Ally Bank
Resolution Plan

Public Section
December 31, 2015

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A. The names of Material Entities

Under regulations adopted by the Federal Deposit Insurance Corporation ("FDIC") to complement the Resolution Plan requirements of The Dodd–Frank Wall Street Reform and Consumer Protection Act ("IDI Rule"), a "Material Entity" is any company that is significant to the activities of a "Critical Service" or "Core Business Line." 12 C.F.R. § 360.10(b)(8). For these purposes, a Critical Service is a service or operation of Ally Bank, such as servicing, information technology support and operations, human resources ("HR") and personnel, that is necessary to continue Ally Bank's day-to-day operations. *See id*. § 360.10(b)(5). Similarly, the FDIC's definition of the term "Core Business Line" for purposes of the IDI Rule is a business line, including associated operations, services, functions, and support, the failure of which, in Ally Bank's view, would result in a material loss of revenue, profit, or franchise value. *See id.* § 360.10(b)(3).

Based on the criteria set forth in the definitions of these terms, Ally Bank identified five Material Entities using a number of metrics, including assets, liabilities, and capital; revenues and expenses; organizational significance; and staffing levels. The following table lists Ally Bank's Material Entities under the headings of "Material Operating Entities" and "Material Staffing Entities."

Covered Company	Material Operating Entities	Material Staffing Entities
Ally Bank	**Ally Financial Inc.** **Ally Bank** (FDIC-insured U.S. bank) **Ally Servicing LLC** (Auto accounts servicer)	**AFI US LLC** (Staffing entity for AFI) **GMAC Wholesale Mortgage Corp.** (Staffing entity for Ally Bank)

Despite its name, GMAC Wholesale Mortgage Corp. ("GMAC Wholesale") does not operate as a business entity in the mortgage market. On or before January 1, 2016, Ally intends to move all of GMAC Wholesale's employees to Ally Bank. Following this transfer, GMAC Wholesale will have no further impact on Ally Bank's resolution. Ally will then pursue the dissolution of GMAC Wholesale under state law in the ordinary course of business. In the event Ally Bank fails prior to this transfer, GMAC Wholesale's employees will be transferred to Ally Bank during the Runway Period. Similarly, on or before January 1, 2016, Ally intends to move all of AFI US LLC's employees to Ally Financial. Following this transfer, AFI US LLC will have no further impact on AFI's resolution. Ally will then pursue the dissolution of AFI US LLC under state law in the ordinary course of business. In addition, under the resolution plan for AFI, if Ally Bank were to enter into resolution before this transfer takes place, AFI US LLC will transfer all of its employees to AFI during the Runway Period.

As part of Ally's ongoing resolution planning process, this list of Ally Bank's Material Entities is subject to ongoing evaluation and updates.

B. Description of Core Business Lines

Ally Bank has two businesses that meet the FDIC's definition of Core Business Lines: Automotive Finance and Direct Banking. Other Ally Bank business lines did not meet the criteria necessary to be classified as a Core Business Line. As used in this Resolution Plan, the term, "Ally" means AFI, together with its consolidated subsidiaries, including Ally Bank.

Each Core Business Line involves one or more of the Material Entities identified in Section A of this Public Section. As part of Ally Bank's ongoing resolution planning process, this list of Ally Bank's Core Business Lines will be subject to ongoing evaluation and updates.

Direct Banking

Ally Bank raises deposits directly from customers through its Direct Banking Core Business Line via the internet, telephone, mobile, and mail channels. Ally Bank's deposit product offerings include certificates of deposit ("CDs"), savings accounts, money market accounts ("MMAs"), interest checking, and individual retirement account ("IRA") deposit products, as well as an online checking product. Ally Bank has established a retail banking franchise that is based on a promise of being straightforward, easy to use, and customer-service oriented. Ally Bank's products and services are designed to develop long-term customer relationships and capitalize on the shift in consumer preference away from branch banking in favor of direct banking.

At December 31, 2014, Ally Bank had $57.9 billion of total external deposits, including $48.0 billion of retail deposits. The growth of Ally Bank’s retail base from $7.2 billion at the end of 2008 to $48.0 billion at December 31, 2014, has enabled Ally to reduce its cost of funds during that period. The growth in deposits is primarily attributable to Ally Bank’s retail deposits while its brokered deposits have remained at historical levels. Strong retention rates, reflecting the strength of the franchise, have materially contributed to Ally Bank’s growth in retail deposits.

Automotive Finance

The automotive finance business that resides within Ally Bank and in AFI comprises the Automotive Finance Core Business Line. A majority of the business generated by the Automotive Finance Core Business Line is conducted with or through GM and Chrysler franchised dealers, which are independently owned businesses, and their retail customers. Vehicle finance products include financing solutions for automotive dealerships, (e.g., dealer floorplan loans, real estate loans, and working capital loans) and serving consumers through purchasing from dealers consumer RISCs and leases for new and used vehicles.

Ally Bank's automotive finance operations consist of business generated exclusively in the United States. Ally Bank's Automotive Finance Core Business Line had $79.6 billion of assets at December 31, 2014 and generated $2.4 billion of total net revenue in 2014, excluding the funds transfer pricing liquidity premium. The business is focused on serving the needs of automotive dealerships and their retail consumers, expanding the number of overall dealer and automotive manufacturer relationships, and supporting dealer financing and underwriting functions. In addition, Ally Servicing LLC ("Ally Servicing") provides consumer asset servicing for Ally Bank's retail automotive portfolio. The extensive infrastructure and experience of Ally Servicing's operations are important to minimize credit losses and enable Ally Bank to deliver a favorable customer experience to both dealers and their retail customers. Automotive dealers are Automotive Finance Core Business Line's primary customers. The Automotive Finance Core Business Line's success as an automotive finance provider is driven by the consistent and broad range of products and services it offers to dealers and their retail customers. The Automotive Finance Core Business Line's growth strategy continues to focus on diversification by expanding into different products as well as broadening its network of dealer relationships.

Consumer Automotive Financing

Ally Bank's consumer automotive financing business is comprised of retail installment sales contracts (RISCs) for new and used vehicles and leases for new vehicles. During 2014, Ally Bank acquired approximately 954,000 RISCs and leases totaling approximately $28.1 billion. Ally Bank's consumer automotive financing business generates revenue through financing and leasing payments made by customers on RISCs and leases.

Commercial Automotive Financing

At December 31, 2014, Ally Bank's net commercial automotive assets were approximately $33.2 billion. Ally Bank's commercial automotive financing operations primarily consist of dealer floorplan loans and non-floorplan loans to dealers. For floorplan loans, Ally Bank finances dealership acquisitions of vehicle inventories (i.e., passenger cars, trucks and recreational vehicles) by extending discretionary demand secured lines of credit to the dealerships. These floorplan loans represent approximately 88.4% of the commercial portfolio at December 31, 2014. Each floorplan line of credit is secured by a first position perfected security interest in the vehicles financed by Ally Bank, and in some instances by other vehicle inventory owned by the dealership. Credit lines often also carry the personal guarantee of the dealer principal, others who have an ownership interest in the dealership, or of affiliated entities.

The remaining portion of the commercial portfolio is represented by non-floorplan commercial loans to dealers, which are primarily real estate loans. Real estate loans are term facilities and are available with either fixed or floating rates, with blended payments or principal plus interest payment options available. Working capital, revolving lines of credit and equipment loans are also offered but to a much lesser extent then real estate. Eligible borrowers generally include creditworthy new or used motor vehicle dealerships or their affiliated real estate holding companies that maintain favorable relationships with Ally. Ally Bank also aggressively monitors credit performance on an ongoing basis to ensure Ally Bank maintains a high quality portfolio that is in-line with the risk tolerances established by the Risk Committee of the Ally Bank Board of Directors.

Additional information related to Ally Bank's business can be found in AFI's '34 Act Reports, including AFI's Annual Report on Form 10-K for the period ended December 31, 2014 ("2014 Form 10-K"), AFI's Quarterly Report on Form 10-Q for March 31, 2015 ("1Q 2015 Form 10-Q"), AFI's Quarterly Report on Form 10-Q for the three months ended June 30, 2015 ("2Q 2015 Form 10-Q"), and AFI's Quarterly Report on Form 10-Q for the three months ended September 30, 2015 ("3Q 2015 Form 10-Q"), which are available at www.sec.gov and at www.ally.com/ about/investor/ sec-filings.

C. Consolidated Financial Information Regarding Assets, Liabilities, Capital and Liquidity

1. Consolidated Financial Information

Please refer to Exhibit 1 for Ally Bank's unaudited Condensed Consolidated Balance Sheet as of, or for the period ending, December 31, 2014.

2. Capital and Liquidity

Please refer to Exhibit 2 for Ally Bank's Liability and Capital Statement as of December 31, 2014.

a. Capital

Ally Bank is subject to risk-based capital and leverage guidelines issued by federal and state banking regulators that require that its capital-to-assets ratios meet certain minimum standards. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary action by regulators that, if imposed, could have a direct material effect on the consolidated financial statements or the results of operations and financial condition of Ally Bank. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Ally Bank must meet specific capital guidelines that involve quantitative measures of its assets and certain off-balance sheet items. Ally Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

b. Liquidity

Ally Bank raises deposits directly from customers through its Direct Banking Core Business Line via the internet, telephone, mobile devices, and mail channels. As of December 31, 2014, Ally Bank had $57.9 billion of total external deposits, including $48.0 billion of retail deposits.

As of December 31, 2014, Ally Bank maintained cash liquidity of $2.3 billion and unencumbered highly liquid U.S. federal government and U.S. agency securities of $5.8 billion. In addition, on December 31, 2014, Ally Bank had unused capacity in committed secured funding facilities of $0.3 billion. Ally Bank's ability to access this unused capacity depends on having eligible assets to collateralize the incremental funding and, in some instances, the execution of interest rate hedges. Ally Bank had total available liquidity of $7.8 billion on December 31, 2014, which excludes an intercompany loan from Ally Financial Inc. ("AFI") of $0.6 billion and a $3.0 billion unsecured committed contingency line with AFI.

D. Description of Derivative and Hedging Activities

Derivatives are instruments that derive their value from underlying asset prices, indices, reference rates, and other inputs, or a combination of these factors. Derivatives may be listed or traded on an exchange or they may be privately negotiated contracts, with the latter usually referred to as over-the-counter derivatives. Ally Bank may enter into interest-rate swaps and caps, foreign currency forwards, and economic return swaps to mitigate risk.

Interest Rate Risk

Ally Bank monitors its mix of fixed- and variable-rate assets and liabilities. When it is cost effective to do so, Ally Bank may enter into derivative transactions, including, but not limited to, interest-rate swaps and caps, in connection with its market risk management activities, either directly or through an affiliate. Ally Bank utilizes derivatives to manage interest-rate risk relating to specific groups of assets and liabilities, including retail automotive loan assets and debt.

Derivatives qualifying for hedge accounting consist of pay-fixed swaps designated as fair value hedges of specific portfolios of fixed-rate held-for-investment retail automotive loan assets and pay-fixed swaps designated as hedges of the expected future cash flows in the form of interest payments on certain outstanding variable-rate borrowings associated with Ally Bank secured debt.

Ally Bank also enters into economic hedges of its debt that do not qualify for hedge accounting. These hedges are intended to mitigate interest-rate risk. Typically, the significant terms of the interest-rate swaps match the significant terms of the underlying debt, resulting in an effective conversion of the rate of the related debt.

Foreign Currency Risk

Ally Bank enters into derivative financial instrument contracts to mitigate the risk associated with variability in cash flows related to its foreign-currency exposures. They include foreign currency forwards to economically hedge Canadian-dollar-denominated third party loans to U.S. customers. These forwards are recorded at fair value with changes recorded as income offsetting the gains and losses on the associated foreign-currency transactions.

Affiliate Risk

Ally Bank is counterparty to an affiliate, Ally Investment Management ("AIM"), for two economic return swaps. The first agreement transfers changes in the fair value of Ally Bank's consumer mortgage loans held-for-sale to AIM. The second agreement transfers the total economic return of all servicing related fees and expenses, including sub-servicing fees and representation and warranty expense.

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 derivatives is measured as the net replacement cost should the counterparties that owe Ally Bank 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.

To mitigate the risk of counterparty default, Ally Bank maintains collateral agreements with certain counterparties. The agreements require both parties to maintain collateral in the event the fair market values of the derivatives meet established thresholds. In the event that either party defaults on the obligation, the secured party may seize the collateral. Generally, Ally Bank's collateral arrangements are bilateral such that Ally Bank and the counterparty each post collateral for the value of its total obligation to the other party. Contractual terms provide for standard and customary exchanges of collateral based on changes in the market value of the outstanding derivatives. The securing party posts additional collateral when its obligation rises or removes collateral when it falls. Ally Bank also has unilateral collateral agreements whereby its counterparty is the only entity required to post collateral.

Finally, certain derivatives contain provisions that require Ally Bank to either post additional collateral or immediately settle any outstanding liability balances upon the occurrence of a specified credit risk-related event. Generally, when Ally Bank executes hedges or derivative transactions through an affiliate, Ally Bank posts collateral to the affiliate (or receives collateral posted by the affiliate) reflecting the corresponding collateral posted with or by the affiliate's counterparty in an offsetting transaction, as well as collateral required to comply with Sections 23A and 23B of the Federal Reserve Act ("FRA").

E. Memberships in Material Payment, Clearing and Settlement Systems

To facilitate its business, Ally Bank maintains memberships with and participates in certain payment, clearing, and settlement ("PCS") systems, which are also known as financial market utilities ("FMUs"). FMUs provide the infrastructure for transferring, clearing, and settling payments, securities, and other financial transactions among financial institutions. PCS systems permit Ally Bank to provide payment services to clients and customers, and to engage in derivatives transactions as needed to manage risk, secure funding, and meet the needs of its clients and customers. In this context, "membership" means that Ally Bank has direct access to these PCS systems.

Ally Bank uses AFI's membership in Society for Worldwide Interbank Financial Telecommunications ("SWIFT") to direct payments to be made from its accounts at its agent banks via SWIFT messages. As a privately operated co-operative, the relationship between the SWIFT organization and its members is governed by a common contract.

The following table lists the material PCS systems in which Ally Bank maintains a membership (Fedwire Funds and FedACH services) or has access to through AFI (SWIFT). PCS systems may be used via direct membership or indirect membership through other Ally entities, correspondent banks, custodians, or prime brokerages.

Direct Membership in Material PCS System (Ally Bank or its affiliates)

Type	PCS	Description of Services
Payment Systems	Fedwire Funds Service ("Fedwire Funds")	Electronic payment system for cash in the United States
Payment Systems	FedACH Services ("FedACH")	Electronic payment system for batched payment services and the electronic exchange of debit and credit transactions through the Automated Clearing House ("ACH") network
International Messaging Utility	The Society for Worldwide Interbank Financial Telecommunication ("SWIFT")	Telecommunication platform for the exchange of standardized financial messages between financial institutions, between financial institutions and market infrastructures, and between financial institutions and their corporate clients and customers

Indirect Membership in Material PCS System

Type	System	Description of Services
Clearing System	Chicago Mercantile Exchange (“CME”)	Provides clearing and settlement services for futures, options, and over-the-counter derivative products
Clearing System	The Depository Trust & Clearing Corporation (“DTCC”)	Central securities depository providing depository and book-entry services for eligible securities and other financial assets to its participants, which are principally banks and broker-dealers
Clearing System	Fedwire Securities Service (“Fedwire Securities”)	Conducts issuance, transfer, and settlement for all marketable Treasury securities, for many federal government agency and GSE securities, and for certain international organizations’ securities

F. Description of Non-U.S. Operations

Prior to May 2014, Ally Bank had not conducted any international operations. On May 1, 2014, AFI and IB Finance Holding Company, LLC (Ally Bank's direct parent company) contributed certain assets of Ally Commercial Finance LLC to Ally Bank as a contribution of capital, and Ally Bank assumed certain liabilities of Ally Commercial Finance LLC. Ally Commercial Finance LLC was the legal entity through which Ally's Commercial Finance Group traditionally provided senior-secured commercial-lending products to primarily U.S.-based middle market companies. As part of that transaction, the Commercial Finance Group changed its name to Ally Corporate Finance to more closely reflect its current business objectives and customer base. Ally Corporate Finance, which now operates as a division of Ally Bank, was moved into Ally Bank to diversify the Bank’s assets and earnings, provide Ally Bank with attractive risk-adjusted returns, and to enhance Ally Corporate Finance's competitive position in the market through access to stable, less expensive deposit funding. As a result of this transaction, Ally Bank, acting through its Ally Corporate Finance division, makes senior-secured commercial loans to primarily U.S. based middle market companies, together with a limited amount of Canadian-dollar-denominated loans to Canadian affiliates of its U.S. customers. Total Bank assets for Ally Corporate Finance were $1.7 billion at December 31, 2014, with forecast annual growth of 25% over the next three years.

G. Material Supervisory Authorities

Ally Bank and its parent, AFI, are subject to extensive regulation and supervision under U.S. federal and state banking laws.

Ally Bank

Ally Bank is a Utah state-chartered commercial nonmember bank, and a member of the FDIC. Ally Bank is supervised and examined by the FDIC's New York regional office, the Utah Department of Financial Institutions, and, for certain consumer protection purposes, the Consumer Financial Protection Bureau ("CFPB").

Holding Company Supervision

As a bank holding company and financial holding company under the Bank Holding Company Act ("BHC Act"), Ally Bank's parent, AFI, is subject to supervision and examination by the Board of

Governors of the Federal Reserve System ("Federal Reserve") through the Federal Reserve Bank of Chicago and, for certain consumer protection purposes, the CFPB. Under the system of “functional regulation” established by the BHC Act, the Federal Reserve serves as the primary regulator of the consolidated Ally organization, and coordinates with the primary regulators of Ally's U.S. non-bank subsidiaries with respect to the activities of those subsidiaries.

State Supervision

A number of states require AFI and Ally Bank to hold sales finance company licenses in connection with AFI's and Ally Bank's acquisitions of RISCs. Accordingly, AFI and Ally Bank are subject to examination by the state banking department or other applicable regulatory authority in connection with the activities authorized by and conducted pursuant to such licenses.

Additional information on Ally's supervision and regulation can be found in AFI's '34 Act Reports, including the sections on “Certain Regulatory Matters” and “Risks Related to Regulation” on pages 2-7 and 8-12, respectively, of the 2014 Form 10-K.

H. Identities of principal officers

Principal Officers of Ally Bank are as follows:

- **<u>Diane E. Morais, Chair, Chief Executive Officer, and President</u>**
  Diane Morais was named Chair, Chief Executive Officer, and President of Ally Bank in March 2015. Prior to that appointment, Morais was the Deposits and Line of Business Integration Executive for Ally Bank. In the latter role, she was responsible for overseeing the overall growth and profitability of the deposit business, including Ally Bank marketing strategies, customer experience, product and pricing optimization, customer contact centers, and back office operations.

- **<u>David P. Shevsky, Chief Risk Officer</u>**
  David Shevsky was named Chief Risk Officer for Ally Bank in June 2011. In this role, he is responsible for recommending and administering risk management policies, processes, and systems to ensure that the organization operates within stated risk-return characteristics. The position spans the entire organization and covers credit, market, and operational risk. Prior to becoming the Chief Risk Officer for Ally Bank, Shevsky was the AFI Loan Review Executive.

- **<u>James N. Young, Chief Financial Officer</u>**
  James Young has served as Chief Financial Officer of Ally Bank since August of 2013. Previously Young served as Chief Financial Executive of Ally Bank from May 2011 until his appointment as Chief Financial Officer. In these roles, he is responsible for the oversight of all finance and treasury activities of Ally Bank. He joined Ally Bank's Board of Directors in November 2013. Previously Young served as Chief Financial Officer for the mortgage operations of AFI and Residential Capital, LLC.

I. Resolution Planning Corporate Governance Structure and Processes Related to Resolution Planning

Corporate Governance and Oversight

Corporate governance and management oversight are fundamental to Ally Bank's resolution planning process, and are conducted through a combination of the Ally Bank Board of Directors, RMC (as defined below), and business line management and key enterprise functions. Governance and oversight begin with the Ally Bank Board of Directors, which ultimately oversees the resolution planning process and provides final approval of the Ally Bank Plan.

The Board of Directors, RMC, and councils of Ally Bank involved in resolution planning are depicted as follows:

The management committees and councils involved in the governance, oversight, and development of the Ally Bank Plan include the following at Ally Bank:

- **Risk Management Committee ("RMC")** - Management level committee established by the Ally Bank Board Risk Committee that oversees senior management's responsibility to monitor the Bank's risk profile within the authorities and tolerances established by the Risk Committee.

- **Resolution Planning Program Work Group ("RPP Work Group")** - The RPP Work Group, which is managed by the Resolution Planning Program Team (RPP Team) and chaired by the Enterprise Risk Director, Resolution Planning, is comprised of subject matter experts representing lines of business and enterprise functions within AFI and Ally Bank.

- **Resolution Planning Program Team ("RPP Team")** - The Enterprise Risk Management team responsible for the development of resolution plans to address the regulatory requirements outlined in the IDI Rule and the Supervisory Guidance (as defined below).

Resolution Planning Process

The RPP Team actively works to develop and maintain the Ally Bank Plan to ensure that it contains the information required by the IDI Rule, the additional guidance issued by the FDIC on December 16, 2014 for the preparation of resolution plans by banking organizations like Ally Bank ("Supervisory Guidance"), and other materials and feedback provided by the FDIC. The RPP Team defines projects, including responses to information requests as well as resolution plan drafting, and coordinates various workstreams in Ally legal entities, lines of business, and enterprise functions in the development and maintenance of the Ally Bank Plan. In carrying out its duties, the RPP Team has the authority to assign tasks, impose deadlines and processes for responses, etc. throughout Ally.

In the course of its regular activities, the RPP Team:

- Evaluates the IDI Rule and Supervisory Guidance provided by the FDIC, and develops additional assumptions internally

- Together with appropriate internal legal resources, coordinates the review of such things as the impact of resolution on Ally Bank's various third party relationships (customers, vendors, counterparties, etc.)

- Reviews potential resolution strategies for Ally Bank and, in consultation with appropriate internal and external resources, identifies the resolution strategies set forth in the Ally Bank Plan

- Based on information from, among other sources, Ally Bank's management information systems, identifies Ally Bank's Material Entities, Core Business Lines, systemically important functions (if any), and Critical Services

- Reviews Ally Bank's Core Business Lines and systemically important functions (if any) to determine how they could be best maintained, sold, or wound down in a rapid and orderly manner

- Identifies and reviews potential impediments to the resolution strategies set forth in the Ally Bank Plan and their potential mitigants

- Reports on the RPP Team's resolution planning activities and the activities of the RPP Work Group at least four times per year to the RMC, and on an as-needed basis to the full Ally Bank Board of Directors

The RPP Team performs the foregoing services for Ally Bank under a Statement of Work between AFI and Ally Bank.

The Ally Bank Plan was presented for review and approval to the subject matter experts in the Ally Bank business lines and enterprise functions who provided plan content. Following these reviews, the Ally Bank Plan was presented for review and approval first to the RMC and second to the Ally Bank Board of Directors.

Finally, the new product approval process, a governance routine at the Risk Management Committee level at Ally Bank and the Enterprise Risk Management Committee (a management committee with voting members from AFI and Ally Bank), considers the potential impact on the Ally Bank Plan of new products and services and changes to existing products and services. At the same time, the RPP Team will determine whether such new products and services and/or changes to existing products and services require Ally Bank to prepare and send notice to the FDIC or whether any updates to the Ally Bank Plan are required.

Board Approval and Submission

As required by the IDI Rule, the Ally Bank Board of Directors approved the Ally Bank Plan on December 16, 2015. Ally Bank submitted the Ally Bank Plan to the FDIC on December 18, 2015.

J. Description of Material Management Information Systems

Ally Bank extensively leveraged its and AFI's material Management Information Systems ("MIS") in the preparation and production of the Ally Bank Plan. Ally Bank's material MIS are composed of both internally-developed applications and vendor software packages, some of which are externally hosted, that interface with strategic data provisioning systems for each major line of business and enterprise function. Ally Bank's material MIS are used to support critical business operations and to provide reporting and analytics for Ally Bank's risk, capital, liquidity, and financial management activities. The same MIS are also used to support regulatory reporting and ad-hoc information requests.

Ally Bank's material MIS are governed by architecture standards supported by an Architecture Review Board that oversees MIS at both Ally Bank and AFI to drive consistency, facilitate efficiency, and enforce appropriate controls regarding the flow of critical data. Changes to MIS are governed under a documented change methodology and process managed by AFI on behalf of Ally Bank.

In order to ensure the quality of the data in its material MIS, Ally Bank has a defined Data Governance policy and framework and is enhancing standards for critical data elements. An Enterprise Data Governance Council, composed of Data Stewards across all lines of business and support functions, including Ally Bank, oversees AFI's and Ally Bank's data governance activities and champions continuous improvement initiatives.

Ally Bank has a robust business continuity program that is designed to prepare the organization for a broad array of events. Ally Bank utilizes multiple data centers to provide failovers to key systems, high frequency back-ups for individual workstations, and mobile command and operations centers to provide temporary workspace. Ally Bank also has a high capacity virtual private network to allow for home-based access should the need arise. Ally Bank regularly tests and updates its Business Continuity Plan.

Ally Bank has implemented an Identity and Access Management system to provide and remove access to key systems. Privileged access is reviewed quarterly by hiring managers and audited to ensure proper access rights are granted.

Information Security policy and standards, adhering to regulatory expectations for the financial services sector, have been established and deployed throughout the company to ensure systems and desktops are maintained and assessed utilizing a risk-based approach.

K. High-level Description of Resolution Strategy

In October 2012, U.S. banking regulators issued final rules to implement the capital stress testing requirements in the Dodd-Frank Act. The FDIC's final rule requires Ally Bank to conduct an annual company-run stress test under baseline, adverse, and severely adverse economic scenarios over a planning horizon that spans nine quarters. The scenarios required under this stress test are also relevant to development of Ally Bank's resolution strategy. Specifically, the FDIC has mandated the use of certain assumptions by Ally Bank in the preparation of the Ally Bank Plan. In particular, the Ally Bank Plan assumes that AFI and Ally Bank have experienced one or more sudden, unforeseen idiosyncratic financial losses or liquidity events resulting in "material financial distress" or failure and that such idiosyncratic events may occur at a time when general macroeconomic conditions are consistent with either baseline, adverse, or severely adverse economic scenarios. In addition, the Ally Bank Plan assumes — in all economic scenarios — that there will be no extraordinary government support or assistance and that unsecured funding is unavailable to Ally Bank, or its parent, AFI.

In the baseline scenario, the Ally Bank Plan also assumes that

- U.S. financial markets are functioning normally for other market participants
- Other market participants are in good financial condition and have not been adversely affected by the idiosyncratic events that caused the failure of Ally Bank

With respect to the adverse and severely adverse scenarios, the Ally Bank Plan assumes that macroeconomic conditions at the time of failure are consistent with the assumptions set forth by the Federal Reserve for those scenarios for purposes of the 2015 annual stress tests required under the Dodd-Frank stress testing rules and the Federal Reserve's capital plan rule. Those assumptions are set forth in detail in the Federal Reserve publication, *2015 Supervisory Scenarios for Annual Stress Tests Required under the Dodd-Frank Stress Testing Rules and the Capital Plan Rule*, at 4-5 (Supervisory Adverse Scenario) and 5-6 (Supervisory Severely Adverse Scenario (October 23, 2014), which is available on the internet at http://www.federalreserve.gov/newsevents/press/bcreg/bcreg20141023a1.pdf.

The circumstances leading to an actual failure of a financial institution such as Ally Bank are likely to differ, perhaps substantially so, from the assumptions on which the Ally Bank Plan is premised. These differences might materially alter or affect the specific strategies and choices made and undertaken in the course of an actual resolution.

Ally Bank considered a variety of strategies or options during the development of the Ally Bank Plan. Each of those strategies or options considered:

- The different insolvency regimes to which the Material Entities would be subject
- The terms of Ally Bank's contracts and transactions (e.g., vendor contracts, qualified financial contracts) with counterparties, how those contracts would be affected, and the actions those counterparties might take in response to Ally Bank's material financial distress

Finally, the Ally Bank Plan has been developed to address the IDI Rule and the Supervisory Guidance, including but not limited to the following requirements:

- Ensure that depositors have access to their insured deposits at Ally Bank within one business day of Ally Bank's failure (two business days if the failure occurs on a day other than Friday)
- Ensure the rapid and orderly resolution of Ally Bank in a manner that avoids systemic risk to the U.S. financial system and the U.S. economy
- Protect Ally Bank in the event one or more of AFI's other Material Entities fails
- Minimize disruption to Ally Bank's customers and to the financial markets generally

- Ensure that Ally Bank continues to receive all necessary Critical Services during the pendency of its resolution

- Enable the FDIC to resolve Ally Bank without taxpayer support and at the least cost to the FDIC's Deposit Insurance Fund

- Preserve the value of Ally Bank's Core Business Lines to the greatest extent possible, subject to the foregoing requirements

- Maximize the net present value return from the sale or disposition of Ally Bank's assets and minimize the amount of any loss realized by the creditors in the resolution

The Ally Bank Plan

In the event that Ally Bank became subject to a resolution, the Ally Bank Plan contemplates that Ally Bank would be placed into receivership by the FDIC. Placing Ally Bank into a receivership would allow the FDIC to maintain the operations of the failed Ally Bank (either through transitioning the operations to a purchaser of the failed Ally Bank over the Resolution Weekend or the creation of a bridge bank) and ensure uninterrupted services to depositors. In a receivership, the FDIC would use its traditional resolution powers under the Federal Deposit Insurance Act ("FDI Act"), possibly including execution of a purchase and assumption ("P&A") transaction to a third party over the Resolution Weekend or the creation of a bridge bank, if necessary, to make possible the orderly sale and disposition of Ally Bank's assets; or, if required by the circumstances, the wind down of Ally Bank's Direct Banking and Automotive Finance Core Business Lines.

The Ally Bank Plan contemplates the transition of certain Critical Services to Ally Bank beginning in 2016, including retail auto servicing, floorplan servicing, and critical information technology services. This transfer of critical services may involve the movement of Ally Servicing into Ally Bank as a subsidiary; however, the exact structure of the transfer has not yet been determined. Should the transfer of Critical Services as contemplated in the Ally Bank Plan not include the movement of Ally Servicing to Ally Bank as a subsidiary, then AFI and Ally Servicing, both of which are Material Entities, would not be subsidiaries of Ally Bank at the time of failure and would, therefore, seek protection under Chapter 11 of the Bankruptcy Code upon failure. On or before January 1, 2016, Ally intends to move all of AFI US LLC's employees to Ally Financial. Following this transfer, AFI US LLC will have no further impact on AFI's resolution. Ally will then pursue the dissolution of AFI US LLC under state law in the ordinary course of business. In addition, under the resolution plan for AFI, if Ally Bank were to enter into resolution before this transfer takes place, AFI US LLC will transfer all of its employees to AFI during the Runway Period. The former employees of AFI US LLC will continue to provide Critical Services to Ally Bank as employees of AFI.

Under the Ally Bank Plan, GMAC Wholesale Mortgage Corp. ("GMAC Wholesale") is a staffing entity for, and a wholly owned subsidiary of, Ally Bank (GMAC Wholesale only serves as a staffing entity for Ally Bank and despite its name, it does not operate as a business entity in the mortgage market). On or before January 1, 2016, Ally intends to move all of GMAC Wholesale's employees to Ally Bank. Following this transfer, GMAC Wholesale will have no further impact on Ally Bank's resolution. Ally will then pursue the dissolution of GMAC Wholesale under state law in the ordinary course of business. In the event Ally Bank fails prior to this transfer, GMAC Wholesale's employees will be transferred to Ally Bank during the Runway Period.

Potential Purchasers

Ally Bank believes that its Direct Banking Core Business Line and its automotive finance assets would attract potential purchasers. Ally Bank believes that the most likely potential purchasers of its non-brokered deposits are other direct banks. This stems principally from the similarity between their business strategies and those of Ally Bank. In addition, as between the different direct banks, Ally Bank's deposits may be particularly attractive to any direct bank that has a high ratio of brokered to non-brokered deposits, which would enable the bank to partially or completely replace its brokered deposits with Ally Bank's non-brokered deposits. Potential purchasers of Ally Bank's automotive finance assets include multiple, diverse, and not necessarily overlapping parties such as U.S. and global financial institutions (including, with respect to the automotive finance assets, financial institutions affiliated with the motor vehicle manufacturers) and investors such as private equity funds.

Exhibit #	**Description**
1	Condensed Consolidated Balance Sheet of Ally Bank
2	Liabilities and Capital of Ally Bank

Public
Exhibit
No. 1

Exhibit 1

Condensed Consolidated Balance Sheet of Ally Bank (unaudited)

as of December 31, 2014 ($ in thousands) [1]

		2013
Assets:		
Cash	$	2,193,010
Interest-Bearing Balances		-
Securities Held-to-Maturity		-
Available For Sale Securities		11,028,956
Federal Funds Sold		-
Sec. purch. under agree to resell		-
Loans & leases, held for sale		1,999,372
Loans & leases, Net Unearned Inc		69,018,199
LESS: Allowance for Loan and Lease Lo		693,127
Loans & leases, net		71,288,978
Total Trading Assets		-
Premises and Fixed Assets		4,994
Othr Real Estate		9,700
Investmnts in unconsold subs - Total		-
Direct and indirect investments in real esta		-
Goodwill		-
Investments in unconsolidated subsidiaries and associated companies		64,571
Other Assets		17,885,111
Total Assets	**$**	**104,474,692**
Liabilities:		
Deposits - Domestic	$	58,212,805
Domestic Deposits - Noninterest-Bearing		102,988
Domestic Deposits - Interest-Bearing		58,109,817
Federal funds purchased		-
Securities (Repo)		774,228
Total Trading Liabilities		-
Other borrowed money		26,991,482
Subordinated Notes and Debentures		-
Other Liabilities		2,529,491
Total Liabilities		**88,508,006**
Perpetual Preferred Stock & Surplus		-
Common Stock		1,000
Surplus-exclude surplus rel pref stck		14,479,114
Retained earnings		1,542,184
Accumulated other comprehensive Inc		(55,612)
Other equity capital components		-
Total Equity/Capital		15,966,686
Minority Interest in Subsidiaries		-
Total Equity		15,966,686
Total Liabilities and Equity Capital	**$**	**104,474,692**
		-

Note [1]: For additional detail see Ally Bank, 12/31/2014 Call Report.

Public
Exhibit
No. 2

Liabilities and Capital of Ally Bank
(unaudited)

Exhibit 2

as of December 31, 2014, ($ in thousands) [1]

	2013
Liabilities:	
Deposits	$ 58,212,805
Repurchase Contracts	774,228
Other Borrowed Money	26,991,482
Other Liabilities	2,529,491
Total Liabilities	$ 88,508,006
Equity Capital:	
Common Stock	$ 1,000
Surplus	14,479,114
Retained Earnings	1,542,184
Accumulated Other Comprehensive Income	(55,612)
Total Equity Capital	$ 15,966,686
Tier 1 Capital	16,022,298
Tier 2 Capital	16,468,115
Tier 1 Leverage Ratio	*15.44%*
Tier 1 Risk Based Capital Ratio	*16.89%*
Total Risk-Based Capital Ratio	*17.36%*

Note [1]: For additional detail see Ally Bank, 12/31/2014