

Ally Financial Inc.  
Form 8-A12B  
March 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ALLY FINANCIAL INC.**

(Exact name of registrant  
as specified in its charter)

**DELAWARE**

(State of incorporation or  
organization)

**38-0572512**

(I.R.S. Employer)

**GMAC CAPITAL TRUST I**

(Exact name of registrant  
as specified in its charter)

**DELAWARE**

(State of incorporation or  
organization)

**27-6372943**

(I.R.S. Employer)

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Identification No.)

Identification No.)

**200 Renaissance Center P.O. Box 200**

**Detroit, Michigan**

**(Address of each of the registrant's principal executive offices)**

**48265-2000**

**(Zip Code)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant of General Instruction A.(c), please check the following box.  Securities Act registration statement file numbers to which this form relates: 333-165608 and 333-165608-01

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class to be so Registered**

8.125% Fixed Rate/Floating Rate Trust Preferred Securities, Series 2 of GMAC Capital Trust I (and the Guarantee with respect thereto)  
Securities to be registered pursuant to Section 12(g) of the Act: None

**Name of Each Exchange on Which Each Class is to be Registered**

New York Stock Exchange

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrants Securities to be Registered.**

For a description of the 8.125% Fixed Rate/Floating Rate Trust Preferred Securities, Series 2 of GMAC Capital Trust I (the Series 2 Trust Preferred Securities ) and the Guarantee of Ally Financial Inc. with respect thereto (the Series 2 Guarantee ), reference is made to the information set forth under the headings: (a) Description of the Series 2 Trust Preferred Securities and Description of the Guarantees in the prospectus contained in the Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration Nos. 333-165608 and 333-165608-01) of the Registrants, as filed with the Securities and Exchange Commission (the Commission ) on March 1, 2011, under the Securities Act of 1933, as amended (the Act ), and (b) Description of the Series 2 Trust Preferred Securities in the prospectus supplement dated March 2, 2011, as filed with the Commission on March 3, 2011 pursuant to Rule 424(b) under the Act. The above mentioned descriptions contained in Post-Effective Amendment No. 1 to the Registration Statement, the prospectus and the prospectus supplement are incorporated herein by reference.

**Item 2.**

**Exhibits.**

- 2.1 Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of the Registrants filed with the Commission on March 1, 2011 (Nos. 333-165608 and 333-165608-01).
- 2.2 Certificate of Trust for GMAC Capital Trust I, incorporated by reference to Exhibit 4.5 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of the Registrants filed with the Commission on March 1, 2011 (Nos. 333-165608 and 333-165608-01).
- 2.3 Form of Second Amended and Restated Declaration of Trust of GMAC Capital Trust I (the Declaration of Trust ), incorporated by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of the Registrants filed with the Commission on March 1, 2011 (Nos. 333-165608 and 333-165608-01).
- 2.4 Form of Series 2 Trust Preferred Security of GMAC Capital Trust I, included in the Declaration of Trust.
- 2.5 Form of Series 2 Trust Preferred Securities Guarantee Agreement, incorporated by reference to Exhibit 4.4 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of the Registrants filed with the Commission on March 1, 2011 (Nos. 333-165608 and 333-165608-01).
- 2.6 Form of Amended and Restated Indenture (the Indenture ), incorporated by reference to Exhibit 4.2 to Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of the Registrants filed with the Commission on March 1, 2011 (Nos. 333-165608 and 333-165608-01).
- 2.7 Form of specimen certificate representing Series 2 Debentures, included in the Indenture.

2.8 Prospectus Supplement relating to the offering of the Series 2 Trust Preferred Securities filed with the Commission on March 3, 2011, pursuant to Rule 424(b).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 4, 2011

GMAC CAPITAL TRUST I with respect to Series 2

By: /s/ Matthew M. Brennan  
Name: Matthew M. Brennan

Title: Administrative Trustee

By: /s/ Alison M. Summerville  
Name: Alison M. Summerville

Title: Administrative Trustee

ALLY FINANCIAL INC.

By: /s/ Cathy L. Quenneville  
Name: Cathy L. Quenneville

Title: Secretary