

Ally Financial Inc.  
Form 10-Q/A  
November 15, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

b **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2009, or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from                      to                      .

Commission file number: 1-3754

**ALLY FINANCIAL INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**38-0572512**  
*(I.R.S. Employer  
Identification No.)*

**200 Renaissance Center**

**P.O. Box 200, Detroit, Michigan**

**48265-2000**

*(Address of principal executive offices)*

*(Zip Code)*

**(866) 710-4623**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing for the past 90 days.

Yes  No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for a shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

At November 15, 2010, the number of shares outstanding of the Registrant's common stock was 799,120 shares.



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<b>EXPLANATORY NOTE</b>	

Ally Financial Inc. (Ally) is filing this amendment No. 1 (the Amendment) to its Form 10-Q for the three months ended June 30, 2009, which was originally filed with the U.S. Securities and Exchange Commission on August 7, 2009. The sole purpose of the Amendment is to file amended Exhibits 10.4 and 10.5. Certain portions of information that was omitted from Exhibits 10.4 and 10.5 that were originally filed with the Form 10-Q pursuant to a request for confidential treatment under Rule 24b-2 have now been included. The new Exhibits 10.4 and 10.5 are the only changes being made to the Form 10-Q, and the information contained in this Amendment does not reflect events occurring subsequent to the filing of the Form 10-Q.

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**PART II OTHER INFORMATION**

**Item 6. Exhibits**

The exhibits listed on the accompanying Index of Exhibits are filed as a part of this report. This Index is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, this 15th day of November 2010.

Ally Financial Inc.  
(Registrant)

/s/ JAMES G. MACKEY  
**James G. Mackey**  
*Interim Chief Financial Officer*

/s/ DAVID J. DEBRUNNER  
**David J. DeBrunner**  
*Vice President, Chief Accounting Officer, and*  
*Corporate Controller*

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>	<b>Method of Filing</b>
10.4	Amended and Restated United States Consumer Financing Services Agreement, dated May 22, 2009, between GMAC Inc. and General Motors Corporation*	Filed herewith.
10.5	Amended and Restated Master Services Agreement, dated May 22, 2009, between GMAC Inc. and General Motors Corporation*	Filed herewith.
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)	Filed herewith.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)	Filed herewith.

\* Certain confidential portions have been omitted pursuant to a confidential treatment request that has been separately filed with the Securities and Exchange Commission.