



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
WASHINGTON, DC 20551

May 2, 2024

Matthew G. Bisanz, Esq.  
Mayer Brown LLP  
1999 K Street NW  
Washington, D.C. 20006

Dear Mr. Bisanz:

This is in response to your letter dated April 16, 2024, to the Board on behalf of Ally Financial Inc. (“Ally”), Detroit, Michigan, and Ally’s state member bank subsidiary Ally Bank, Sandy, Utah, requesting relief under the Board’s Regulation Q (the “capital rule”).<sup>1</sup> Specifically, Ally and Ally Bank request authorization to treat the proposed transaction by Ally Bank named “Ally Bank Auto Credit Linked Notes, Series 2024-A” (the “CLN transaction”) as a synthetic securitization for purposes of calculating Ally’s and Ally Bank’s risk-weighted assets under the capital rule.

In the CLN transaction, Ally Bank intends to issue debt obligations in [REDACTED], the principal and interest payments on which are calculated based on the performance of a pool of loans held by Ally Bank. Specifically, payments on the obligations would be calculated as if a financial guarantee were in place. Ally Bank would receive cash from purchasers in consideration for the issuance of these debt obligations.

To be a securitization exposure under the capital rule, an exposure must arise from or reference a “traditional securitization” or a “synthetic securitization,” as defined in the capital rule.<sup>2</sup> If the transaction meets certain operational criteria, a Board-regulated institution may, in the case of a traditional securitization, exclude the underlying exposures from the calculation of its risk-weighted assets or, in the case of a synthetic securitization, recognize for risk-based capital purposes the use of a credit risk mitigant to hedge the underlying exposures.<sup>3</sup> A Board-regulated institution that meets these conditions must hold risk-based capital against any credit risk of the exposures it

<sup>1</sup> 12 CFR part 217.

<sup>2</sup> 12 CFR 217.2 s.vv. securitization exposure, synthetic securitization, traditional securitization.

<sup>3</sup> 12 CFR 217.41(a) and (b); .141(a) and (b).

retains in connection with the securitization.<sup>4</sup> Ally and Ally Bank request that the Board permit them to compute their risk-weighted asset amounts under the capital rule as if the CLN transaction were a synthetic securitization that met the operational criteria for synthetic securitizations.

For a transaction to be a synthetic securitization under the capital rule, at least a portion of the credit risk of one or more underlying exposures must be transferred to one or more third parties through the use of one or more “credit derivatives” or “guarantees,” as defined in the capital rule.<sup>5</sup> Moreover, to meet the operational criteria for a synthetic securitization, a Board-regulated institution must use a qualifying credit risk mitigant in the form of “financial collateral,” a guarantee that meets certain requirements, or a credit derivative that meets certain requirements.<sup>6</sup> Ally and Ally Bank have not demonstrated that the CLN transaction would satisfy each of these elements of the capital rule.

Under the CLN transaction, as represented by Ally and Ally Bank, a portion of the credit risk of the underlying exposures would be transferred to the obligation holders by use of contractual provisions that, in the opinion of counsel of Ally and Ally Bank, would create an enforceable obligation on those holders to absorb credit losses. In addition, Ally Bank would receive the value of the purchased credit protection at issuance in the form of cash proceeds; the proceeds would serve to mitigate credit risk of the protection providers. The amount of cash that Ally Bank would owe to the obligation holders would depend on the credit performance of the pool of reference assets. Thus, the credit protection would be pre-funded rather than backed by collateral. Ally and Ally Bank contend that the CLN transaction would meet all other definitional requirements and operational criteria for synthetic securitizations under the capital rule. It is expected that the risk weight produced under the securitization framework under the capital rule would be commensurate with the risk of the exposures that arise from the transaction if the CLN transaction as represented by Ally and Ally Bank were treated as a synthetic securitization that meets the operational criteria for a synthetic securitization.

Based on all the facts of record, the Director of the Division of Supervision and Regulation, acting pursuant to section 217.1(d)(3) of the capital rule under authority delegated by the Board,<sup>7</sup> and after consultation with the General Counsel, has determined that Ally and Ally Bank may calculate their risk-weighted asset amounts under the capital rule as if the CLN transaction were a synthetic securitization that met all the operational criteria for a synthetic securitization. This action also permits Ally and Ally Bank to treat other credit-linked-note transactions as synthetic securitizations for purposes of calculating risk-weighted assets under the capital rule, so long as any such other credit-linked-note transactions are structured and documented in a substantially identical manner to the CLN transaction and do not deviate from the definitional

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<sup>4</sup> Id.

<sup>5</sup> 12 CFR 217.2 s.vv. credit derivative, guarantee, synthetic securitization.

<sup>6</sup> 12 CFR 217.41(b)(1); .141(b)(1); see also 12 CFR 217.2 s.vv. eligible credit derivative, eligible guarantee, financial collateral.

<sup>7</sup> 12 CFR 265.7(k)(1)(ii)(C).

requirements and operational criteria for synthetic securitizations in the capital rule other than with respect to the use of a “guarantee” and the presence of a qualifying credit risk mitigant. In addition, this action applies only to the CLN transaction and other substantially identical CLN transactions up to an aggregate outstanding reference portfolio principal amount of the lower of 100 percent of Ally’s or Ally Bank’s total capital or \$20 billion. Ally and Ally Bank may not apply this treatment to less than the entirety of all the exposures arising out of any given CLN transaction.

This action is based on the specific facts and representations in the request and in communications with Board staff, as well as any commitments provided by Ally and Ally Bank. Any change in these facts or representations should be communicated immediately to Board staff and could result in a different conclusion. This action also is limited to this transaction and like transactions as described above and does not apply to any other transaction.

Very truly yours,

*(Signed) Michele Taylor Fennell*

Michele Taylor Fennell  
Deputy Associate Secretary of the Board