

Ally Financial Inc.  
Form FWP  
December 02, 2013

**Filed Pursuant to Rule 433**

**Registration No. 333-171519**

**Term Sheet dated December 2, 2013**

**2.750% 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 and IB Finance Holding Company, LLC, each a subsidiary of Ally
<b>Expected Ratings:</b>	B1 / B+ / BB- (Moody s/S&P/Fitch)
<b>Title of Securities:</b>	2.750% Senior Guaranteed Notes due 2017 (the Notes )
<b>Legal Format:</b>	SEC Registered
<b>Trade Date:</b>	December 2, 2013
<b>Settlement Date:</b>	December 5, 2013 (T+3)
<b>Final Maturity Date:</b>	January 30, 2017
<b>Aggregate Principal Amount:</b>	\$1,000,000,000
<b>Gross Proceeds:</b>	\$996,220,000
<b>Underwriting Discount:</b>	0.875%
<b>Net Proceeds to Ally before Estimated Expenses:</b>	\$987,470,000
<b>Coupon:</b>	2.750%
<b>Issue Price:</b>	99.622%
<b>Benchmark Treasury:</b>	0.625% due November 15, 2016
<b>Benchmark Treasury Yield:</b>	0.559%
<b>Spread to Benchmark Treasury:</b>	231.6 bps
<b>Yield to Maturity:</b>	2.875%
<b>Interest Payment Dates:</b>	Semi-annually, in arrears on January 30 and July 30 of each year, until maturity, commencing July 30, 2014 (long first coupon)
<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: 02005N AS9 ISIN: US02005NAS99
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.  Goldman, Sachs & Co.  J.P. Morgan Securities LLC  Morgan Stanley & Co. LLC

**Co-Managers:**

Credit Agricole Securities (USA) Inc.

Lloyds Securities Inc.

Scotia Capital (USA) Inc.

SG Americas Securities, LLC

U.S. Bancorp Investments, Inc.

Drexel Hamilton, LLC

MFR Securities, Inc.

Samuel A. Ramirez & Company, Inc.

Toussaint Capital Partners, LLC

**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 Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 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.