

Ally Financial Inc.  
Form FWP  
November 28, 2012

Filed Pursuant to Rule 433

Registration No. 333-171519

Term Sheet dated November 28, 2012

**3.125% Senior Guaranteed Notes due 2016**

**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 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>	3.125% Senior Guaranteed Notes due 2016 (the Notes )
<b>Legal Format:</b>	SEC Registered
<b>Trade Date:</b>	November 28, 2012
<b>Settlement Date:</b>	December 3, 2012 (T+3)
<b>Final Maturity Date:</b>	January 15, 2016
<b>Aggregate Principal Amount:</b>	\$500,000,000
<b>Gross Proceeds:</b>	\$497,225,000
<b>Underwriting Discount:</b>	0.875%
<b>Net Proceeds to Ally before Estimated Expenses:</b>	\$492,850,000
<b>Coupon:</b>	3.125%
<b>Issue Price:</b>	99.445%
<b>Benchmark Treasury:</b>	0.375% due November 15, 2015
<b>Benchmark Treasury Yield:</b>	0.340%
<b>Spread to Benchmark Treasury:</b>	+297.3 bps
<b>Yield to Maturity:</b>	3.313%
<b>Interest Payment Dates:</b>	Semi-annually, in arrears on January 15 and July 15 of each year, until maturity, commencing July 15, 2013
<b>Optional Redemption:</b>	None
<b>Day Count Convention:</b>	30/360; Unadjusted, Following Business Day convention
<b>Business Days:</b>	New York
<b>CUSIP/ISIN Numbers:</b>	CUSIP: 02005NAN0 ISIN: US02005NAN03
<b>Joint Book-Running Managers:</b>	Barclays Capital Inc.  Citigroup Global Markets Inc.  Deutsche Bank Securities Inc.  Goldman, Sachs & Co.

**Co-Managers:**

Credit Agricole Securities (USA) Inc.

Lloyds Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

SG Americas Securities, LLC

U.S. Bancorp Investments, Inc.

Blaylock Robert Van, LLC

Loop Capital Markets LLC

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 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611 or Goldman, Sachs & Co. toll-free at 1-866-471-2526.**

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.