

Edgar Filing: Ally Financial Inc. - Form FWP

Ally Financial Inc.  
Form FWP  
February 10, 2012

Filed Pursuant to Rule 433

Registration No. 333-171519 and

333-171519-01 through 333-171519-05

Final Term Sheet dated February 9, 2012

**5.500% Senior Guaranteed Notes due 2017**

**Guaranteed by Certain Subsidiaries of Ally Financial Inc.**

|                                      |   |
|--------------------------------------|---|
| <b>Issuer:</b>                       | Ally Financial Inc. ( Ally )  |
| <b>Guarantors:</b>                   | Ally US LLC, IB Finance Holding Company, LLC, GMAC Latin America Holdings LLC, GMAC International Holdings B.V. and GMAC Continental Corp., each a subsidiary of Ally |
| <b>Expected Ratings:</b>             | B1 / B+ / BB- (Moody s/S&P/Fitch)   |
| <b>Title of Securities:</b>          | 5.500% Senior Guaranteed Notes due 2017 (the Notes )  |
| <b>Legal Format:</b>                 | SEC Registered  |
| <b>Trade Date:</b>                   | February 9, 2012  |
| <b>Settlement Date:</b>              | February 14, 2012 (T+3)   |
| <b>Final Maturity Date:</b>          | February 15, 2017   |
| <b>Aggregate Principal Amount:</b>   | \$1,000,000,000   |
| <b>Gross Proceeds:</b>               | \$989,260,000   |
| <b>Underwriting Discount:</b>        | 1.250%  |
| <b>Net Proceeds to Ally before</b>   |   |
| <b>Estimated Expenses:</b>           | \$976,760,000   |
| <b>Coupon:</b>                       | 5.500%  |
| <b>Issue Price:</b>                  | 98.926%   |
| <b>Benchmark Treasury:</b>           | 0.875% due January 31, 2017   |
| <b>Benchmark Treasury Yield:</b>     | 0.864%  |
| <b>Spread to Benchmark Treasury:</b> | +488.6 bps  |
| <b>Yield to Maturity:</b>            | 5.750%  |
| <b>Interest Payment Dates:</b>       | Semi-annually, in arrears on February 15 and August 15 of each year, until maturity, commencing August 15, 2012   |
| <b>Optional Redemption:</b>          | None  |
| <b>Day Count Convention:</b>         | 30/360; Unadjusted, Following Business Day convention   |
| <b>Business Days:</b>                | New York  |

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**CUSIP/ISIN Numbers:**

CUSIP: 02005N AL4

ISIN: US02005NAL47

**Joint Book-Running Managers:**

Barclays Capital Inc.

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

Morgan Stanley & Co. LLC

**Co-Managers:**

Deutsche Bank Securities Inc.

Lloyds Securities Inc.

RBC Capital Markets, LLC

Scotia Capital (USA) Inc.

C.L. King & Associates, Inc.

MFR Securities, Inc.

**Denominations:**

2,000 × 1,000

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The Issuer has filed a registration statement (including a prospectus and related preliminary prospectus supplement for the offering) with the U.S. Securities and Exchange Commission (the SEC ) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement, the accompanying prospectus in that registration statement and the other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC s website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-877-858-5407, Goldman, Sachs & Co. toll-free at 1-866-471-2526, or Morgan Stanley & Co. LLC at 1-866-718-1649.**

This communication should be read in conjunction with the preliminary prospectus supplement and the accompanying prospectus. The information in this communication supersedes the information in the preliminary prospectus supplement and the accompanying prospectus to the extent it is inconsistent with the information in such preliminary prospectus supplement or the accompanying prospectus.