \$21 million of consumer mortgage nonperforming finance receivables and loans. The increase in nonperforming consumer automotive finance receivables and loans was primarily due to the change in our portfolio composition as we continued the execution of our underwriting strategy to expand our originations across a broad risk spectrum. The decrease in nonperforming consumer mortgage finance receivables and loans was primarily due to fewer accounts deteriorating into nonperforming status due to continued improvement in the macroeconomic environment, and the liquidation of certain nonperforming accounts. Refer to Note 7 to the Condensed Consolidated Financial Statements for additional information. Nonperforming consumer finance receivables and loans as a percentage of total outstanding consumer finance receivables and loans were 0.8% at both June 30, 2016, and December 31, 2015.

Consumer automotive loans accruing and past due 30 days or more decreased \$243 million to \$1.6 billion at June 30, 2016, compared with December 31, 2015, primarily resulting from seasonality but also due to our collections efforts

(e.g., customer contact strategies and tools such as email, text messaging and chat as well as loan extensions and rewrites).

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table includes consumer net charge-offs from finance receivables and loans at gross carrying value and related ratios.

| (\$ in millions)                             | Three months ended June 30, |       |                       |      |      |      | Six months ended June 30, |       |                       |      |      |      |
|----------------------------------------------|-----------------------------|-------|-----------------------|------|------|------|---------------------------|-------|-----------------------|------|------|------|
|                                              | Net charge-offs             |       | Net charge-off ratios |      |      |      | Net charge-offs           |       | Net charge-off ratios |      |      |      |
|                                              | 2016                        | 2015  | 2016                  | 2015 | 2016 | 2015 | 2016                      | 2015  | 2016                  | 2015 | 2016 | 2015 |
| Consumer automotive                          | \$148                       | \$96  | 0.9                   | %    | 0.6  | %    | \$321                     | \$228 | 1.0                   | %    | 0.8  | %    |
| Consumer mortgage                            |                             |       |                       |      |      |      |                           |       |                       |      |      |      |
| Mortgage Finance                             | —                           | —     | —                     |      | —    |      | —                         | 1     | —                     |      | 0.1  |      |
| Mortgage — Legacy                            | 4                           | 4     | 0.5                   |      | 0.4  |      | 10                        | 22    | 0.6                   |      | 1.2  |      |
| Total consumer finance receivables and loans | \$152                       | \$100 | 0.8                   | %    | 0.6  | %    | \$331                     | \$251 | 0.9                   | %    | 0.8  | %    |

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

Our net charge-offs from total consumer finance receivables and loans were \$152 million and \$331 million for the three months and six months ended June 30, 2016, compared to \$100 million and \$251 million for the three months and six months ended June 30, 2015. The increases during the three months and six months ended June 30, 2016, were driven primarily by the change in our automotive portfolio composition as we continued the execution of our underwriting strategy to originate consumer automotive assets across a broad risk spectrum.

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

| (\$ in millions)                 | Three months ended June 30, |         | Six months ended June 30, |          |
|----------------------------------|-----------------------------|---------|---------------------------|----------|
|                                  | 2016                        | 2015    | 2016                      | 2015     |
| Consumer automotive (a)          | \$8,516                     | \$9,843 | \$16,724                  | \$18,044 |
| Consumer mortgage                | 3                           | —       | 7                         | —        |
| Total consumer loan originations | \$8,519                     | \$9,843 | \$16,731                  | \$18,044 |

(a) Includes \$1.2 billion of loans originated as held-for-sale during the first quarter of 2015.

The following table shows the percentage of total consumer finance receivables and loans recorded at gross carrying value by state concentration. Total automotive loans were \$63.3 billion and \$64.3 billion at June 30, 2016, and December 31, 2015, respectively. Total mortgage and home equity loans were \$11.1 billion and \$9.8 billion at June 30, 2016, and December 31, 2015, respectively.

|                | June 30, 2016 (a)   |                   | December 31, 2015   |                   |
|----------------|---------------------|-------------------|---------------------|-------------------|
|                | Consumer automotive | Consumer mortgage | Consumer automotive | Consumer mortgage |
| Texas          | 13.7 %              | 6.4 %             | 13.7 %              | 6.2 %             |
| California     | 7.6                 | 34.4              | 7.3                 | 33.6              |
| Florida        | 8.0                 | 4.1               | 7.7                 | 4.1               |
| Pennsylvania   | 4.8                 | 1.5               | 5.0                 | 1.5               |
| Illinois       | 4.3                 | 3.5               | 4.4                 | 4.1               |
| Georgia        | 4.4                 | 2.2               | 4.4                 | 2.2               |
| North Carolina | 3.6                 | 1.6               | 3.6                 | 1.8               |
| Ohio           | 3.6                 | 0.5               | 3.7                 | 0.6               |
| New York       | 3.3                 | 1.8               | 3.5                 | 1.9               |
| Michigan       | 2.8                 | 2.0               | 3.1                 | 2.4               |

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|                      |        |         |        |         |
|----------------------|--------|---------|--------|---------|
| Other United States  | 43.9   | 42.0    | 43.6   | 41.6    |
| Total consumer loans | 100.0% | 100.0 % | 100.0% | 100.0 % |

(a) Presentation is in descending order as a percentage of total consumer finance receivables and loans at June 30, 2016.

We monitor our consumer loan portfolio for concentration risk across the geographies in which we lend. The highest concentrations of consumer loans are in Texas and California, which represented an aggregate of 24.2% and 23.5% of our total outstanding consumer finance receivables and loans at June 30, 2016, and December 31, 2015, respectively.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

## Reposessed and Foreclosed Assets

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

Reposessed consumer automotive loan assets in our Automotive Finance operations at June 30, 2016, decreased \$4 million to \$118 million from December 31, 2015. Foreclosed mortgage assets at June 30, 2016, decreased \$1 million to \$9 million from December 31, 2015.

## Commercial Credit Portfolio

During the three months and six months ended June 30, 2016, the credit performance of the commercial portfolio remained strong, as nonperforming finance receivables and loans remained low and no net charge-offs were realized. For information on our commercial credit risk practices and policies regarding delinquencies, nonperforming status, and charge-offs, refer to Note 1 to the Annual Consolidated Financial Statements.

The following table includes total commercial finance receivables and loans reported at gross carrying value.

| (\$ in millions)                               | Outstanding   |                   | Nonperforming (a) |                   | Accruing past due 90 days or more |                   |
|------------------------------------------------|---------------|-------------------|-------------------|-------------------|-----------------------------------|-------------------|
|                                                | June 30, 2016 | December 31, 2015 | June 30, 2016     | December 31, 2015 | June 30, 2016                     | December 31, 2015 |
| Commercial and industrial                      |               |                   |                   |                   |                                   |                   |
| Automotive                                     | \$31,640      | \$ 31,469         | \$ 51             | \$ 25             | \$ —                              | \$ —              |
| Other (b)                                      | 3,037         | 2,640             | 64                | 44                | —                                 | —                 |
| Commercial real estate — Automotive            | 3,611         | 3,426             | 7                 | 8                 | —                                 | —                 |
| Total commercial finance receivables and loans | \$38,288      | \$ 37,535         | \$ 122            | \$ 77             | \$ —                              | \$ —              |

(a) Includes nonaccrual TDR loans of \$42 million and \$44 million at June 30, 2016, and December 31, 2015, respectively.

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

Total commercial finance receivables and loans outstanding increased \$753 million from December 31, 2015, to \$38.3 billion at June 30, 2016. The increase was primarily due to growth in our Corporate Finance portfolio in line with our business strategy, as well as the ongoing demand for automotive dealer term loans and growth of wholesale floorplan finance receivables.

Total commercial nonperforming finance receivables and loans were \$122 million at June 30, 2016, reflecting an increase of \$45 million when compared to December 31, 2015. The increase was primarily due to the downgrade of three accounts within the commercial and industrial portfolio. However, nonperforming commercial finance receivables and loans as a percentage of outstanding commercial finance receivables and loans remained stable at 0.3% at June 30, 2016, compared to 0.2% at December 31, 2015.

The following table includes total commercial net charge-offs from finance receivables and loans at gross carrying value and related ratios.

| (\$ in millions)          | Three months ended June 30, |                                 | Six months ended June 30,   |                                 |
|---------------------------|-----------------------------|---------------------------------|-----------------------------|---------------------------------|
|                           | Net charge-off (recoveries) | Net charge-off (recoveries) (a) | Net charge-off (recoveries) | Net charge-off (recoveries) (a) |
|                           | 2016                        | 2015                            | 2016                        | 2015                            |
| Commercial and industrial | \$ —                        | \$ —                            | \$ —                        | \$ —                            |
| Automotive                | \$ 1                        | \$ —                            | \$ —                        | \$ —                            |

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Other  $\frac{—(1)}{—(0.1)} \frac{—(1)}{—(0.1)}$   
 Total commercial finance receivables and loans  $\frac{\$—}{\%—} \frac{\%}{\%} \frac{\$—(1)}{\%—} \frac{\%}{\%}$

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

Commercial Real Estate

The commercial real estate portfolio consists of finance receivables and loans issued primarily to automotive dealers. Commercial real estate finance receivables and loans were \$3.6 billion and \$3.4 billion at June 30, 2016, and December 31, 2015, respectively.

Table of Contents

## Management's Discussion and Analysis

## Ally Financial Inc. • Form 10-Q

The following table presents the percentage of total commercial real estate finance receivables and loans by state concentration. These finance receivables and loans are reported at gross carrying value.

|                                                            | June 30, December 31, |         |   |  |
|------------------------------------------------------------|-----------------------|---------|---|--|
|                                                            | 2016                  | 2015    |   |  |
| Texas                                                      | 17.3                  | % 17.7  | % |  |
| Florida                                                    | 10.3                  | 10.0    |   |  |
| California                                                 | 8.1                   | 8.7     |   |  |
| Michigan                                                   | 7.7                   | 8.9     |   |  |
| New Jersey                                                 | 4.5                   | 2.1     |   |  |
| Georgia                                                    | 3.7                   | 3.6     |   |  |
| North Carolina                                             | 3.6                   | 3.8     |   |  |
| Pennsylvania                                               | 3.4                   | 3.4     |   |  |
| New York                                                   | 2.7                   | 3.1     |   |  |
| South Carolina                                             | 2.7                   | 2.2     |   |  |
| Other United States                                        | 36.0                  | 36.5    |   |  |
| Total commercial real estate finance receivables and loans | 100.0                 | % 100.0 | % |  |

## Commercial Criticized Exposure

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

The following table presents the percentage of total commercial criticized finance receivables and loans by industry concentrations. These finance receivables and loans within our automotive and Corporate Finance portfolios are reported at gross carrying value.

|                                                           | June 30, December 31, |         |   |  |
|-----------------------------------------------------------|-----------------------|---------|---|--|
|                                                           | 2016                  | 2015    |   |  |
| Industry                                                  |                       |         |   |  |
| Automotive                                                | 78.7                  | % 80.5  | % |  |
| Manufacturing                                             | 8.2                   | 7.8     |   |  |
| Services                                                  | 5.0                   | 5.3     |   |  |
| Other                                                     | 8.1                   | 6.4     |   |  |
| Total commercial criticized finance receivables and loans | 100.0                 | % 100.0 | % |  |

Total criticized exposures increased \$316 million from December 31, 2015, to \$2.9 billion at June 30, 2016. The increase was primarily due to the overall growth of the Corporate Finance portfolio and the downgrade of one account within the commercial automotive portfolio.

Table of Contents

Management's Discussion and Analysis

Ally Financial Inc. • Form 10-Q

Allowance for Loan Losses

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

| Three months ended June 30, 2016 (\$ in millions) | Consumer automotive | Consumer mortgage | Consumer Total | Commercial | Commercial Total |
|---------------------------------------------------|---------------------|-------------------|----------------|------------|------------------|
| Allowance at April 1, 2016                        | \$ 850              | \$ 115            | \$ 965         | \$ 112     | \$1,077          |
| Charge-offs                                       | (227 )              | (9 )              | (236 )         | (1 )       | (237 )           |
| Recoveries                                        | 79                  | 5                 | 84             | 1          | 85               |
| Net charge-offs                                   | (148 )              | (4 )              | (152 )         | —          | (152 )           |
| Provision for loan losses                         | 168                 | (2 )              | 166            | 6          | 172              |
| Other (a)                                         |                     |                   |                |            |                  |