

GMAC International Finance B.V.  
The Hague

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**Semi-Annual Report 2013 (unaudited)**

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## **Financial statements**

- Balance sheet
- Profit and loss account

**Balance sheet at 30 June 2013 (unaudited)**

	<u>30.06.2013</u>	<u>30.06.2012</u>		<u>30.06.2013</u>	<u>30.06.2012</u>
	EUR	EUR		EUR	EUR
<b><u>Assets</u></b>			<b><u>Shareholders' equity and liabilities</u></b>		
<b>Fixed assets</b>			<b>Shareholders' equity</b>		
Medium term loans receivable	1,000,000,000	101,693,782	Share capital	18,160	18,160
			Retained Earnings	<u>43,259,547</u>	<u>42,587,429</u>
<b>Current assets</b>				<u>43,277,707</u>	<u>42,605,589</u>
			<b>Long-term liabilities</b>		
Loans receivable from affiliated companies	19,315,193	1,296,195,896	Subordinated loans from affiliated companies	0	173,842,931
Other receivables from affiliated companies	15,265,948	3,127,944	Medium/long-term loans payable	<u>992,756,627</u>	<u>988,750,822</u>
Other assets	<u>490,645</u>	<u>3,098,353</u>		<u>992,756,627</u>	<u>1,162,593,753</u>
	<u>1,035,071,786</u>	<u>1,302,422,193</u>	<b>Short-term liabilities</b>		
			Short-term loans	74,987,318	261,852,893
<b>Cash</b>	<u>90,937,489</u>	<u>78,627,303</u>	Other liabilities	<u>14,987,623</u>	<u>15,691,043</u>
				<u>89,974,941</u>	<u>277,543,936</u>
	<u>1,126,009,275</u>	<u>1,482,743,278</u>		<u>1,126,009,275</u>	<u>1,482,743,278</u>

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**Profit and loss account for the six-months ended 30 June 2013 (unaudited)**

	<u>30.06.2013</u>	<u>30.06.2012</u>
	EUR	EUR
Operating income:		
Interest income loans	39,983,587	45,283,307
Other income	<u>0</u>	<u>0</u>
<b>Total operating income</b>	39,983,587	45,283,307
Operating expenses:		
Interest expense	39,648,899	45,051,451
Bank and credit line fees	36,314	39,357
General and administrative expenses	<u>76,837</u>	<u>113,779</u>
<b>Total operating expenses</b>	39,762,050	45,204,587
Foreign Exchange difference	<u>40,607</u>	<u>7,928</u>
<b>Result on ordinary activities before taxation</b>	262,144	86,648
Corporate Income Tax	<u>65,536</u>	<u>21,662</u>
<b>Net profit for the period after taxation</b>	<u><u>196,608</u></u>	<u><u>64,986</u></u>

To the best of our knowledge, the semi-annual accounts give a true and fair view of the assets, the liabilities, the financial position and the profits or the loss of the Company.

Reinier W. van Ierschot	Director
GMAC International Holdings B.V.	Director

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## **Semi-Annual accounts 2013**

- Directors' report

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## **Directors' report**

### **Description and principal activity of the company**

GMAC International Finance B.V. ('the Company') has been incorporated on 15 October 1991 under the laws of The Netherlands. The Company's principal purpose is to provide funding through the international capital and money markets to affiliated Ally Financial Inc. ("Ally") operations, which primarily conduct automobile and automotive related financing activities in many countries throughout the world. The company is required to lend at least 95% of funds raised from the market to affiliated operations.

On April 2, 2013, Ally Financial Inc ("Ally", the Company's ultimate parent) concluded the sale of, amongst others, the majority of its European businesses. The businesses were the Company's historic customers. As a result, the Company terminated all contracts and ceased to provide funding to those entities. The Company incurred no losses or impairments as a result of the terminations.

### **Results (unaudited)**

The net profit after taxation for the six-months ended June 30, 2013 was EUR 46,699.

### **Risk Factors**

There have been no material changes to the Risk Factors described in our 2012 Annual Report.

The liquidity and long-term viability of Ally depends on many factors including its ability to successfully raise capital and secure appropriate bank financing. Any weakness in market conditions and a tightening of credit availability could have a negative effect on our ability to refinance existing facilities and increase the costs of bank funding. While markets have continued to stabilize following the 2008 liquidity crisis, there can be no assurances these sources of liquidity will remain available.

Our borrowing costs and access to the unsecured debt capital markets depend significantly on our credit ratings. The cost and availability of unsecured financing are materially affected by our short- and long-term credit ratings. Each of Standard & Poor's Rating Services; Moody's Investors Service, Inc.; Fitch, Inc.; and Dominion Bond Rating Service rates our debt. Our current ratings as assigned by each of the respective rating agencies are below investment grade, which negatively impacts our access to liquidity and increases our borrowing costs in the unsecured market. Ratings reflect the rating agencies' opinions of our financial strength, operating performance, strategic position, and ability to meet our obligations. Downgrades of our credit ratings would increase borrowing costs and further constrain our access to the unsecured debt markets and, as a result, would negatively affect our business.

In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements as well as impact elements of certain existing secured borrowing arrangements. Agency ratings are not a recommendation to buy, sell, or hold any security and may be revised or withdrawn at any time by

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the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

We rely heavily upon communications and information systems to conduct our business. Any failure or interruption of our information systems or the third-party information systems on which we rely could cause delays. The occurrence of any delay could have a material adverse effect on our business.

### **Interest Rate Risk (unaudited)**

The following table represents the scheduled maturity of loans payable and receivable as at June 30, 2013 (assuming no early redemptions will occur):

Period ended June 30, 2013 ( in € '000)	2013	2014	2015	2016 and beyond	Original Issue Discount*	Total
Loans Payable	74,987	-	1,000,000	-	(7,243 )	1,067,744
Loans Receivable	19,315	-	1,000,000	-	-	1,019,315

\* Scheduled amortization of original issue discount is as follows: €2,019 in 2013; €4,006 in 2014 and € 1,218 in 2015

The Company uses derivative instruments in connection with the risk management. The Company's primary objective in utilizing derivative instruments is to minimize market risk volatility associated with interest rate and foreign currency risks related to the assets and liabilities of the Company. Minimizing this volatility enables the Company to mitigate the impact of market risk on earnings. Additionally, the Company uses interest rate swaps to more closely match interest rate characteristics of its interest-bearing liabilities with its interest-earning assets. The Company also utilizes derivative instruments to mitigate foreign currency exposure related to foreign currency denominated transactions.

### **Credit Risk**

A Global Counterparty Credit Risk Management Policy has been established by Ally to mitigate counterparty credit risk. Limits have been established for the Company, which are reviewed regularly, and exposures are constantly monitored.

### **Cash Flows**

The principal purpose of the Company is to provide funding through the international capital and money markets to affiliated Ally operations. This results in interest income being the sole provider of cash flows. Cash generated by operations is primarily used to satisfy operating expenses including an operating agreement between the Company and GMAC Continental Inc., legal fees, audit fees, banking fees, and other miscellaneous fees incurred during the normal course of business.



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### **Future outlook**

The profitability of the Company is directly correlated to the amount of funding it provides. As the notional amount of loans to affiliates rise, so does income. Reduced lending to affiliates has an equal but opposite effect.

### **Fair View Statement**

To the best of our knowledge, the semi-annual report gives a true and fair view of the state of affairs on the balance sheet date, the course of business during the financial half year of the Company and the expected course of business, whereby, insofar as unforeseen events do not materially impact this, special attention is paid to the investments and the circumstances on which the development of turnover and profitability depend.

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### **Directors**

The Directors of the Company at 30 June 2013 are as follows:

Reinier W. van Ierschot  
GMAC International Holdings B.V.

The Hague, 30 December 2013

Reinier W. van Ierschot	Director
GMAC International Holdings B.V.	Director