

Ally Financial Inc.  
Form FWP  
June 22, 2012

Filed Pursuant to Rule 433

Registration No. 333-171519 and

333-171519-01 through 333-171519-05

Final Term Sheet dated June 21, 2012

**4.625% Senior Guaranteed Notes due 2015**

**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 Corporation, each a subsidiary of Ally |
| <b>Expected Ratings:</b>                               | B1 / B+ / BB- (Moody s/S&P/Fitch)   |
| <b>Title of Securities:</b>                            | 4.625% Senior Guaranteed Notes due 2015 (the Notes )  |
| <b>Legal Format:</b>                                   | SEC Registered  |
| <b>Trade Date:</b>                                     | June 21, 2012   |
| <b>Settlement Date:</b>                                | June 26, 2012 (T+3)   |
| <b>Final Maturity Date:</b>                            | June 26, 2015   |
| <b>Aggregate Principal Amount:</b>                     | \$1,000,000,000   |
| <b>Gross Proceeds:</b>                                 | \$993,100,000   |
| <b>Underwriting Discount:</b>                          | 0.875%  |
| <b>Net Proceeds to Ally before Estimated Expenses:</b> | \$984,350,000   |
| <b>Coupon:</b>   | 4.625%  |
| <b>Issue Price:</b>                                    | 99.310%   |
| <b>Benchmark Treasury:</b>                             | 0.375% due June 15, 2015  |
| <b>Benchmark Treasury Yield:</b>                       | 0.409%  |
| <b>Spread to Benchmark Treasury:</b>                   | 446.6 bps   |
| <b>Yield to Maturity:</b>                              | 4.875%  |
| <b>Interest Payment Dates:</b>                         | Semi-annually, in arrears on June 26 and December 26 of each year, until maturity, commencing December 26, 2012   |
| <b>Optional Redemption:</b>                            | None  |
| <b>Day Count Convention:</b>                           | 30/360; Unadjusted, Following Business Day convention   |
| <b>Business Days:</b>                                  | New York  |
| <b>Concurrent Debt Offerings:</b>                      | Ally is also offering \$500,000,000 of its 5.500% Senior Guaranteed Notes due 2017  |

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**CUSIP/ISIN Numbers:**

CUSIP: 02005N AM2  
ISIN: US02005NAM20

**Joint Book-Running Managers:**

Barclays Capital Inc.

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

J.P. Morgan Securities LLC

**Co-Managers:** Credit Agricole Securities (USA) Inc.  
Deutsche Bank Securities Inc.  
Lloyds Securities Inc.  
RBC Capital Markets, LLC  
RBS Securities Inc.  
Scotia Capital (USA) Inc.  
U.S. Bancorp Investments, Inc.  
Loop Capital Markets LLC  
Mischler Financial Group, Inc.  
Samuel A. Ramirez & Company, Inc.

**Denominations:** 2,000 x 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 J.P. Morgan Securities LLC collect at 212-834-4533.**

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.