

GOLDMAN SACHS GROUP INC/

Form 10-Q

July 03, 2006

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended May 26, 2006

or

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

For the transition period to

Commission File Number: 001-14965

**The Goldman Sachs Group, Inc.
(Exact name of registrant as specified in its charter)**

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

**13-4019460
(I.R.S. Employer
Identification No.)**

**85 Broad Street, New York, NY
(Address of principal executive offices)**

**10004
(Zip Code)**

**(212) 902-1000
(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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer

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

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

As of June 23, 2006 there were 431,695,902 shares of the registrant's common stock outstanding.

THE GOLDMAN SACHS GROUP, INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE FISCAL QUARTER ENDED MAY 26, 2006
INDEX

<u>Form 10-Q Item Number:</u>	<u>Page No.</u>
<u>PART I: FINANCIAL INFORMATION</u>	
<u>Item 1: Financial Statements (Unaudited)</u>	
<u>Condensed Consolidated Statements of Earnings for the three and six months ended May 26, 2006 and May 27, 2005</u>	2
<u>Condensed Consolidated Statements of Financial Condition as of May 26, 2006 and November 25, 2005</u>	3
<u>Condensed Consolidated Statements of Changes in Shareholders' Equity for the periods ended May 26, 2006 and November 25, 2005</u>	4
<u>Condensed Consolidated Statements of Cash Flows for the six months ended May 26, 2006 and May 27, 2005</u>	5
<u>Condensed Consolidated Statements of Comprehensive Income for the three and six months ended May 26, 2006 and May 27, 2005</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7
<u>Report of Independent Registered Public Accounting Firm</u>	45
<u>Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	46
<u>Item 3: Quantitative and Qualitative Disclosures About Market Risk</u>	89
<u>Item 4: Controls and Procedures</u>	95
<u>PART II: OTHER INFORMATION</u>	
<u>Item 1: Legal Proceedings</u>	96
<u>Item 2: Unregistered Sales of Equity Securities and Use of Proceeds</u>	97
<u>Item 5: Other Information</u>	98
<u>Item 6: Exhibits</u>	100
<u>SIGNATURES</u>	101
<u>EX-10.1: FORM OF RSU AWARD AGREEMENT</u>	
<u>EX-10.2: FORM OF RSU AWARD AGREEMENT</u>	

EX-10.3: FORM OF YEAR-END RSU AWARD AGREEMENT

EX-10.4: FORM OF NON-EMPLOYEE DIRECTOR RSU AWARD AGREEMENT

EX-12.1: STATEMENT RE: COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES AND RATIOS OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

EX-15.1: LETTER RE: UNAUDITED INTERIM FINANCIAL INFORMATION

EX-31.1: RULE 13a-14(a) CERTIFICATIONS

EX-32.1: SECTION 1350 CERTIFICATIONS

Table of Contents**PART I: FINANCIAL INFORMATION****Item 1: Financial Statements (Unaudited)**

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)

	Three Months		Six Months	
	Ended May		Ended May	
	2006	2005	2006	2005
	(in millions, except per share amounts)			
Revenues				
Investment banking	\$ 1,521	\$ 796	\$ 2,991	\$ 1,669
Trading and principal investments	6,921	2,562	13,608	6,703
Asset management and securities services	1,016	724	2,570	1,498
Interest income	8,544	4,867	16,079	9,043
Total revenues	18,002	8,949	35,248	18,913
Interest expense	7,761	4,022	14,574	7,471
Cost of power generation	144	121	242	231
Revenues, net of interest expense and cost of power generation	10,097	4,806	20,432	11,211
Operating expenses				
Compensation and benefits	5,086	2,403	10,387	5,606
Brokerage, clearing and exchange fees	403	274	754	526
Market development	121	94	221	176
Communications and technology	131	123	255	241
Depreciation and amortization	127	128	252	246
Amortization of identifiable intangible assets	44	31	78	62
Occupancy	199	186	392	334
Professional fees	123	109	232	205
Other expenses	339	214	648	426
Total non-compensation expenses	1,487	1,159	2,832	2,216
Total operating expenses	6,573	3,562	13,219	7,822
Pre-tax earnings	3,524	1,244	7,213	3,389
Provision for taxes	1,212	379	2,422	1,012
Net earnings	2,312	865	4,791	2,377
Preferred stock dividends	26		52	

Edgar Filing: GOLDMAN SACHS GROUP INC/ - Form 10-Q

Net earnings applicable to common shareholders	\$ 2,286	\$ 865	\$ 4,739	\$ 2,377
Earnings per common share				
Basic	\$ 5.08	\$ 1.78	\$ 10.45	\$ 4.85
Diluted	4.78	1.71	9.86	4.65
Dividends declared per common share				
	\$ 0.35	\$ 0.25	\$ 0.70	\$ 0.50
Average common shares outstanding				
Basic	449.7	485.4	453.5	489.8
Diluted	478.3	506.2	480.8	510.7

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(UNAUDITED)**

	May 2006	As of November 2005
	(in millions, except share and per share amounts)	
Assets		
Cash and cash equivalents	\$ 7,722	\$ 10,261
Cash and securities segregated for regulatory and other purposes	70,740	51,405
Receivables from brokers, dealers and clearing organizations	24,848	15,150
Receivables from customers and counterparties	68,769	60,231
Securities borrowed	210,287	191,800
Securities purchased under agreements to resell	86,944	83,619
Financial instruments owned, at fair value	268,169	238,043
Financial instruments owned and pledged as collateral, at fair value	41,986	38,983
Total financial instruments owned, at fair value	310,155	277,026
Other assets	19,419	17,312
Total assets	\$ 798,884	\$ 706,804
Liabilities and shareholders equity		
Secured short-term borrowings	\$ 9,984	\$ 7,972
Unsecured short-term borrowings	52,337	47,247
Total short-term borrowings, including the current portion of long-term borrowings	62,321	55,219
Payables to brokers, dealers and clearing organizations	12,078	10,014
Payables to customers and counterparties	192,815	178,304
Securities loaned	38,838	23,331
Securities sold under agreements to repurchase	146,909	149,026
Financial instruments sold, but not yet purchased, at fair value	159,801	149,071
Other liabilities and accrued expenses	28,732	13,830
Secured long-term borrowings	17,844	15,669
Unsecured long-term borrowings	107,746	84,338
Total long-term borrowings	125,590	100,007
Total liabilities	767,084	678,802
Commitments, contingencies and guarantees		

Shareholders equity

Preferred stock, par value \$0.01 per share; 150,000,000 shares authorized, 104,000 and 70,000 shares issued and outstanding as of May 2006 and November 2005, respectively, with liquidation preference of \$25,000 per share	2,600	1,750
Common stock, par value \$0.01 per share; 4,000,000,000 shares authorized, 593,527,373 and 573,970,935 shares issued as of May 2006 and November 2005, respectively, and 431,115,828 and 437,170,695 shares outstanding as of May 2006 and November 2005, respectively	6	6
Restricted stock units and employee stock options	3,576	3,415
Nonvoting common stock, par value \$0.01 per share; 200,000,000 shares authorized, no shares issued and outstanding		
Additional paid-in capital	19,076	17,159
Retained earnings	23,536	19,085
Accumulated other comprehensive income	11	
Common stock held in treasury, at cost, par value \$0.01 per share; 162,411,545 and 136,800,240 shares as of May 2006 and November 2005, respectively	(17,005)	(13,413)
Total shareholders equity	31,800	28,002
Total liabilities and shareholders equity	\$ 798,884	\$ 706,804

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY
(UNAUDITED)**

	Period Ended	
	May 2006	November 2005
	(in millions, except per share amounts)	
Preferred stock		
Balance, beginning of year	\$ 1,750	\$
Issued	850	1,750
Balance, end of period	2,600	1,750
Common stock, par value \$0.01 per share		
Balance, beginning of year	6	6
Issued		
Balance, end of period	6	6
Restricted stock units and employee stock options		
Balance, beginning of year	3,415	2,013
Issued	970	1,871
Delivered	(701)	(423)
Forfeited	(107)	(37)
Options exercised	(1)	(9)
Balance, end of period	3,576	3,415
Additional paid-in capital		
Balance, beginning of year	17,159	15,501
Issuance of common stock	1,483	1,417
Preferred stock issuance costs	(1)	(31)
Excess tax benefit related to share-based compensation	435	272
Balance, end of period	19,076	17,159
Retained earnings		
Balance, beginning of year	19,085	13,970
Net earnings	4,791	5,626
Dividends declared on common stock	(288)	(494)
Dividends declared on preferred stock	(52)	(17)
Balance, end of period	23,536	19,085
Unearned compensation		

Balance, beginning of year		(117)
Amortization of restricted stock units		117
Balance, end of period		
Accumulated other comprehensive income		
Balance, beginning of year		11
Currency translation adjustment, net of tax	27	(27)
Minimum pension liability adjustment, net of tax		(11)
Net (losses)/gains on cash flow hedges, net of tax	(2)	9
Net unrealized (losses)/gains on available-for-sale securities, net of tax	(14)	18
Balance, end of period	11	
Common stock held in treasury, at cost		
Balance, beginning of year	(13,413)	(6,305)
Repurchased	(3,592)	(7,108)
Balance, end of period	(17,005)	(13,413)
Total shareholders equity	\$ 31,800	\$ 28,002

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended May	
	2006	2005
	(in millions)	
Cash flows from operating activities		
Net earnings	\$ 4,791	\$ 2,377
Non-cash items included in net earnings		
Depreciation and amortization	365	335
Amortization of identifiable intangible assets	113	93
Share-based compensation	611	420
Changes in operating assets and liabilities		
Cash and securities segregated for regulatory and other purposes	(10,786)	982
Net receivables from brokers, dealers and clearing organizations	(7,634)	(1,971)
Net payables to customers and counterparties	6,768	15,847
Securities borrowed, net of securities loaned	(2,980)	(20,914)
Securities sold under agreements to repurchase, net of securities purchased under agreements to resell	(5,442)	15,535
Financial instruments owned, at fair value	(36,270)	(28,759)
Financial instruments sold, but not yet purchased, at fair value	10,380	10,289
Other, net	5,792	(1,697)
Net cash used for operating activities	(34,292)	(7,463)
Cash flows from investing activities		
Purchase of property, leasehold improvements and equipment	(1,183)	(639)
Proceeds from sales of property, leasehold improvements and equipment	149	28
Business acquisitions, net of cash acquired	(563)	(438)
Proceeds from sales of investments	1,191	
Net cash used for investing activities	(406)	(1,049)
Cash flows from financing activities		
Short-term borrowings, net	6,055	(1,168)
Issuance of long-term borrowings	36,438	25,603
Repayment of long-term borrowings, including the current portion of long-term borrowings	(10,949)	(11,194)
Derivative contracts with a financing element, net	2,267	695
Common stock repurchased	(3,592)	(2,906)
Dividends paid on common and preferred stock	(340)	(254)
Proceeds from issuance of common stock	1,125	675
Proceeds from issuance of preferred stock, net of issuance costs	849	738
Excess tax benefit related to share-based compensation	306	
Net cash provided by financing activities	32,159	12,189

Net (decrease)/increase in cash and cash equivalents	(2,539)	3,677
Cash and cash equivalents, beginning of year	10,261	4,365
Cash and cash equivalents, end of period	\$ 7,722	\$ 8,042

SUPPLEMENTAL DISCLOSURES:

Cash payments for interest, net of capitalized interest, were \$14.03 billion and \$7.31 billion during the six months ended May 2006 and May 2005, respectively.

Cash payments for income taxes, net of refunds, were \$1.63 billion and \$1.36 billion during the six months ended May 2006 and May 2005, respectively.

Non-cash activities:

The firm assumed \$190 million and \$758 million of debt in connection with business acquisitions during the six months ended May 2006 and May 2005, respectively.

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months		Six Months	
	Ended May		Ended May	
	2006	2005	2006	2005
	(in millions)			
Net earnings	\$ 2,312	\$ 865	\$ 4,791	\$ 2,377
Currency translation adjustment, net of tax	10	(17)	27	(17)
Net (losses)/gains on cash flow hedges, net of tax	(3)	4	(2)	4
Net unrealized losses on available-for-sale securities, net of tax	(11)		(14)	
Comprehensive income	\$ 2,308	\$ 852	\$ 4,802	\$ 2,364

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

Note 1. Description of Business

The Goldman Sachs Group, Inc. (Group Inc.), a Delaware corporation, together with its consolidated subsidiaries (collectively, the firm), is a leading global investment banking, securities and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.

The firm's activities are divided into three segments:

Investment Banking. The firm provides a broad range of investment banking services to a diverse group of corporations, financial institutions, governments and individuals.

Trading and Principal Investments. The firm facilitates client transactions with a diverse group of corporations, financial institutions, governments and individuals and takes proprietary positions through market making in, trading of and investing in fixed income and equity products, currencies, commodities and derivatives on such products. In addition, the firm engages in specialist and market-making activities on equities and options exchanges and clears client transactions on major stock, options and futures exchanges worldwide. In connection with the firm's merchant banking and other investing activities, the firm makes principal investments directly and through funds that the firm raises and manages.

Asset Management and Securities Services. The firm provides investment advisory and financial planning services and offers investment products across all major asset classes to a diverse group of institutions and individuals worldwide, and provides prime brokerage services, financing services and securities lending services to mutual funds, pension funds, hedge funds, foundations and high-net-worth individuals worldwide.

Note 2. Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles that require management to make certain estimates and assumptions. The most important of these estimates and assumptions relate to fair value measurements, the accounting for goodwill and identifiable intangible assets, the determination of compensation and benefits expenses for interim periods, and the provision for potential losses that may arise from litigation and regulatory proceedings and tax audits. Although these and other estimates and assumptions are based on the best available information, actual results could be materially different from these estimates.

These condensed consolidated financial statements include the accounts of Group Inc. and all other entities in which the firm has a controlling financial interest. All material intercompany transactions and balances have been eliminated.

The firm determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity, a variable interest entity (VIE) or a qualifying special-purpose entity (QSPE) under generally accepted accounting principles.

Voting Interest Entities. Voting interest entities are entities in which (i) the total equity investment at risk is sufficient to enable the entity to finance its activities independently and (ii) the equity holders have the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity's activities. Voting interest entities

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)

are consolidated in accordance with Accounting Research Bulletin (ARB) No. 51, Consolidated Financial Statements, as amended. ARB No. 51 states that the usual condition for a controlling financial interest in an entity is ownership of a majority voting interest. Accordingly, the firm consolidates voting interest entities in which it has a majority voting interest.

Variable Interest Entities. VIEs are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in a VIE is present when an enterprise has a variable interest, or a combination of variable interests, that will absorb a majority of the VIE's expected losses, receive a majority of the VIE's expected residual returns, or both. The enterprise with a controlling financial interest, known as the primary beneficiary, consolidates the VIE. In accordance with Financial Accounting Standards Board (FASB) Interpretation (FIN) No. 46-R, Consolidation of Variable Interest Entities, the firm consolidates VIEs of which it is the primary beneficiary.

The firm determines whether it is the primary beneficiary of a VIE by first performing a qualitative analysis of the VIE that includes a review of, among other factors, its capital structure, contractual terms, which interests create or absorb variability, related party relationships and the design of the VIE. Where qualitative analysis is not conclusive, the firm performs a quantitative analysis. For purposes of allocating a VIE's expected losses and expected residual returns to its variable interest holders, the firm utilizes the top down method. Under that method, the firm calculates its share of the VIE's expected losses and expected residual returns using the specific cash flows that would be allocated to it, based on contractual arrangements and/or the firm's position in the capital structure of the VIE, under various probability-weighted scenarios.

QSPEs. QSPEs are passive entities that are commonly used in mortgage and other securitization transactions. Statement of Financial Accounting Standards (SFAS) No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, sets forth the criteria an entity must satisfy to be a QSPE. These criteria include the types of assets a QSPE may hold, limits on asset sales, the use of derivatives and financial guarantees, and the level of discretion a servicer may exercise in attempting to collect receivables. These criteria may require management to make judgments about complex matters, including whether a derivative is considered passive and the degree of discretion a servicer may exercise. In accordance with SFAS No. 140 and FIN No. 46-R, the firm does not consolidate QSPEs.

Equity-Method Investments. When the firm does not have a controlling financial interest in an entity but exerts significant influence over the entity's operating and financial policies (generally defined as owning a voting interest of 20% to 50%) and has an investment in common stock or in-substance common stock, the firm accounts for its investment in accordance with the equity method of accounting prescribed by Accounting Principles Board (APB) Opinion No. 18, The Equity Method of Accounting for Investments in Common Stock.

Other. If the firm does not consolidate an entity or apply the equity method of accounting, the firm accounts for its investment at fair value. The firm also has formed numerous nonconsolidated investment funds with third-party investors that are typically organized as limited partnerships. The firm acts as general partner for these funds and does not hold a majority of the economic interests in any fund. For funds established on or before June 29, 2005 in which the firm holds more than a minor interest and for funds established or modified after June 29, 2005, the firm has provided the third-party investors with rights to

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

remove the firm as the general partner or to terminate the funds (see Recent Accounting Developments below). These fund investments are included in Financial instruments owned, at fair value in the condensed consolidated statements of financial condition.

These condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements incorporated by reference in the firm's Annual Report on Form 10-K for the fiscal year ended November 25, 2005. The condensed consolidated financial information as of November 25, 2005 has been derived from audited consolidated financial statements not included herein.

These unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. These adjustments are of a normal, recurring nature. Interim period operating results may not be indicative of the operating results for a full year.

Unless specifically stated otherwise, all references to May 2006 and May 2005 refer to the firm's fiscal periods ended, or the dates, as the context requires, May 26, 2006 and May 27, 2005, respectively. All references to November 2005, unless specifically stated otherwise, refer to the firm's fiscal year ended, or the date, as the context requires, November 25, 2005. All references to 2006, unless specifically stated otherwise, refer to the firm's fiscal year ending, or the date, as the context requires, November 24, 2006. Certain reclassifications have been made to previously reported amounts to conform to the current presentation.

Revenue Recognition

Investment Banking. Underwriting revenues and fees from mergers and acquisitions and other financial advisory assignments are recognized in the condensed consolidated statements of earnings when the services related to the underlying transaction are completed under the terms of the engagement. Expenses associated with such transactions are deferred until the related revenue is recognized or the engagement is otherwise concluded. Underwriting revenues are presented net of related expenses. Expenses associated with financial advisory transactions are recorded as non-compensation expenses, net of client reimbursements.

Financial Instruments. Total financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value are reflected in the condensed consolidated statements of financial condition on a trade-date basis and consist of financial instruments carried at fair value or amounts that approximate fair value, with related unrealized gains or losses generally recognized in the condensed consolidated statements of earnings. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

In determining fair value, the firm separates its financial instruments into three categories cash (i.e., nonderivative) trading instruments, derivative contracts and principal investments.

Cash Trading Instruments. Fair values of the firm's cash trading instruments are generally obtained from quoted market prices in active markets, broker or dealer price quotations, or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued in this manner include U.S. government and agency securities, other sovereign government obligations, liquid mortgage products, investment-grade and high-yield corporate bonds, listed equities, money market securities, state, municipal and provincial obligations, and physical commodities.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Certain cash trading instruments trade infrequently and have little or no price transparency. Such instruments may include certain corporate bank loans, mortgage whole loans and distressed debt. The firm values these instruments initially at cost and generally does not adjust valuations unless there is substantive evidence supporting a change in the value of the underlying instrument or valuation assumptions (such as similar market transactions, changes in financial ratios or changes in the credit ratings of the underlying companies). Where there is evidence supporting a change in the value, the firm uses valuation methodologies such as the present value of known or estimated cash flows.

Cash trading instruments owned by the firm (long positions) are marked to bid prices, and instruments sold but not yet purchased (short positions) are marked to offer prices. If liquidating a position is expected to affect its prevailing market price, the valuation is adjusted generally based on market evidence or predetermined policies. In certain circumstances, such as for highly illiquid positions, management's estimates are used to determine this adjustment.

Derivative Contracts. Fair values of the firm's derivative contracts consist of exchange-traded and over-the-counter (OTC) derivatives and are reflected net of cash that the firm has paid and received (for example, option premiums or cash paid or received pursuant to credit support agreements). Fair values of the firm's exchange-traded derivatives are generally determined from quoted market prices. OTC derivatives are valued using valuation models. The firm uses a variety of valuation models including the present value of known or estimated cash flows and option-pricing models. The valuation models used to derive the fair values of the firm's OTC derivatives require inputs including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. The selection of a model to value an OTC derivative depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability of pricing information in the market. The firm generally uses similar models to value similar instruments. Where possible, the firm verifies the values produced by its pricing models to market transactions. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model selection does not involve significant judgment because market prices are readily available. For OTC derivatives that trade in less liquid markets, model selection requires more judgment because such instruments tend to be more complex and pricing information is less available in these markets. Price transparency is inherently more limited for more complex structures because they often combine one or more product types, requiring additional inputs such as correlations and volatilities. As markets continue to develop and more pricing information becomes available, the firm continues to review and refine the models it uses.

At the inception of an OTC derivative contract (day one), the firm values the contract at the model value if the firm can verify all of the significant model inputs to observable market data and verify the model to market transactions. When appropriate, valuations are adjusted to reflect various factors such as liquidity, bid/offer spreads and credit considerations. These adjustments are generally based on market evidence or predetermined policies. In certain circumstances, such as for highly illiquid positions, management's estimates are used to determine these adjustments.

Where the firm cannot verify all of the significant model inputs to observable market data and verify the model to market transactions, the firm values the contract at the transaction price at inception and, consequently, records no day one gain or loss in accordance with Emerging

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Issues Task Force (EITF) Issue No. 02-3, Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities.

Following day one, the firm adjusts the inputs to its valuation models only to the extent that changes in these inputs can be verified by similar market transactions, third-party pricing services and/or broker quotes, or can be derived from other substantive evidence such as empirical market data. In circumstances where the firm cannot verify the model to market transactions, it is possible that a different valuation model could produce a materially different estimate of fair value.

Principal Investments. In valuing corporate and real estate principal investments, the firm's portfolio is separated into investments in private companies (including the firm's investment in the ordinary shares of Industrial and Commercial Bank of China Limited (ICBC)), investments in public companies (excluding the firm's investment in the convertible preferred stock of Sumitomo Mitsui Financial Group, Inc. (SMFG)) and the firm's investment in SMFG.

The firm's private principal investments, by their nature, have little or no price transparency. Such investments (including the firm's investment in ICBC) are initially carried at cost as an approximation of fair value. Adjustments to carrying value are made if there are third-party transactions evidencing a change in value. Downward adjustments are also made, in the absence of third-party transactions, if it is determined that the expected realizable value of the investment is less than the carrying value. In reaching that determination, many factors are considered including, but not limited to, the operating cash flows and financial performance of the companies or properties relative to budgets or projections, trends within sectors and/or regions, underlying business models, expected exit timing and strategy, and any specific rights or terms associated with the investment, such as conversion features and liquidation preferences.

The firm's public principal investments, which tend to be large, concentrated holdings that result from initial public offerings or other corporate transactions, are valued using quoted market prices discounted based on predetermined written policies for nontransferability and illiquidity.

The firm's investment in the convertible preferred stock of SMFG is carried at fair value, which is derived from a model that incorporates SMFG's common stock price and credit spreads, the impact of nontransferability and illiquidity, and the downside protection on the conversion strike price. The firm's investment in the convertible preferred stock of SMFG is generally nontransferable, but is freely convertible into SMFG common stock. Restrictions on the firm's ability to hedge or sell two-thirds of the common stock underlying its investment in SMFG lapsed in equal installments on February 7, 2005 and March 9, 2006. As of the date of this filing, the firm has fully hedged the first one-third installment of the unrestricted shares and has hedged approximately one-half of the second one-third installment of the unrestricted shares. Restrictions on the firm's ability to hedge or sell the remaining one-third installment lapse on February 7, 2007. As of March 1, 2006, the conversion price of the firm's SMFG preferred stock into shares of SMFG common stock was ¥320,700. This price is subject to downward adjustment if the price of SMFG common stock at the time of conversion is less than the conversion price (subject to a floor of ¥105,700).

In general, transfers of financial assets are accounted for as sales under SFAS No. 140 when the firm has relinquished control over the transferred assets. For transfers accounted for as sales,

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

any related gains or losses are recognized in net revenues. Transfers that are not accounted for as sales are accounted for as collateralized financing arrangements and secured borrowings, with the related interest expense recognized in net revenues over the lives of the transactions.

Collateralized Financing Arrangements. Collateralized financing arrangements consist of resale and repurchase agreements and securities borrowed and loaned. Interest income or expense on resale and repurchase agreements and securities borrowed and loaned is recognized in net revenues over the life of the transaction.

Resale and Repurchase Agreements. Securities purchased under agreements to resell and securities sold under agreements to repurchase, principally U.S. government, federal agency and investment-grade foreign sovereign obligations, represent short-term collateralized financing transactions and are carried in the condensed consolidated statements of financial condition at their contractual amounts plus accrued interest. These amounts are presented on a net-by-counterparty basis when the requirements of FIN No. 41, Offsetting of Amounts Related to Certain Repurchase and Reverse Repurchase Agreements, or FIN No. 39, Offsetting of Amounts Related to Certain Contracts, are satisfied. The firm receives securities purchased under agreements to resell, makes delivery of securities sold under agreements to repurchase, monitors the market value of these securities on a daily basis and delivers or obtains additional collateral as appropriate.

Securities Borrowed and Loaned. Securities borrowed and loaned are recorded based on the amount of cash collateral advanced or received. These transactions are generally collateralized by cash, securities or letters of credit. The firm receives securities borrowed, makes delivery of securities loaned, monitors the market value of securities borrowed and loaned, and delivers or obtains additional collateral as appropriate.

Power Generation. Power generation revenues associated with the firm's consolidated power generation facilities are included in Trading and principal investments in the condensed consolidated statements of earnings when power is delivered. Cost of power generation in the condensed consolidated statements of earnings includes all of the direct costs of these facilities (e.g., fuel, operations and maintenance), as well as the depreciation and amortization associated with the facilities and related contractual assets.

The following table sets forth the power generation revenues and costs directly associated with the firm's consolidated power generation facilities:

	Three Months Ended May		Six Months Ended May	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(in millions)			
Revenues ⁽¹⁾	\$ 178	\$ 115	\$ 290	\$ 245
Cost of power generation	144	121	242	231

⁽¹⁾ Excludes revenues from nonconsolidated power generation facilities, accounted for in accordance with the equity method of accounting, as well as revenues associated with the firm's power trading activities.

Commissions. Commission revenues from executing and clearing client transactions on stock, options and futures markets worldwide are recognized in Trading and principal investments in the condensed consolidated statements of earnings on a trade-date basis.

Insurance Contracts. Revenues from variable annuity and variable life insurance contracts generally consist of fees assessed on contract holder account balances for mortality charges, policy

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

administration and surrender charges. These fees are recognized in the condensed consolidated statements of earnings in the period that services are provided. Premiums earned for providing property and catastrophe reinsurance are recognized in revenues over the coverage period, net of premiums ceded for the cost of reinsurance. Insurance revenues are included in Trading and principal investments in the condensed consolidated statements of earnings.

Merchant Banking Overrides. The firm is entitled to receive merchant banking overrides (i.e., an increased share of a fund's income and gains) when the return on the fund's investments exceeds certain threshold returns. Overrides are based on investment performance over the life of each merchant banking fund, and future investment underperformance may require amounts of override previously distributed to the firm to be returned to the funds. Accordingly, overrides are recognized in the condensed consolidated statements of earnings only when all material contingencies have been resolved. Overrides are included in Trading and principal investments in the condensed consolidated statements of earnings.

Asset Management. Management fees are recognized over the period that the related service is provided based upon average net asset values. In certain circumstances, the firm is also entitled to receive asset management incentive fees based on a percentage of a fund's return or when the return on assets under management exceeds specified benchmark returns or other performance targets. Incentive fees are generally based on investment performance over a 12-month period and are subject to adjustment prior to the end of the measurement period. Accordingly, incentive fees are recognized in the condensed consolidated statements of earnings when the measurement period ends. Asset management fees and incentive fees are included in Asset management and securities services in the condensed consolidated statements of earnings.

Share-Based Compensation

In the first quarter of 2006, the firm adopted SFAS No. 123-R, Share-Based Payment, which is a revision to SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123-R focuses primarily on accounting for transactions in which an entity obtains employee services in exchange for share-based payments. Under SFAS No. 123-R, share-based awards that do not require future service (i.e., vested awards) are expensed immediately. Share-based employee awards that require future service are amortized over the relevant service period. The firm adopted SFAS No. 123-R under the modified prospective adoption method. Under that method of adoption, the provisions of SFAS No. 123-R are generally applied only to share-based awards granted subsequent to adoption. The accounting treatment of share-based awards granted to retirement-eligible employees prior to the firm's adoption of SFAS No. 123-R has not changed and financial statements for periods prior to adoption are not restated for the effects of adopting SFAS No. 123-R.

Two key differences between SFAS No. 123-R and SFAS No. 123 are:

First, SFAS No. 123-R requires expected forfeitures to be included in determining share-based employee compensation expense. Prior to the adoption of SFAS No. 123-R, forfeiture benefits were recorded as a reduction to compensation expense when an employee left the firm and forfeited the award. In the first quarter of 2006, the firm recorded a benefit for expected forfeitures on all outstanding share-based awards. The transition impact of adopting SFAS No. 123-R as of the first day of the firm's 2006 fiscal year, including the effect of accruing for expected forfeitures on outstanding share-based awards, was not material to the firm's results of operations for that quarter.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Second, SFAS No. 123-R requires the immediate expensing of share-based awards granted to retirement-eligible employees, including awards subject to non-compete agreements. Share-based awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R must continue to be amortized over the stated service period of the award (and accelerated if the employee actually retires). Consequently, the firm's compensation and benefits expenses in fiscal 2006 (and, to a lesser extent, in fiscal 2007 and fiscal 2008) will include both the amortization (and acceleration) of awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R as well as the full grant-date fair value of new awards granted to such employees under SFAS No. 123-R. The estimated annual non-cash expense in fiscal 2006 associated with the continued amortization of share-based awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R is approximately \$650 million, of which \$138 million and \$375 million were recognized in the three and six months ended May 2006, respectively.

The firm began to account for share-based awards in accordance with the fair value method prescribed by SFAS No. 123, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, in 2003. Share-based employee awards granted for the year ended November 29, 2002 and prior years were accounted for under the intrinsic-value-based method prescribed by APB Opinion No. 25, Accounting for Stock Issued to Employees, as permitted by SFAS No. 123. Therefore, no compensation expense was recognized for unmodified stock options issued for years prior to fiscal 2003 that had no intrinsic value on the date of grant.

If the firm were to recognize compensation expense over the relevant service period, generally three years, under the fair value method per SFAS No. 123 with respect to stock options granted for the year ended November 29, 2002 and prior years, net earnings would have decreased for the three and six months ended May 2005, resulting in pro forma net earnings and earnings per common share (EPS) as set forth below:

	Three Months Ended May 2005	Six Months Ended May 2005
	(in millions, except per share amounts)	
Net earnings applicable to common shareholders, as reported	\$ 865	\$ 2,377
Add: Share-based compensation expense, net of related tax effects, included in reported net earnings	130	271
Deduct: Share-based compensation expense, net of related tax effects, determined under the fair value method for all awards	(143)	(296)
Pro forma net earnings applicable to common shareholders	\$ 852	\$ 2,352
Earnings per common share, as reported		
Basic	\$ 1.78	\$ 4.85

Diluted	1.71	4.65
Pro forma earnings per common share		
Basic	\$ 1.76	\$ 4.80
Diluted	1.68	4.61

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The firm pays cash dividend equivalents on outstanding restricted stock units. Dividend equivalents paid on restricted stock units accounted for under SFAS No. 123 and SFAS No. 123-R are charged to retained earnings when paid. Dividend equivalents paid on restricted stock units that are later forfeited by employees are reclassified to compensation expense from retained earnings. Dividend equivalents paid on restricted stock units granted prior to 2003 were accounted for under APB Opinion No. 25 and charged to compensation expense.

Prior to the adoption of SFAS No. 123-R, the firm presented all tax benefits resulting from share-based compensation as cash flows from operating activities in the condensed consolidated statements of cash flows. SFAS No. 123-R requires cash flows resulting from tax deductions in excess of the grant-date fair value of share-based awards to be included in cash flows from financing activities.

Goodwill

Goodwill is the cost of acquired companies in excess of the fair value of identifiable net assets at acquisition date. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, goodwill is tested at least annually for impairment. An impairment loss is triggered if the estimated fair value of an operating segment is less than its estimated net book value. Such loss is calculated as the difference between the estimated fair value of goodwill and its carrying value.

Identifiable Intangible Assets

Identifiable intangible assets, which consist primarily of customer lists, above-market power contracts, specialist rights and the value of business acquired (VOBA) in the firm's insurance subsidiaries, are amortized over their estimated useful lives. Identifiable intangible assets are tested for potential impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be fully recoverable in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. An impairment loss, calculated as the difference between the estimated fair value and the carrying value of an asset or asset group, is recognized if the sum of the estimated undiscounted cash flows relating to the asset or asset group is less than the corresponding carrying value.

Property, Leasehold Improvements and Equipment

Property, leasehold improvements and equipment, net of accumulated depreciation and amortization, are included in Other assets in the condensed consolidated statements of financial condition.

Property and equipment placed in service prior to December 1, 2001 are depreciated under the accelerated cost recovery method. Property and equipment placed in service on or after December 1, 2001 are depreciated on a straight-line basis over the useful life of the asset. Leasehold improvements for which the useful life of the improvement is shorter than the term of the lease are amortized under the accelerated cost recovery method if placed in service prior to December 1, 2001. All other leasehold improvements are amortized on a straight-line basis over the useful life of the improvement or the term of the lease, whichever is shorter. Certain costs of software developed or obtained for internal use are capitalized and amortized on a straight-line basis over the useful life of the software.

Property, leasehold improvements and equipment are tested for potential impairment whenever events or changes in circumstances suggest that an asset s or asset group s carrying value may not

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

be fully recoverable in accordance with SFAS No. 144. An impairment loss, calculated as the difference between the estimated fair value and the carrying value of an asset or asset group, is recognized if the sum of the expected undiscounted cash flows relating to the asset or asset group is less than the corresponding carrying value.

The firm's operating leases include space held in excess of current requirements. Rent expense relating to space held for growth is included in *Occupancy* in the condensed consolidated statements of earnings. In accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*, the firm records a liability, based on the remaining lease rentals reduced by any potential or existing sublease rentals, for leases where the firm has ceased using the space and management has concluded that the firm will not derive any future economic benefits. Costs to terminate a lease before the end of its term are recognized and measured at fair value upon termination.

Foreign Currency Translation

Assets and liabilities denominated in non-U.S. currencies are translated at rates of exchange prevailing on the date of the condensed consolidated statement of financial condition, and revenues and expenses are translated at average rates of exchange for the fiscal period. Gains or losses on translation of the financial statements of a non-U.S. operation, when the functional currency is other than the U.S. dollar, are included, net of hedges and taxes, on the condensed consolidated statements of comprehensive income. The firm seeks to reduce its net investment exposure to fluctuations in foreign exchange rates through the use of foreign currency forward contracts and foreign currency-denominated debt. For foreign currency forward contracts, hedge effectiveness is assessed based on changes in forward exchange rates; accordingly, forward points are reflected as a component of the currency translation adjustment in the condensed consolidated statements of comprehensive income. For foreign currency-denominated debt, hedge effectiveness is assessed based on changes in spot rates. Foreign currency remeasurement gains or losses on transactions in nonfunctional currencies are included in the condensed consolidated statements of earnings.

Income Taxes

Deferred tax assets and liabilities are recognized for temporary differences between the financial reporting and tax bases of the firm's assets and liabilities. Valuation allowances are established to reduce deferred tax assets to the amount that more likely than not will be realized. The firm's tax assets and liabilities are presented as a component of *Other assets* and *Other liabilities and accrued expenses*, respectively, in the condensed consolidated statements of financial condition. Tax provisions are computed in accordance with SFAS No. 109, *Accounting for Income Taxes*. Contingent liabilities related to income taxes are recorded when the criteria for loss recognition under SFAS No. 5, *Accounting for Contingencies*, as amended, have been met.

Earnings Per Common Share

Basic EPS is calculated by dividing net earnings applicable to common shareholders by the weighted average number of common shares outstanding. Common shares outstanding includes common stock and restricted stock units for which no future service is required as a condition to the delivery of the underlying common stock. Diluted EPS includes the determinants of basic EPS and, in addition, reflects the dilutive effect of the common stock deliverable pursuant to stock options and to restricted stock units for which future service is required as a condition to the delivery of the underlying common stock.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Cash and Cash Equivalents

The firm defines cash equivalents as highly liquid overnight deposits held in the ordinary course of business.

Recent Accounting Developments

In June 2005, the EITF reached consensus on Issue No. 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*, which requires general partners (or managing members in the case of limited liability companies) to consolidate their partnerships or to provide limited partners with rights to remove the general partner or to terminate the partnership. The firm, as the general partner of numerous merchant banking and asset management partnerships, is required to adopt the provisions of EITF 04-5 (i) immediately for partnerships formed or modified after June 29, 2005 and (ii) in the first quarter of fiscal 2007 for partnerships formed on or before June 29, 2005 that have not been modified. The firm generally expects to provide limited partners in these funds with rights to remove the firm as the general partner or to terminate the partnerships and, therefore, does not expect that EITF 04-5 will have a material effect on the firm's financial condition, results of operations or cash flows.

In February 2006, the FASB issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* an amendment of FASB Statements No. 133 and 140. SFAS No. 155 permits an entity to measure at fair value any financial instrument that contains an embedded derivative that otherwise would require bifurcation. As permitted, the firm early adopted SFAS No. 155 in the first quarter of fiscal 2006. Adoption did not have a material effect on the firm's financial condition, results of operations or cash flows.

Effective for the first quarter of 2006, the firm adopted SFAS No. 156, *Accounting for Servicing of Financial Assets* an amendment of FASB Statement No. 140, which permits entities to elect to measure servicing assets and servicing liabilities at fair value and report changes in fair value in earnings. The firm acquires residential mortgage servicing rights in connection with its mortgage securitization activities and has elected under SFAS No. 156 to account for these servicing rights at fair value. Adoption did not have a material effect on the firm's financial condition, results of operations or cash flows.

In April 2006, the FASB issued FASB Staff Position (FSP) FIN No. 46-R-6, *Determining the Variability to Be Considered in Applying FASB Interpretation No. 46-R*. This FSP addresses how a reporting enterprise should determine the variability to be considered in applying FIN No. 46-R by requiring an analysis of the purpose for which an entity was created and the variability that the entity was designed to create. This FSP must be applied prospectively to all entities with which a reporting enterprise first becomes involved and to all entities previously required to be analyzed under FIN No. 46-R when a reconsideration event has occurred. In accordance with the transition provisions, the firm will adopt this FSP prospectively in the fourth quarter of fiscal 2006 and does not expect it to have a material effect on the firm's financial condition, results of operations or cash flows.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)****Note 3. Financial Instruments*****Fair Value of Financial Instruments***

The following table sets forth the firm's financial instruments owned, at fair value, including those pledged as collateral, and financial instruments sold, but not yet purchased, at fair value:

	As of			
	May 2006		November 2005	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	(in millions)			
Commercial paper, certificates of deposit, time deposits and other money market instruments	\$ 10,227 ⁽¹⁾	\$	\$ 14,609 ⁽¹⁾	\$
U.S. government, federal agency and sovereign obligations	63,190	57,448	68,688	51,458
Corporate and other debt obligations				
Mortgage whole loans and collateralized debt obligations	37,762	180	31,459	223
Investment-grade corporate bonds	15,166	4,369	12,415	4,232
Bank loans	23,555	839	13,843	288
High-yield securities	10,090	2,143	8,822	2,072
Preferred stock	7,157	138	7,315	71
Other	1,099	305	877	278
	94,829	7,974	74,731	7,164
Equities and convertible debentures	71,226	29,979	56,656	32,565
State, municipal and provincial obligations	3,672		2,524	
Derivative contracts	65,073 ⁽²⁾	63,316 ⁽³⁾	58,532 ⁽²⁾	57,829 ⁽³⁾
Physical commodities	1,938	1,084	1,286	55
Total	\$ 310,155 ⁽⁴⁾	\$ 159,801	\$ 277,026	\$ 149,071

⁽¹⁾ Includes \$6.23 billion and \$6.12 billion, as of May 2006 and November 2005, respectively, of money market instruments held by William Street Funding Corporation to support the William Street credit extension program.

⁽²⁾ Net of cash received pursuant to credit support agreements of \$24.52 billion and \$22.61 billion as of May 2006 and November 2005, respectively.

⁽³⁾ Net of cash paid pursuant to credit support agreements of \$19.00 billion and \$16.10 billion as of May 2006 and November 2005, respectively.

- (4) Includes approximately \$1.29 billion of federal agency obligations, investment-grade corporate bonds and other high-grade debt instruments, which are held by the firm's insurance subsidiaries and accounted for as available-for-sale securities under SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities.

Derivative Activities

Derivative contracts are instruments, such as futures, forwards, swaps or option contracts that derive their value from underlying assets, indices, reference rates or a combination of these factors. Derivative instruments may be privately negotiated contracts, which are often referred to as OTC derivatives, or they may be listed and traded on an exchange. Derivatives may involve future commitments to purchase or sell financial instruments or commodities, or to exchange currency or

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

interest payment streams. The amounts exchanged are based on the specific terms of the contract with reference to specified rates, securities, commodities, currencies or indices.

Certain cash instruments, such as mortgage-backed securities, interest-only and principal-only obligations, and indexed debt instruments, are not considered derivatives even though their values or contractually required cash flows are derived from the price of some other security or index. However, certain commodity-related contracts are included in the firm's derivatives disclosure, as these contracts may be settled in cash or are readily convertible into cash.

Substantially all of the firm's derivative transactions are entered into for trading purposes, to facilitate client transactions, to take proprietary positions or as a means of risk management. Risk exposures are managed through diversification, by controlling position sizes and by establishing hedges in related securities or derivatives. For example, the firm may hedge a portfolio of common stock by taking an offsetting position in a related equity-index futures contract. Gains and losses on derivatives used for trading purposes are generally included in Trading and principal investments in the condensed consolidated statements of earnings.

In addition to derivative transactions entered into for trading purposes, the firm enters into derivatives accounted for as hedges to manage certain interest rate and currency exposures, including derivatives used to hedge the firm's net investment in non-U.S. operations. The firm applies fair value hedge accounting to derivative contracts that hedge changes in the relevant benchmark interest rate (e.g. London Interbank Offered Rate (LIBOR)), effectively converting a substantial portion of the firm's long-term and certain short-term borrowings into floating rate obligations. In addition, the firm applies cash flow hedge accounting to derivative transactions that hedge currency exposure on certain forecasted transactions in its consolidated power generation facilities. See Note 2 for information regarding the firm's policy on derivative transactions used to hedge its net investment in non-U.S. operations.

The firm applies long-haul hedge accounting to substantially all of its hedge accounting relationships and performs an ongoing assessment of the effectiveness of these transactions in achieving offsetting changes in fair value or offsetting cash flows attributable to the risk being hedged. For fair value hedges, gains or losses on derivative transactions as well as the hedged item are recognized in net revenues in the condensed consolidated statements of earnings. For cash flow hedges, the effective portion of gains or losses on derivative transactions is reported as a component of Other comprehensive income. Gains or losses related to hedge ineffectiveness for all hedges are included in net revenues. These gains or losses and the component of gains or losses on derivative transactions excluded from the assessment of hedge effectiveness (e.g. the effect of time value on fair value hedges of the firm's borrowings) were not material to the firm's results of operations for the three and six months ended May 2006.

Fair values of the firm's derivative contracts are reflected net of cash paid or received pursuant to credit support agreements and are reported on a net-by-counterparty basis in the firm's condensed consolidated statements of financial condition when management believes a legal right of

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

setoff exists under an enforceable netting agreement. The fair value of derivative financial instruments, computed in accordance with the firm's netting policy, is set forth below:

	May 2006		As of November 2005	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
	(in millions)			
Forward settlement contracts	\$ 13,541	\$ 13,761	\$ 13,921	\$ 15,345
Swap agreements	25,613	21,519	25,865	22,001
Option contracts	25,919	28,036	18,746	20,483
Total	\$ 65,073	\$ 63,316	\$ 58,532	\$ 57,829

Securitization Activities

The firm securitizes commercial and residential mortgages, home equity and auto loans, government and corporate bonds and other types of financial assets. The firm acts as underwriter of the beneficial interests that are sold to investors. The firm derecognizes financial assets transferred in securitizations provided it has relinquished control over such assets. Transferred assets are accounted for at fair value prior to securitization. Net revenues related to these underwriting activities are recognized in connection with the sales of the underlying beneficial interests to investors.

The firm may retain interests in securitized financial assets. Retained interests are accounted for at fair value and included in Total financial instruments owned, at fair value in the condensed consolidated statements of financial condition.

During the six months ended May 2006 and May 2005, the firm securitized \$49.65 billion and \$37.94 billion, respectively, of financial assets, including \$36.57 billion and \$30.11 billion, respectively, of residential mortgage loans and securities. Cash flows received on retained interests were approximately \$422 million and \$394 million for the six months ended May 2006 and May 2005, respectively.

As of May 2006 and November 2005, the firm held \$5.31 billion and \$6.07 billion of retained interests, respectively, including \$4.94 billion and \$5.62 billion, respectively, held in QSPEs. The fair value of retained interests valued using quoted market prices in active markets was \$2.04 billion and \$1.34 billion as of May 2006 and November 2005, respectively.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The following table sets forth the weighted average key economic assumptions used in measuring retained interests for which fair value is based on alternative pricing sources with reasonable, little or no price transparency and the sensitivity of those fair values to immediate adverse changes of 10% and 20% in those assumptions:

	As of May 2006		As of November 2005	
	Type of Retained Interests		Type of Retained Interests	
	Mortgage-Backed	Corporate Debt and Other ⁽³⁾	Mortgage-Backed	Corporate Debt and Other ⁽³⁾
	(\$ in millions)			
Fair value of retained interests	\$ 1,791	\$ 1,480	\$ 2,928	\$ 1,799
Weighted average life (years)	8.5	5.5	5.7	5.1
Constant prepayment rate	22.5%	N/A	18.6%	N/A
Impact of 10% adverse change	\$ (52)	\$	\$ (44)	\$
Impact of 20% adverse change	(88)		(73)	
Anticipated credit losses ⁽¹⁾	2.5%	3.9%	5.0%	2.5%
Impact of 10% adverse change ⁽²⁾	\$ (68)	\$ (3)	\$ (25)	\$ (4)
Impact of 20% adverse change ⁽²⁾	(120)	(6)	(48)	(9)
Discount rate	10.2%	5.9%	7.4%	6.5%
Impact of 10% adverse change	\$ (75)	\$ (12)	\$ (70)	\$ (13)
Impact of 20% adverse change	(144)	(23)	(136)	(29)

(1) Anticipated credit losses are computed only on positions in which expected credit loss is a key assumption in the determination of fair values.

(2) The impacts of adverse change take into account credit mitigants incorporated in the retained interests, including over- collateralization and subordination provisions.

(3) Includes retained interests in bonds and other types of financial assets that are not subject to prepayment risk.

The preceding table does not give effect to the offsetting benefit of other financial instruments that are held to hedge risks inherent in these retained interests. Changes in fair value based on an adverse variation in assumptions generally cannot be extrapolated because the relationship of the change in assumptions to the change in fair value is not usually linear. In addition, the impact of a change in a particular assumption is calculated independently of changes in any other assumption. In practice, simultaneous changes in assumptions might magnify or counteract the sensitivities disclosed above.

In addition to the retained interests described above, the firm also held interests in residential mortgage QSPEs purchased in connection with secondary market-making activities. These purchased interests approximated \$8 billion and \$5 billion as of May 2006 and November 2005, respectively.

In connection with the issuance of asset-repackaged notes to investors, the firm had derivative receivables from QSPEs, to which the firm has transferred assets, with a fair value of \$101 million and \$108 million as of May 2006 and November 2005, respectively. These receivables are collateralized by a first-priority interest in the assets held by each QSPE.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)*****Variable Interest Entities (VIEs)***

The firm, in the ordinary course of its business, retains interests in VIEs in connection with its securitization activities. The firm also purchases and sells variable interests in VIEs, which primarily issue mortgage-backed and other asset-backed securities and collateralized debt obligations (CDOs), in connection with its market-making activities and makes investments in and loans to VIEs that hold performing and nonperforming debt, equity, real estate, power-related and other assets. In addition, the firm utilizes VIEs to provide investors with credit-linked and asset-repackaged notes designed to meet their objectives.

VIEs generally purchase assets by issuing debt and equity instruments. In certain instances, the firm provides guarantees to VIEs or holders of variable interests in VIEs. In such cases, the maximum exposure to loss included in the tables set forth below is the notional amount of such guarantees. Such amounts do not represent anticipated losses in connection with these guarantees.

The firm's variable interests in VIEs include senior and subordinated debt; limited and general partnership interests; preferred and common stock; interest rate, foreign currency, equity, commodity and credit derivatives; guarantees; and residual interests in mortgage-backed and asset-backed securitization vehicles and CDOs. The firm's exposure to the obligations of VIEs is generally limited to its interests in these entities.

The following table sets forth the firm's total assets and maximum exposure to loss associated with its significant variable interests in consolidated VIEs where the firm does not hold a majority voting interest:

	May 2006	As of November 2005
	(in millions)	
Consolidated VIE assets ⁽¹⁾	\$ 6,936	\$ 6,624
Maximum exposure to loss	4,312	3,944

⁽¹⁾ Consolidated VIE assets include assets financed by nonrecourse short-term and long-term debt. Nonrecourse debt is debt that only the issuing subsidiary or, if applicable, a subsidiary guaranteeing the debt is obligated to repay.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The following tables set forth total assets in nonconsolidated VIEs in which the firm holds significant variable interests and the firm's maximum exposure to loss associated with these interests:

	As of May 2006					
	Maximum Exposure to Loss in Nonconsolidated VIEs Purchased Commitments and					
VIE Assets	Retained Interests	and Guarantees	Derivatives	Loans and Investments	Total	
					(in millions)	
Collateralized debt obligations	\$ 32,396	\$ 430	\$	\$ 7,596	\$	\$ 8,026
Asset repackagings and credit-linked notes	4,284			3,066		3,066
Power-related	3,440	2	77		601	680
Investments in loans and real estate	14,137		10		1,507	1,517
Mortgage-backed and other asset-backed	7,420	318	523	58	227	1,126
Total	\$ 61,677	\$ 750	\$ 610	\$ 10,720	\$ 2,335	\$ 14,415

	As of November 2005					
	Maximum Exposure to Loss in Nonconsolidated VIEs Purchased Commitments and					
VIE Assets	Retained Interests	and Guarantees	Derivatives	Loans and Investments	Total	
					(in millions)	
Collateralized debt obligations	\$ 24,295	\$ 780	\$	\$ 4,536	\$	\$ 5,316
Asset repackagings and credit-linked notes	2,568			1,527		1,527
Power-related	6,667	2	95		1,070	1,167
Investments in loans and real estate	14,232		11		1,082	1,093
Mortgage-backed and other asset-backed	6,378	208	248	52	426	934
Total	\$ 54,140	\$ 990	\$ 354	\$ 6,115	\$ 2,578	\$ 10,037

Secured Borrowing and Lending Activities

The firm obtains secured short-term financing principally through the use of repurchase agreements, securities lending agreements and other financings. In these transactions, the firm receives cash or securities in exchange for other securities, including U.S. government, federal agency and sovereign obligations, corporate debt and other debt obligations, equities and convertibles, letters of credit and other assets.

The firm obtains securities as collateral principally through the use of resale agreements, securities borrowing agreements, derivative transactions, customer margin loans and other secured

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

borrowing activities to finance inventory positions, to meet customer needs and to satisfy settlement requirements. In many cases, the firm is permitted to sell or repledge securities held as collateral. These securities may be used to secure repurchase agreements, to enter into securities lending or derivative transactions, or to cover short positions. As of May 2006 and November 2005, the fair value of securities received as collateral by the firm that it was permitted to sell or repledge was \$690.05 billion and \$629.94 billion, respectively, of which the firm sold or repledged \$594.63 billion and \$550.33 billion, respectively.

The firm also pledges securities it owns. Counterparties may or may not have the right to sell or repledge the securities. Securities owned and pledged to counterparties that have the right to sell or repledge are reported as

Financial instruments owned and pledged as collateral, at fair value in the condensed consolidated statements of financial condition and were \$41.99 billion and \$38.98 billion as of May 2006 and November 2005, respectively. Securities owned and pledged in connection with repurchase and securities lending agreements to counterparties that did not have the right to sell or repledge are included in Financial instruments owned, at fair value in the condensed consolidated statements of financial condition and were \$90.57 billion and \$93.90 billion as of May 2006 and November 2005, respectively.

In addition to repurchase and securities lending agreements, the firm also pledges securities and other assets it owns to counterparties that do not have the right to sell or repledge, in order to collateralize secured short-term and long-term borrowings. In connection with these transactions, the firm pledged assets of \$33.36 billion and \$27.84 billion as collateral as of May 2006 and November 2005, respectively. See Note 4 and Note 5 for further information regarding the firm's secured short-term and long-term borrowings.

Note 4. Short-Term Borrowings

The firm obtains short-term borrowings primarily through the use of promissory notes, commercial paper, secured debt and bank loans. As of May 2006 and November 2005, secured short-term borrowings were \$9.98 billion and \$7.97 billion, respectively. Unsecured short-term borrowings were \$52.34 billion and \$47.25 billion as of May 2006 and November 2005, respectively. Short-term borrowings also include the portion of long-term borrowings maturing within one year of the financial statement date and certain long-term borrowings that are redeemable within one year of the financial statement date at the option of the holder. The carrying value of these short-term obligations approximates fair value due to their short-term nature.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Short-term borrowings are set forth below:

	May 2006	As of November 2005
	(in millions)	
Promissory	\$ 20,092	\$ 17,339
Commercial paper	4,776	5,154
Secured debt, bank loans and other	18,703	15,975
Current portion of secured and unsecured long-term borrowings	18,750	16,751
Total ⁽¹⁾⁽²⁾	\$ 62,321	\$ 55,219

- (1) As of May 2006 and November 2005, the weighted average interest rates for short-term borrowings, including commercial paper, were 4.76% and 3.98%, respectively. The weighted average interest rates, after giving effect to hedging activities, were 4.74% and 3.86% as of May 2006 and November 2005, respectively.
- (2) Short-term borrowings as of May 2006 include \$1.87 billion of hybrid financial instruments accounted for at fair value under SFAS No. 155.

Note 5. Long-Term Borrowings

The firm obtains secured and unsecured long-term borrowings, which consist principally of senior borrowings with maturities extending to 2036. As of May 2006 and November 2005, secured long-term borrowings were \$17.84 billion and \$15.67 billion, respectively. Unsecured long-term borrowings were \$107.75 billion and \$84.34 billion as of May 2006 and November 2005, respectively.

Long-term borrowings are set forth below:

	May 2006	As of November 2005
	(in millions)	
Fixed rate obligations ⁽¹⁾		
U.S. dollar	\$ 38,250	\$ 35,530
Non-U.S. dollar	20,068	16,224
Floating rate obligations ⁽²⁾		
U.S. dollar	39,047	31,952
Non-U.S. dollar	28,225	16,301

Total ⁽³⁾	\$ 125,590	\$ 100,007
----------------------	------------	------------

- (1) As of May 2006 and November 2005, interest rates on U.S. dollar fixed rate obligations ranged from 3.88% to 12.00% and from 3.72% to 12.00%, respectively. As of May 2006 and November 2005, interest rates on non-U.S. dollar fixed rate obligations ranged from 0.31% to 8.88% and from 0.65% to 8.88%, respectively.
- (2) Floating interest rates generally are based on LIBOR or the federal funds rate. Certain equity-linked and indexed instruments are included in floating rate obligations.
- (3) Long-term borrowings as of May 2006 include \$2.77 billion of hybrid financial instruments accounted for at fair value under SFAS No. 155.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Long-term borrowings include nonrecourse debt issued by the following subsidiaries, as set forth in the table below. Nonrecourse debt is debt that only the issuing subsidiary or, if applicable, a subsidiary guaranteeing the debt is obligated to repay.

	May 2006	As of November 2005
	(in millions)	
William Street Funding Corporation	\$ 5,225	\$ 5,107
Variable interest entities	6,788	5,568
Other subsidiaries	3,477	2,951
Total ⁽¹⁾	\$ 15,490	\$ 13,626

⁽¹⁾ Includes \$1.06 billion and \$1.33 billion of nonrecourse debt related to the firm's consolidated power generation facilities as of May 2006 and November 2005, respectively.

Long-term borrowings by fiscal maturity date are set forth below:

	May 2006 ^{(1) (2)}		As of			
	U.S. Dollar	Non-U.S. Dollar	Total	U.S. Dollar	Non-U.S. Dollar	Total
	(in millions)					
2007	\$ 8,733	\$ 195	\$ 8,928	\$ 13,662	\$ 861	\$ 14,523
2008	9,830	2,855	12,685	6,218	2,872	9,090
2009	10,455	3,599	14,054	9,241	3,094	12,335
2010	6,258	7,881	14,139	6,411	7,698	14,109
2011	5,594	7,154	12,748	4,840	1,430	6,270
2012-thereafter	36,426	26,610	63,036	27,110	16,570	43,680
Total	\$ 77,296	\$ 48,294	\$ 125,590	\$ 67,482	\$ 32,525	\$ 100,007

⁽¹⁾ Long-term borrowings maturing within one year of the financial statement date and certain long-term borrowings that are redeemable within one year of the financial statement date at the option of the holder are included as short-term borrowings in the condensed consolidated statements of financial condition.

⁽²⁾

Long-term borrowings that are repayable prior to maturity at the option of the firm are reflected at their contractual maturity dates. Long-term borrowings that are redeemable prior to maturity at the option of the holder are reflected at the dates such options become exercisable.

The firm enters into derivative contracts, such as interest rate futures contracts, interest rate swap agreements, currency swap agreements, equity-linked and indexed contracts, to effectively convert a substantial portion of its long-term borrowings into U.S. dollar-based floating rate obligations. Accordingly, the aggregate carrying value of these long-term borrowings and related hedges approximates fair value.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The effective weighted average interest rates for long-term borrowings, after hedging activities, are set forth below:

	As of			
	May 2006	Rate	November 2005	Rate
	Amount		Amount	
	(\$ in millions)			
Fixed rate obligations	\$ 2,603	5.95%	\$ 3,468	5.48%
Floating rate obligations	122,987	5.48	96,539	4.31
Total	\$ 125,590	5.49	\$ 100,007	4.35

Subordinated Borrowings

Long term borrowings include \$2.84 billion of junior subordinated debentures as of May 2006 and November 2005 and \$1.50 billion of subordinated notes as of May 2006.

Junior Subordinated Debentures. The firm issued \$2.84 billion of junior subordinated debentures in its first fiscal quarter of 2004 to Goldman Sachs Capital Trust I (the Trust), a Delaware statutory trust created for the exclusive purposes of (i) issuing \$2.75 billion of guaranteed preferred beneficial interests and \$85 million of common beneficial interests in the Trust, (ii) investing the proceeds from the sale to purchase junior subordinated debentures issued by the firm and (iii) engaging in only those other activities necessary or incidental to these purposes. The preferred beneficial interests were purchased by third parties, and, as of May 2006 and November 2005, the firm held all the common beneficial interests. The Trust is a wholly owned finance subsidiary of the firm for regulatory and legal purposes but is not consolidated for accounting purposes.

The firm pays interest semiannually on these debentures at an annual rate of 6.345% and the debentures mature on February 15, 2034. The coupon rate and the payment dates applicable to the beneficial interests are the same as the interest rate and payment dates applicable to the debentures. The firm has the right, from time to time, to defer payment of interest on the debentures, and, therefore, cause payment on the Trust's preferred beneficial interests to be deferred, in each case up to ten consecutive semiannual periods. During any such extension period, the firm will not be permitted to, among other things, pay dividends on or make certain repurchases of its common stock. The Trust is not permitted to pay any distributions on the common beneficial interests held by the firm unless all dividends payable on the preferred beneficial interests have been paid in full. These notes are junior in right of payment to all of the firm's senior indebtedness and all of the firm's subordinated notes (described below). See Note 6 for information regarding the firm's guarantee of the preferred beneficial interests issued by the Trust.

Subordinated Notes. The firm issued \$1.50 billion of subordinated notes in its second fiscal quarter of 2006. The firm pays interest semiannually on these notes at an annual rate of 6.45% and the notes mature on May 1, 2036. These notes are junior in right of payment to all of the firm's senior indebtedness.

Note 6. Commitments, Contingencies and Guarantees

Commitments

Forward Secured Financings. The firm had commitments to enter into forward secured financing transactions, including certain repurchase and resale agreements and secured borrowing

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

and lending arrangements, of \$58.19 billion and \$49.93 billion as of May 2006 and November 2005, respectively.

Commitments to Extend Credit. In connection with its lending activities, the firm had outstanding commitments of \$72.17 billion and \$61.12 billion as of May 2006 and November 2005, respectively. The firm's commitments to extend credit are agreements to lend to counterparties that have fixed termination dates and are contingent on the satisfaction of all conditions to borrowing set forth in the contract. Since these commitments may expire unused, the total commitment amount does not necessarily reflect the actual future cash flow requirements. The firm accounts for these commitments at fair value.

The following table summarizes the firm's commitments to extend credit at May 2006 and November 2005:

Commitments to Extend Credit
(in millions)

	May 2006	As of November 2005
William Street program	\$ 16,539	\$ 14,505
Other commercial lending commitments		
Investment-grade	12,453	17,592
Non-investment-grade	29,532	18,536
Warehouse financing	13,643	10,489
Total commitments to extend credit	\$ 72,167	\$ 61,122

William Street program. Substantially all of the commitments provided under the William Street credit extension program are to investment-grade corporate borrowers. Commitments under the William Street credit extension program are issued by William Street Commitment Corporation (Commitment Corp.), a consolidated wholly owned subsidiary of Group Inc. whose assets and liabilities are legally separated from other assets and liabilities of the firm, and also by other subsidiaries of Group Inc. William Street Funding Corporation (Funding Corp.), another consolidated wholly owned subsidiary of Group Inc. whose assets and liabilities are legally separated from other assets and liabilities of the firm, was formed to raise funding to support the William Street credit extension program. The assets of Commitment Corp. and of Funding Corp. will not be available to their respective shareholders until the claims of their respective creditors have been paid. In addition, no affiliate of either Commitment Corp. or Funding Corp., except in limited cases as expressly agreed in writing, is responsible for any obligation of either entity. With respect to these commitments, the firm has credit loss protection provided to it by SMFG, which is generally limited to 95% of the first loss the firm realizes on approved loan commitments, subject to a maximum of \$1.00 billion. In addition, subject to the satisfaction of certain conditions, upon the firm's request, SMFG will provide protection for 70% of the second loss on such commitments, subject to a maximum of \$1.13 billion. The firm also uses other financial instruments to hedge certain William Street commitments not covered by SMFG.

Other commercial lending commitments. In addition to the commitments issued under the William Street credit extension program, the firm extends other credit commitments, primarily in connection with contingent acquisition financing and other types of corporate

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

lending. As part of its ongoing credit origination activities, the firm may reduce its credit risk on commitments by syndicating all or substantial portions to other investors. Additionally, commitments that are extended for contingent acquisition financing are often short-term in nature, as borrowers often replace them with other funding sources.

Warehouse financing. The firm provides financing for the warehousing of financial assets to be securitized, primarily in connection with CDOs and mortgage securitizations. These financings are expected to be repaid from the proceeds of the related securitizations for which the firm may or may not act as underwriter. These arrangements are secured by the warehoused assets, primarily consisting of mortgage-backed and other asset-backed securities, residential and commercial mortgages and corporate debt instruments.

Letters of Credit. The firm provides letters of credit issued by various banks to counterparties in lieu of securities or cash to satisfy various collateral and margin deposit requirements. Letters of credit outstanding were \$8.94 billion and \$9.23 billion as of May 2006 and November 2005, respectively.

Merchant Banking Commitments. The firm acts as an investor in merchant banking transactions, which includes making long-term investments in equity and debt instruments in privately negotiated transactions, corporate acquisitions and real estate transactions. In connection with these activities, the firm had commitments to invest up to \$4.34 billion and \$3.54 billion in corporate and real estate investment funds as of May 2006 and November 2005, respectively.

Construction-Related Commitments. As of May 2006 and November 2005, the firm had construction-related commitments of \$1.40 billion and \$579 million, respectively, including commitments of \$1.05 billion and \$481 million, respectively, related to the development of wind energy projects. Construction-related commitments also include outstanding commitments of \$290 million and \$47 million as of May 2006 and November 2005, respectively, related to the firm's new world headquarters in New York City, expected to cost between \$2.3 billion and \$2.5 billion.

Underwriting Commitments. As of May 2006, the firm had commitments to purchase \$311 million of securities in connection with its underwriting activities.

Other. The firm had other purchase commitments of \$732 million and \$644 million as of May 2006 and November 2005, respectively.

Leases. The firm has contractual obligations under long-term noncancelable lease agreements, principally for office space, expiring on various dates through 2069. Certain agreements are subject to periodic escalation provisions for increases in real estate taxes and other charges. Future minimum rental payments, net of minimum sublease rentals, are set forth below:

	(in millions)
Minimum rental payments	
Remainder of 2006	\$ 205
2007	567

2008	369
2009	368
2010	280
2011-thereafter	2,317
Total	\$ 4,106

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Contingencies

The firm is involved in a number of judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of its businesses. Management believes, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on the firm's financial condition, but may be material to the firm's operating results for any particular period, depending, in part, upon the operating results for such period. Given the inherent difficulty of predicting the outcome of the firm's litigation and regulatory matters, particularly in cases or proceedings in which substantial or indeterminate damages or fines are sought, the firm cannot estimate losses or ranges of losses for cases or proceedings where there is only a reasonable possibility that a loss may be incurred.

The firm is contingently liable to provide guaranteed mortality benefits in connection with its insurance business. The net amount at risk, representing guaranteed mortality benefits in force under annuity contracts in excess of contract holder account balances, was \$1.40 billion as of May 2006. The average attained age of contract holders was 70 years as of May 2006.

Guarantees

The firm enters into various derivative contracts that meet the definition of a guarantee under FIN No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. Such derivative contracts include credit default swaps, written equity and commodity put options, written currency contracts and interest rate caps, floors and swaptions. FIN No. 45 does not require disclosures about derivative contracts if such contracts may be cash settled and the firm has no basis to conclude it is probable that the counterparties held, at inception, the underlying instruments related to the derivative contracts. The firm has concluded that these conditions have been met for certain large, internationally active commercial and investment bank end users and certain other users. Accordingly, the firm has not included such contracts in the tables below.

The firm, in its capacity as an agency lender, indemnifies most of its securities lending customers against losses incurred in the event that borrowers do not return securities and the collateral held is insufficient to cover the market value of the securities borrowed. In connection with certain asset sales and securitization transactions, the firm guarantees the collection of contractual cash flows. In connection with its merchant banking activities, the firm may issue loan guarantees to secure financing. In addition, the firm provides letters of credit and other guarantees, on a limited basis, to enable clients to enhance their credit standing and complete transactions.

In connection with the firm's establishment of the Trust, Group Inc. effectively provided for the full and unconditional guarantee of the beneficial interests in the Trust held by third parties. Timely payment by Group Inc. of interest on the junior subordinated debentures and other amounts due and performance of its other obligations under the transaction documents will be sufficient to cover payments due by the Trust on its beneficial interests. As a result, management believes that it is unlikely the firm will have to make payments related to the Trust other than those required under the junior subordinated debentures and in connection with certain expenses incurred by the Trust.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The following tables set forth certain information about the firm's derivative contracts that meet the definition of a guarantee and certain other guarantees as of May 2006 and November 2005:

	Carrying Value	As of May 2006 Maximum Payout/Notional Amount by Period of Expiration ⁽⁴⁾				Total
		Remainder of 2006	2007-2008	2009-2010	2011-Thereafter	
						(in millions)
Derivatives ⁽¹⁾	\$ 2,499	\$ 299,129	\$ 379,116	\$ 279,294	\$ 492,756	\$ 1,450,295
Securities lending indemnifications ⁽²⁾		24,181				24,181
Guarantees of trust preferred beneficial interest ⁽³⁾		87	349	349	6,851	7,636
Guarantee of the collection of contractual cash flows		4	155	1		160
Merchant banking fund-related commitments		19	44	5	58	126
Letters of credit and other guarantees	23	457	133	10	125	725

	Carrying Value	As of November 2005 Maximum Payout/Notional Amount by Period of Expiration ⁽⁴⁾				Total
		2006	2007-2008	2009-2010	2011-Thereafter	
						(in millions)
Derivatives ⁽¹⁾	\$ 8,217	\$ 356,131	\$ 244,163	\$ 259,332	\$ 289,459	\$ 1,149,085
Securities lending indemnifications ⁽²⁾		16,324				16,324
Guarantees of trust preferred beneficial interest ⁽³⁾		174	349	349	6,851	7,723
Guarantee of the collection of contractual cash flows		147	2	95	20	264
Merchant banking fund-related commitments		15	23	6	56	100
Letters of credit and other guarantees	4	354	119	129	101	703

- (1) The carrying value excludes the effect of a legal right of setoff that may exist under an enforceable netting agreement.
- (2) Collateral held by the lenders in connection with securities lending indemnifications was \$25.20 billion and \$16.89 billion as of May 2006 and November 2005, respectively.
- (3) Includes the guarantee of all payments scheduled to be made over the life of the Trust, which could be shortened in the event the firm redeemed the junior subordinated debentures issued to fund the Trust. See Note 5 for further information regarding the Trust.
- (4) Such amounts do not represent the anticipated losses in connection with these contracts.

In the normal course of its business, the firm indemnifies and guarantees certain service providers, such as clearing and custody agents, trustees and administrators, against specified potential losses in connection with their acting as an agent of, or providing services to, the firm or its affiliates. The firm also indemnifies some clients against potential losses incurred in the event specified third-party service providers, including sub-custodians and third-party brokers, improperly execute transactions. In addition, the firm is a member of payment, clearing and settlement networks as well as securities exchanges around the world that may require the firm to meet the obligations of

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

such networks and exchanges in the event of member defaults. In connection with its prime brokerage and clearing businesses, the firm agrees to clear and settle on behalf of its clients the transactions entered into by them with other brokerage firms. The firm's obligations in respect of such transactions are secured by the assets in the client's account as well as any proceeds received from the transactions cleared and settled by the firm on behalf of the client. In connection with joint venture investments, the firm may issue loan guarantees under which it may be liable in the event of fraud, misappropriation, environmental liabilities and certain other matters involving the borrower. The firm is unable to develop an estimate of the maximum payout under these guarantees and indemnifications. However, management believes that it is unlikely the firm will have to make any material payments under these arrangements, and no liabilities related to these guarantees and indemnifications have been recognized in the condensed consolidated statements of financial condition as of May 2006 and November 2005.

The firm provides representations and warranties to counterparties in connection with a variety of commercial transactions and occasionally indemnifies them against potential losses caused by the breach of those representations and warranties. The firm may also provide indemnifications protecting against changes in or adverse application of certain U.S. tax laws in connection with ordinary-course transactions such as securities issuances, borrowings or derivatives. In addition, the firm may provide indemnifications to some counterparties to protect them in the event additional taxes are owed or payments are withheld, due either to a change in or an adverse application of certain non-U.S. tax laws. These indemnifications generally are standard contractual terms and are entered into in the normal course of business. Generally, there are no stated or notional amounts included in these indemnifications, and the contingencies triggering the obligation to indemnify are not expected to occur. The firm is unable to develop an estimate of the maximum payout under these guarantees and indemnifications. However, management believes that it is unlikely the firm will have to make any material payments under these arrangements, and no liabilities related to these arrangements have been recognized in the condensed consolidated statements of financial condition as of May 2006 and November 2005.

Note 7. Shareholders Equity

On June 12, 2006, the Board of Directors of Group Inc. (the Board) declared a dividend of \$0.35 per common share with respect to the firm's second fiscal quarter of 2006 to be paid on August 24, 2006 to common shareholders of record on July 25, 2006.

During the three and six months ended May 2006, the firm repurchased 6.5 million shares and 25.6 million shares of its common stock at a total cost of \$1.02 billion and \$3.59 billion, respectively. The average price paid per share for repurchased shares was \$156.59 and \$140.28 for the three and six months ended May 2006, respectively. In addition, to satisfy minimum statutory employee tax withholding requirements related to the delivery of shares underlying restricted stock units, the firm cancelled 3.0 million restricted stock units with a total value of \$374 million in the first half of 2006.

On May 24, 2006, the firm issued 34,000 shares of perpetual Floating Rate Non-Cumulative Preferred Stock, Series D.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

As of May 2006, the firm had 104,000 shares of perpetual non-cumulative preferred stock outstanding in four series as set forth in the following table:

Preferred Stock by Series

Series	Shares Issued	Shares Authorized	Dividend Rate	Earliest Redemption Date	Redemption Value (in millions)
A	30,000	50,000	3 month LIBOR + 0.75%, with floor of 3.75% per annum	April 25, 2010	\$ 750
B	32,000	50,000	6.20% per annum	October 31, 2010	800
C	8,000	25,000	3 month LIBOR + 0.75%, with floor of 4% per annum	October 31, 2010	200
D	34,000	60,000	3 month LIBOR + 0.67%, with floor of 4% per annum	May 24, 2011	850
	104,000	185,000			\$2,600

Each share of preferred stock has a par value of \$0.01, has a liquidation preference of \$25,000, is represented by 1,000 depositary shares and is redeemable at the firm's option at a redemption price equal to \$25,000 plus declared and unpaid dividends. Dividends on each series of preferred stock, if declared, are payable quarterly in arrears. The firm's ability to declare or pay dividends on, or purchase, redeem or otherwise acquire, its common stock is subject to certain restrictions in the event that the firm fails to pay or set aside full dividends on the preferred stock for the latest completed dividend period. All preferred stock also has a preference over the firm's common stock upon liquidation.

On June 12, 2006, the Board declared a dividend per preferred share of \$377.58, \$387.50, \$377.58 and \$318.36 for Series A, Series B, Series C and Series D preferred stock, respectively, to be paid on August 10, 2006 to preferred shareholders of record on July 26, 2006.

The following table sets forth the firm's accumulated other comprehensive income by type:

	As of
May 2006	November 2005
(in millions)	

Currency translation adjustment, net of tax	\$ 11	\$ (16)
Minimum pension liability adjustment, net of tax	(11)	(11)
Net gains on cash flow hedges, net of tax	7	9
Net unrealized gains on available-for-sale securities, net of tax	4 ⁽¹⁾	18
Total accumulated other comprehensive income, net of tax	\$ 11	\$

⁽¹⁾ Consists of net unrealized losses of \$11 million on available-for-sale securities held by the firm's insurance subsidiaries and net unrealized gains of \$15 million on available-for-sale securities held by investees accounted for under the equity method.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)****Note 8. Earnings Per Common Share**

The computations of basic and diluted earnings per common share are set forth below:

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions, except per share amounts)			
Numerator for basic and diluted EPS net earnings applicable to common shareholders	\$ 2,286	\$ 865	\$ 4,739	\$ 2,377
Denominator for basic EPS weighted average number of common shares	449.7	485.4	453.5	489.8
Effect of dilutive securities				
Restricted stock units	13.3	9.2	12.1	8.5
Stock options	15.3	11.6	15.2	12.4
Dilutive potential common shares	28.6	20.8	27.3	20.9
Denominator for diluted EPS weighted average number of common shares and dilutive potential common shares ⁽¹⁾	478.3	506.2	480.8	510.7
Basic EPS	\$ 5.08	\$ 1.78	\$ 10.45	\$ 4.85
Diluted EPS	4.78	1.71	9.86	4.65

⁽¹⁾ The diluted EPS computations do not include the antidilutive effect of the following options:

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions)			
Number of antidilutive options, end of period		1		1

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)****Note 9. Goodwill and Identifiable Intangible Assets*****Goodwill***

The following table sets forth the carrying value of the firm's goodwill by operating segment, which is included in Other assets in the condensed consolidated statements of financial condition:

	May 2006	As of November 2005
	(in millions)	
Investment Banking		
Financial Advisory	\$	\$
Underwriting	125	125
Trading and Principal Investments		
FICC	139	91
Equities ⁽¹⁾	2,387	2,390
Principal Investments	22	1
Asset Management and Securities Services		
Asset Management ⁽²⁾	421	424
Securities Services	117	117
Total	\$ 3,211	\$ 3,148

(1) Primarily related to SLK LLC (SLK).

(2) Primarily related to The Ayco Company, L.P.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)***Identifiable Intangible Assets*

The following table sets forth the gross carrying amount, accumulated amortization and net carrying amount of identifiable intangible assets:

		As of	
		May 2006	November 2005
		(in millions)	
Customer lists ⁽¹⁾	Gross carrying amount	\$ 1,034	\$ 1,021
	Accumulated amortization	(271)	(244)
	Net carrying amount	\$ 763	\$ 777
Power contracts ⁽²⁾	Gross carrying amount	\$ 756	\$ 497
	Accumulated amortization	(45)	(16)
	Net carrying amount	\$ 711	\$ 481
New York Stock Exchange (NYSE) specialist rights	Gross carrying amount	\$ 714	\$ 714
	Accumulated amortization	(151)	(134)
	Net carrying amount	\$ 563	\$ 580
Value of business acquired (VOBA) ⁽³⁾	Gross carrying amount	\$ 319	\$
	Accumulated amortization	(6)	
	Net carrying amount	\$ 313	\$
Exchange-traded fund (ETF) specialist rights	Gross carrying amount	\$ 138	\$ 138
	Accumulated amortization	(30)	(27)
	Net carrying amount	\$ 108	\$ 111
Other ⁽⁴⁾	Gross carrying amount	\$ 329	\$ 312
	Accumulated amortization	(225)	(206)

	Net carrying amount	\$ 104	\$ 106
Total	Gross carrying amount	\$ 3,290	\$ 2,682
	Accumulated amortization	(728)	(627)
	Net carrying amount	\$ 2,562	\$ 2,055

- (1) Primarily includes the firm's clearance and execution and NASDAQ customer lists related to SLK LLC (SLK) and financial counseling customer lists related to The Ayco Company, L.P.
- (2) Primarily relates to above-market power contracts of consolidated power generation facilities related to Cogentrix Energy, Inc. and National Energy & Gas Transmission, Inc. (NEGT). Substantially all of these power contracts have been pledged as collateral to counterparties in connection with certain of the firm's secured short-term and long-term borrowings. The weighted average remaining life of these power contracts is approximately 11 years.
- (3) Represents the present value of estimated future gross profits of the variable annuity and variable life insurance business acquired in fiscal 2006. VOBA is amortized over the estimated life of the underlying contracts based on estimated gross profits, and amortization is adjusted based on actual experience. The weighted average remaining amortization period for VOBA is seven years as of the end of the second quarter.
- (4) Primarily includes technology-related and other assets related to SLK.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Substantially all of the firm's identifiable intangible assets are considered to have finite lives and are amortized over their estimated useful lives. The weighted average remaining life of the firm's identifiable intangibles is approximately 13 years.

Amortization expense associated with identifiable intangible assets was \$69 million and \$56 million for the three months ended May 2006 and May 2005, respectively, and \$113 million and \$93 million for the six months ended May 2006 and May 2005, respectively, including amortization associated with the firm's consolidated power generation facilities reported within "Cost of power generation" in the condensed consolidated statements of earnings.

The estimated future amortization for existing identifiable intangible assets through 2011 is set forth below:

	(in millions)
Remainder of 2006	\$ 117
2007	243
2008	208
2009	197
2010	189
2011	184

Note 10. Other Assets and Other Liabilities***Other Assets***

Other assets are generally less liquid, nonfinancial assets. The following table sets forth the firm's other assets by type:

	As of	
	May 2006	November 2005
	(in millions)	
Goodwill and identifiable intangible assets ⁽¹⁾	\$ 5,773	\$ 5,203
Property, leasehold improvements and equipment ⁽²⁾	6,283	5,097
Equity-method investments and joint ventures	2,517	2,965
Income tax-related assets	1,637	1,304
Miscellaneous receivables and other	3,209	2,743
Total	\$ 19,419	\$ 17,312

⁽¹⁾ See Note 9 for further information regarding the firm's goodwill and identifiable intangible assets.

- (2) Net of accumulated depreciation and amortization of \$4.88 billion and \$4.62 billion for May 2006 and November 2005, respectively.

Other Liabilities

Other liabilities and accrued expenses primarily includes insurance-related liabilities, compensation and benefits, minority interest in consolidated entities, litigation liabilities, tax-related

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

payables, deferred revenue and other payables. The following table sets forth the firm's other liabilities and accrued expenses by type:

	May 2006	As of November 2005
	(in millions)	
Separate account liabilities ⁽¹⁾	\$ 8,108	\$
Compensation and benefits	8,891	6,598
Minority interest	3,815	3,164
Other insurance-related liabilities ⁽²⁾	2,314	
Income tax-related liabilities	1,672	868
Accrued expenses and other payables	3,932	3,200
Total	\$ 28,732	\$ 13,830

(1) Offsetting separate account assets, representing segregated contract holder funds under variable annuity and variable life insurance contracts, are included in "Cash and securities segregated for regulatory and other purposes" in the condensed consolidated statements of financial condition.

(2) Consists of \$2.03 billion of contract holder account balances and liabilities for future benefits and unpaid claims and \$280 million in reserves for guaranteed minimum death and income benefits on variable annuity contracts. Such reserves represent estimates, under multiple scenarios, of future guaranteed benefits expected to be paid less future fees expected to be earned. Related to the \$2.03 billion is a receivable of \$790 million for risks ceded to reinsurers included in "Receivables from customers and counterparties" in the condensed consolidated statements of financial condition. Reinsurance contracts do not relieve the firm from its obligations to contract holders.

Note 11. Employee Benefit Plans

The firm sponsors various pension plans and certain other postretirement benefit plans, primarily healthcare and life insurance. The firm also provides certain benefits to former or inactive employees prior to retirement.

Defined Benefit Pension Plans and Postretirement Plans

The firm maintains a defined benefit pension plan for substantially all U.S. employees hired prior to November 1, 2003. As of November 2004, this plan has been closed to new participants and no further benefits will be accrued to existing participants. Employees of certain non-U.S. subsidiaries participate in various local defined benefit pension plans. These plans generally provide benefits based on years of credited service and a percentage of the employee's eligible compensation. In addition, the firm has unfunded postretirement benefit plans that provide medical and life insurance for eligible retirees and their dependents covered under the U.S. benefits program.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The components of pension expense/(income) and postretirement expense are set forth below:

	Three Months		Six Months	
	Ended May		Ended May	
	2006	2005	2006	2005
	(in millions)			
U.S. pension				
Service cost	\$	\$	\$	\$
Interest cost	5	5	10	10
Expected return on plan assets	(6)	(6)	(13)	(13)
Net amortization	1	1	3	3
Total	\$	\$	\$	\$
Non-U.S. pension				
Service cost	\$ 14	\$ 12	\$ 28	\$ 23
Interest cost	6	5	12	10
Expected return on plan assets	(7)	(6)	(14)	(12)
Net amortization	2	3	5	6
Other ⁽¹⁾				(17)
Total	\$ 15	\$ 14	\$ 31	\$ 10
Postretirement				
Service cost	\$ 4	\$ 4	\$ 8	\$ 7
Interest cost	4	3	9	6
Net amortization	5	1	10	2
Total	\$ 13	\$ 8	\$ 27	\$ 15

⁽¹⁾ Represents a benefit as a result of the termination of a Japanese pension plan.

The firm expects to contribute a minimum of \$14 million to its pension plans and \$6 million to its postretirement plans in fiscal 2006.

Note 12. Employee Incentive Plans**Stock Incentive Plan**

The firm sponsors a stock incentive plan, The Goldman Sachs Amended and Restated Stock Incentive Plan (the Amended SIP), which provides for grants of incentive stock options, nonqualified stock options, stock appreciation rights, dividend equivalent rights, restricted stock, restricted stock units and other share-based awards. In the second

quarter of fiscal 2003, the Amended SIP was approved by the firm's shareholders, effective for grants after April 1, 2003, and no further awards were or will be made under the original plan after that date, although awards granted under the original plan prior to that date remain outstanding.

The total number of shares of common stock that may be issued under the Amended SIP through fiscal 2008 may not exceed 250 million shares and, in each fiscal year thereafter, may not exceed 5% of the issued and outstanding shares of common stock, determined as of the last day of the immediately preceding fiscal year, increased by the number of shares available for awards in previous fiscal years but not covered by awards granted in such years. As of May 2006 and November 2005, 195.7 million and 196.6 million shares, respectively, were available for grant under the Amended SIP.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)*****Restricted Stock Units***

The firm issued restricted stock units to employees under the Amended SIP, primarily in connection with year-end compensation and acquisitions. Of the total restricted stock units outstanding as of May 2006 and November 2005, (i) 28.8 million units and 30.1 million units, respectively, required future service as a condition to the delivery of the underlying shares of common stock and (ii) 18.7 million units and 25.0 million units, respectively, did not require future service. In all cases, delivery of the underlying shares of common stock is conditioned on the grantees satisfying certain other requirements outlined in the award agreements. When delivering the underlying shares to employees, the firm generally issues new shares of common stock, as opposed to reissuing treasury shares.

The activity related to these restricted stock units is set forth below:

	Restricted Stock Units Outstanding		Weighted Average Grant-Date Fair Value of Restricted Stock Units Outstanding No	
	Future Service Required	No Future Service Required	Future Service Required	Future Service Required
Outstanding, November 2005 ⁽¹⁾	30,117,820	24,993,866	\$ 112.01	\$ 107.18
Granted ^{(2) (3)}	633,642	137,973	144.61	137.88
Forfeited	(448,829)	(179,143)	110.02	100.45
Delivered		(7,716,532)		90.84
Vested ⁽³⁾	(1,491,575)	1,491,575	106.54	106.54
Outstanding, May 2006	28,811,058	18,727,739	\$ 113.04	\$ 114.15

⁽¹⁾ Includes restricted stock units granted to employees during the six month period ended May 2006 as part of compensation for fiscal 2005.

⁽²⁾ The weighted average grant-date fair value of restricted stock units granted during the six month period ended May 2006 was \$143.41 per unit, compared with \$108.85 per unit for the same prior year period.

⁽³⁾ The aggregate fair value of awards vested during the six month period ended May 2006 was \$227 million.

Stock Options

As of November 2004, all stock options granted to employees in May 1999 in connection with the firm's initial public offering became fully vested and exercisable. Stock options granted to employees subsequent to the firm's initial public offering generally vest as outlined in the applicable stock option agreement and first become exercisable on the

third anniversary of the grant date. Year-end stock options for 2005 become exercisable in January 2009 and expire on November 27, 2015. Shares received on exercise prior to January 2010 will not be transferable until January 2010. All employee stock option agreements provide that vesting is accelerated in certain circumstances, such as upon retirement, death and extended absence. In general, all stock options expire on the tenth anniversary of the grant date, although they may be subject to earlier termination or cancellation in certain circumstances in accordance with the terms of the Amended SIP and the applicable stock option agreement. The dilutive effect of the firm's outstanding stock options is included in Average common shares outstanding Diluted on the condensed consolidated statements of earnings.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

The activity related to these stock options is set forth below:

	Options Outstanding	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)	Weighted Average Remaining Life (in years)
Outstanding, November 2005 ⁽¹⁾	64,237,687	\$ 83.24		
Granted				
Exercised	(14,443,901)	76.73		
Forfeited	(176,967)	95.82		
Outstanding, May 2006	49,616,819	\$ 85.09	\$ 3,366	5.4
Exercisable, May 2006	45,443,533	81.46	3,248	5.1

⁽¹⁾ Includes stock options granted to employees in the six months ended May 2006 as part of compensation for fiscal 2005.

The total intrinsic value of options exercised during the six months ended May 2006 and May 2005 was \$945 million and \$454 million, respectively.

The following table sets forth share-based compensation and the related tax benefit:

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions)			
Non-cash employee share-based compensation	\$ 279	\$ 201	\$ 612	\$ 420
Cash settled equity	4		17	
Total employee share-based compensation	283	201	629	420
Excess tax benefit related to options exercised	181	70	337	160
Excess tax benefit related to share-based compensation ⁽¹⁾	\$ 182	\$ 73	\$ 435	\$ 165

⁽¹⁾ Represents the tax benefit, recognized in additional paid-in capital, on stock options exercised and the delivery of shares underlying vested restricted stock units.

As of May 2006, there was \$1.87 billion of total unrecognized compensation cost related to nonvested share-based compensation arrangements. This cost is expected to be recognized over a weighted average period of 2.11 years.

The firm's stock repurchase program is intended to maintain our total shareholders' equity at appropriate levels and to substantially offset increases in share count over time resulting from employee share-based compensation. The repurchase program has been effected primarily through regular open-market purchases and is influenced by, among other factors, the level of our common shareholders' equity, our overall capital position, share-based awards and exercises of employee stock options, the prevailing market price of our common stock and general market conditions.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Note 13. Affiliated Funds

The firm has formed numerous nonconsolidated investment funds with third-party investors. The firm generally acts as the investment manager for these funds and, as such, is entitled to receive management fees and, in certain cases, advisory fees, incentive fees or overrides from these funds. These fees amounted to \$1.94 billion and \$951 million for the six months ended May 2006 and May 2005, respectively. As of May 2006 and November 2005, the fees receivable from these funds were \$347 million and \$388 million, respectively. Additionally, the firm may invest alongside the third-party investors in certain funds. The aggregate carrying value of the firm's interests in these funds was \$3.42 billion and \$2.17 billion as of May 2006 and November 2005, respectively. In the normal course of business, the firm may also engage in other activities with these funds, including among others, securities lending, trade execution, trading and custody. See Note 6 for the firm's commitments related to these funds.

Note 14. Regulation

The firm is regulated by the U.S. Securities and Exchange Commission (SEC) as a Consolidated Supervised Entity (CSE). As such, it is subject to group-wide supervision and examination by the SEC and to minimum capital requirements on a consolidated basis. As of May 2006 and November 2005, the firm was in compliance with the CSE capital requirements.

The firm's principal U.S. regulated subsidiaries include Goldman, Sachs & Co. (GS&Co.) and Goldman Sachs Execution & Clearing, L.P. (GSEC). GS&Co. and GSEC are registered U.S. broker-dealers and futures commission merchants subject to Rule 15c3-1 of the SEC and Rule 1.17 of the Commodity Futures Trading Commission, which specify uniform minimum net capital requirements, as defined, for their registrants. GS&Co. and GSEC have elected to compute their minimum capital requirements in accordance with the Alternative Net Capital Requirement as permitted by Rule 15c3-1. As of May 2006 and November 2005, GS&Co. and GSEC had net capital in excess of their minimum capital requirements. In addition to its alternative minimum net capital requirements, GS&Co. is also required to hold tentative net capital in excess of \$1 billion and net capital in excess of \$500 million in accordance with the market and credit risk standards of Appendix E of Rule 15c3-1. GS&Co. is also required to notify the SEC in the event that its tentative net capital is less than \$5 billion. As of May 2006 and November 2005, GS&Co. had tentative net capital and net capital in excess of both the minimum and the notification requirements.

The firm's principal non-U.S. regulated subsidiaries include Goldman Sachs International (GSI) and Goldman Sachs (Japan) Ltd. (GSJL). GSI, a regulated U.K. broker-dealer, is subject to the capital requirements of the U.K.'s Financial Services Authority, and GSJL, a regulated broker-dealer based in Tokyo, is subject to the capital requirements of Japan's Financial Services Agency. As of May 2006 and November 2005, GSI and GSJL were in compliance with their local capital adequacy requirements. Certain other non-U.S. subsidiaries of the firm are also subject to capital adequacy requirements promulgated by authorities of the countries in which they operate. As of May 2006 and November 2005, these subsidiaries were in compliance with their local capital adequacy requirements.

Table of Contents

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)**

Note 15. Business Segments

In reporting to management, the firm's operating results are categorized into the following three segments: Investment Banking, Trading and Principal Investments, and Asset Management and Securities Services.

Basis of Presentation

In reporting segments, certain of the firm's business lines have been aggregated where they have similar economic characteristics and are similar in each of the following areas: (i) the nature of the services they provide, (ii) their methods of distribution, (iii) the types of clients they serve and (iv) the regulatory environments in which they operate.

The cost drivers of the firm taken as a whole—compensation, headcount and levels of business activity—are broadly similar in each of the firm's business segments. Compensation expenses within the firm's segments reflect, among other factors, the overall performance of the firm as well as the performance of individual business units. Consequently, pre-tax margins in one segment of the firm's business may be significantly affected by the performance of the firm's other business segments. The timing and magnitude of changes in the firm's bonus accruals can have a significant effect on segment results in a given period.

Table of Contents**THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(UNAUDITED)***Segment Operating Results*

Management believes that the following information provides a reasonable representation of each segment's contribution to consolidated pre-tax earnings and total assets:

		As of or for the			
		Three Months Ended May		Six Months Ended May	
		2006	2005	2006	2005
		(in millions)			
Investment Banking	Net revenues	\$ 1,526	\$ 815	\$ 2,997	\$ 1,708
	Operating expenses	1,094	718	2,283	1,505
	Pre-tax earnings	\$ 432	\$ 97	\$ 714	\$ 203
	Segment assets	\$ 2,744	\$ 3,205	\$ 2,744	\$ 3,205
Trading and Principal Investments	Net revenues	\$ 6,961	\$ 2,813	\$ 13,845	\$ 7,196
	Operating expenses	4,372	2,065	8,701	4,794
	Pre-tax earnings	\$ 2,589	\$ 748	\$ 5,144	\$ 2,402
	Segment assets	\$ 551,940	\$ 445,541	\$ 551,940	\$ 445,541
Asset Management and Securities Services	Net revenues	\$ 1,610	\$ 1,178	\$ 3,590	\$ 2,307
	Operating expenses	1,088	787	2,187	1,500
	Pre-tax earnings	\$ 522	\$ 391	\$ 1,403	\$ 807
	Segment assets	\$ 244,200	\$ 175,471	\$ 244,200	\$ 175,471
Total	Net revenues ⁽¹⁾	\$ 10,097	\$ 4,806	\$ 20,432	\$ 11,211
	Operating expenses ⁽²⁾	6,573	3,562	13,219	7,822
	Pre-tax earnings ⁽³⁾	\$ 3,524	\$ 1,244	\$ 7,213	\$ 3,389
	Total assets	\$ 798,884	\$ 624,472 ⁽⁴⁾	\$ 798,884	\$ 624,472 ⁽⁴⁾

(1) Net revenues include net interest and cost of power generation as set forth in the table below:

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions)			
Investment Banking	\$ 5	\$ 19	\$ 6	\$ 39
Trading and Principal Investments	40	251	237	493
Asset Management and Securities Services	594	454	1,020	809
Total net interest and cost of power generation	\$ 639	\$ 724	\$ 1,263	\$ 1,341

(2) Includes net provisions for a number of litigation and regulatory proceedings of \$19 million and \$(8) million for the three months ended May 2006 and May 2005, respectively, and \$48 million and \$23 million for the six months ended May 2006 and May 2005, respectively, that have not been allocated to the firm's segments.

(3) Pre-tax earnings include total depreciation and amortization as set forth in the table below:

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions)			
Investment Banking	\$ 33	\$ 38	\$ 64	\$ 78
Trading and Principal Investments	185	154	334	278
Asset Management and Securities Services	41	38	80	72
Total depreciation and amortization	\$ 259	\$ 230	\$ 478	\$ 428

(4) Includes certain assets that management believes are not allocable to a particular segment.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Directors and Shareholders of
The Goldman Sachs Group, Inc.:

We have reviewed the accompanying condensed consolidated statement of financial condition of The Goldman Sachs Group, Inc. and its subsidiaries (the Company) as of May 26, 2006, the related condensed consolidated statements of earnings for the three and six months ended May 26, 2006 and May 27, 2005, the condensed consolidated statement of changes in shareholders' equity for the six months ended May 26, 2006, the condensed consolidated statements of cash flows for the six months ended May 26, 2006 and May 27, 2005, and the condensed consolidated statements of comprehensive income for the three and six months ended May 26, 2006 and May 27, 2005. These condensed consolidated interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial condition as of November 25, 2005 and the related consolidated statements of earnings, changes in shareholders' equity, cash flows and comprehensive income for the year then ended, management's assessment of the effectiveness of the Company's internal control over financial reporting as of November 25, 2005 and the effectiveness of the Company's internal control over financial reporting as of November 25, 2005; and in our report dated February 3, 2006, we expressed unqualified opinions thereon. The consolidated financial statements and management's assessment of the effectiveness of internal control over financial reporting referred to above are not presented herein. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial condition as of November 25, 2005, and the condensed consolidated statement of changes in shareholders' equity for the year ended November 25, 2005, is fairly stated in all material respects in relation to the consolidated financial statements from which it has been derived.

/s/ PricewaterhouseCoopers LLP

New York, New York
June 29, 2006

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

INDEX

	Page No.
<u>Introduction</u>	47
<u>Executive Overview</u>	48
<u>Business Environment</u>	50
<u>Critical Accounting Policies</u>	51
<u>Fair Value</u>	51
<u>Goodwill and Identifiable Intangible Assets</u>	57
<u>Use of Estimates</u>	59
<u>Results of Operations</u>	60
<u>Financial Overview</u>	60
<u>Segment Operating Results</u>	65
<u>Capital and Funding</u>	72
<u>Capital</u>	72
<u>Short-Term Borrowings</u>	76
<u>Credit Ratings</u>	77
<u>Contractual Obligations and Commitments</u>	78
<u>Liquidity Risk</u>	81
<u>Recent Accounting Developments</u>	87
<u>Cautionary Statement Pursuant to the Private Securities Litigation Reform Act of 1995</u>	88
<u>Item 3: Quantitative and Qualitative Disclosures About Market Risk</u>	89

Table of Contents

Introduction

Goldman Sachs is a leading global investment banking, securities and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.

Our activities are divided into three segments:

Investment Banking. We provide a broad range of investment banking services to a diverse group of corporations, financial institutions, governments and individuals.

Trading and Principal Investments. We facilitate client transactions with a diverse group of corporations, financial institutions, governments and individuals and take proprietary positions through market making in, trading of and investing in fixed income and equity products, currencies, commodities and derivatives on such products. In addition, we engage in specialist and market-making activities on equities and options exchanges and we clear client transactions on major stock, options and futures exchanges worldwide. In connection with our merchant banking and other investing activities, we make principal investments directly and through funds that we raise and manage.

Asset Management and Securities Services. We provide investment advisory and financial planning services and offer investment products across all major asset classes to a diverse group of institutions and individuals worldwide, and provide prime brokerage services, financing services and securities lending services to mutual funds, pension funds, hedge funds, foundations and high-net-worth individuals worldwide.

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended November 25, 2005. References herein to the Annual Report on Form 10-K are to our Annual Report on Form 10-K for the fiscal year ended November 25, 2005.

Unless specifically stated otherwise, all references to May 2006 and May 2005 refer to our fiscal periods ended, or the dates, as the context requires, May 26, 2006 and May 27, 2005, respectively. All references to November 2005, unless specifically stated otherwise, refer to our fiscal year ended, or the date, as the context requires, November 25, 2005. All references to 2006, unless specifically stated otherwise, refer to our fiscal year ending, or the date, as the context requires, November 24, 2006.

When we use the terms Goldman Sachs, we, us and our, we mean The Goldman Sachs Group, Inc. (Group Inc.), a Delaware corporation, and its consolidated subsidiaries.

Table of Contents**Executive Overview**

Our diluted earnings per common share were \$4.78, annualized return on average tangible common shareholders equity⁽¹⁾ was 39.0% and annualized return on average common shareholders equity was 32.5% for the second quarter of 2006. Excluding incremental non-cash expenses of \$138 million related to the accounting for certain share-based awards under SFAS No.123-R⁽²⁾, diluted earnings per common share were \$4.97⁽²⁾, annualized return on average tangible common shareholders equity⁽¹⁾ was 40.8%⁽²⁾ and annualized return on average common shareholders equity was 33.9%⁽²⁾ for the second quarter of 2006. Diluted earnings per common share for the second quarter of 2005 were \$1.71.

Our results for the second quarter of 2006 reflected strong growth in each of our three segments as compared with the second quarter of 2005. The increase in Trading and Principal Investments reflected significantly higher net revenues in Fixed Income, Currency and Commodities (FICC) and Equities, as customer-driven activity remained strong and the market environment was generally favorable, although the equity markets became more challenging in May. Net revenues in Principal Investments also increased as gains and overrides from corporate and real estate principal investments were significantly higher than the same period last year, and more than offset a decline in results related to our investment in the convertible preferred stock of Sumitomo Mitsui Financial Group, Inc. (SMFG). The increase in Investment Banking net revenues reflected strong growth across all regions. Net revenues were significantly higher in Underwriting and Financial Advisory, reflecting strong corporate activity levels. Our investment banking backlog increased during the quarter.⁽³⁾ The strong net revenue growth in our Asset Management and Securities Services businesses reflected significantly higher management and other fees as well as continued growth in our prime brokerage business.

Our diluted earnings per common share were \$9.86 for the six months ended May 2006 compared with \$4.65 for the first half of 2005. Annualized return on average tangible common shareholders equity⁽¹⁾ was 41.4% and annualized return on average common shareholders equity was 34.3%. Excluding incremental non-cash expenses of \$375 million related to the accounting for certain share-based awards under SFAS No. 123-R⁽²⁾, diluted earnings per common share were \$10.38⁽²⁾, annualized return on average tangible common shareholders equity⁽¹⁾ was 43.7%⁽²⁾ and annualized return on average common shareholders equity was 36.2%⁽²⁾ for the six months ended May 2006. Our results for the first half of 2006 reflected strong net revenue growth in each of our three segments as compared with the same period last year.

During the first half of 2006, each of our segments achieved record results. In Investment Banking, industry-wide volumes across mergers and acquisitions and equity underwriting were significantly ahead of the same prior year period, and debt underwriting volumes remained at very high levels. In our FICC and Equities businesses, we continued to see favorable trading and investing opportunities for our clients and ourselves, and consequently, we increased our market risk, particularly in equities, to capitalize on these opportunities. In our Asset Management business, continued revenue growth was driven by record assets under management and strong investment performance, and in our Securities Services business, our customer balances grew significantly. We continued to focus on managing our capital base, with the goal of optimizing our returns while, at the same time, growing our businesses. We repurchased 19.1 million shares and 6.5 million shares of our common stock during our first quarter and second quarter, respectively, at a total cost of \$3.59 billion. In addition, we increased our quarterly dividend to \$0.35 per common share from \$0.25 per common share during our first quarter. With respect to the regulatory environment, financial services firms continued to be under intense scrutiny, with the volume and amount of claims against financial institutions and other related costs remaining significant. Given the range of litigation and investigations presently under way, our litigation expenses can be expected to remain high.

Though our operating results were very strong in the first half of 2006, our business, by its nature, does not produce predictable earnings. Our results in any given period can be materially affected by conditions in global financial

markets and economic conditions generally. For a further discussion of the factors that may affect our future operating results, see Risk Factors in Part I, Item 1A of our Annual Report on Form 10-K.

Table of Contents

- (1) Annualized return on average tangible common shareholders' equity is computed by dividing annualized net earnings applicable to common shareholders by average monthly tangible common shareholders' equity. See Results of Operations Financial Overview below for further information regarding our calculation of annualized return on average tangible common shareholders' equity.
- (2) Statement of Financial Accounting Standards (SFAS) No. 123-R, Share-Based Payment, focuses primarily on accounting for transactions in which an entity obtains employee services in exchange for share-based payments. In the first quarter of 2006, we adopted SFAS No. 123-R, which requires that share-based awards granted to retirement-eligible employees, including those subject to non-compete agreements, be expensed in the year of grant. In addition to expensing current year awards, prior year awards must continue to be amortized over the relevant service period. Therefore, our compensation and benefits expenses in fiscal 2006 (and, to a lesser extent, in fiscal 2007 and fiscal 2008) will include both amortization of prior year awards and new awards granted to retirement-eligible employees for services rendered in fiscal 2006. We believe that presenting our results excluding the impact of the continued amortization of prior year share-based awards granted to retirement-eligible employees increases the comparability of period-to-period operating results and allows for a more meaningful representation of the relationship of current period compensation to net revenues.

The following tables set forth a reconciliation of diluted earnings per common share, common shareholders' equity and net earnings applicable to common shareholders as reported, to these items excluding the impact of the continued amortization of prior year share-based awards granted to retirement-eligible employees:

	Three Months Ended May 2006	Six Months Ended May 2006
Diluted earnings per common share	\$ 4.78	\$ 9.86
Impact of the continued amortization of prior year share-based awards, net of tax	0.19	0.52
Diluted earnings per common share, excluding the impact of the continued amortization of prior year share-based awards	\$ 4.97	\$ 10.38

	Average for the	
	Three Months Ended May 2006	Six Months Ended May 2006
	(in millions)	
Total shareholders' equity	\$ 30,082	\$ 29,473
Preferred stock	(1,963)	(1,871)
Common shareholders' equity	28,119	27,602
Impact of the continued amortization of prior year share-based awards, net of tax	(105)	(76)

Common shareholders' equity, excluding the impact of the continued amortization of prior year share-based awards	28,014	27,526
Goodwill and identifiable intangible assets, excluding power contracts and the value of business acquired (see footnote 1 above)	(4,694)	(4,694)
Tangible common shareholders' equity (see footnote 1 above), excluding the impact of the continued amortization of prior year share-based awards	\$ 23,320	\$ 22,832
	Three Months Ended May 2006	Six Months Ended May 2006
	(in millions)	
Net earnings applicable to common shareholders	\$ 2,286	\$ 4,739
Impact of the continued amortization of prior year share-based awards, net of tax	91	250
Net earnings applicable to common shareholders, excluding the impact of the continued amortization of prior year share-based awards	\$ 2,377	\$ 4,989

(3) Our investment banking backlog represents an estimate of our future net revenues from investment banking transactions where we believe that future revenue realization is more likely than not.

Table of Contents

Business Environment

Global economic conditions remained favorable during our second fiscal quarter of 2006, as real gross domestic product continued to grow at a solid pace and business confidence generally remained at high levels. However, concerns over inflationary pressures, particularly in the U.S., became apparent near the end of our fiscal quarter. These concerns were reflected, in part, in the global equity markets, which declined in May, after generally rising for the first two months of our fiscal quarter. In the fixed income markets, although remaining relatively flat, yield curves in both the U.S. and Europe steepened, with the 10-year U.S. Treasury note yield increasing to 11 basis points above the 2-year yield, while corporate credit spreads remained narrow. In Investment Banking, corporate activity levels in mergers and acquisitions remained strong and equity underwriting activity increased significantly during the quarter.

In the United States, although economic growth remained solid, the pace appeared to moderate in our second fiscal quarter, as consumer spending began to slow, reflecting the impact of high energy prices. In addition, business and consumer confidence remained high, but appeared to decline towards the end of our fiscal quarter. Unemployment reached its lowest levels since 2001 and measures of core inflation began to increase. The U.S. Federal Reserve raised its federal funds rate target during the quarter by 50 basis points to 5.00% and has increased the rate in each of its last 16 meetings. Expectations for further rate increases rose towards the quarter end. Long-term bond yields increased, with the 10-year U.S. Treasury note yield ending the quarter up 48 basis points at 5.05%. Although U.S. equity markets were higher for much of the quarter, they declined in May. The Dow Jones Industrial Average ended our fiscal quarter up 2%, while the NASDAQ and the S&P 500 Index ended our fiscal quarter down 3% and 1%, respectively.

In Europe, economic growth continued to improve during our second fiscal quarter, reflecting growth in exports and business investment. In addition, inflation remained relatively contained and business confidence continued to improve during our second fiscal quarter. However, employment growth and private consumption remained subdued. The European Central Bank increased its main refinancing operations rate by 25 basis points during the quarter to 2.50%. In the U.K., although financial conditions became significantly less accommodative, the economy showed continued modest growth and the Bank of England left rates unchanged. European equity markets were higher for much of the quarter, but ended the quarter lower, while long-term yields ended the quarter higher.

In Japan, real gross domestic product growth appeared to remain solid during our second fiscal quarter, reflecting continued growth in domestic demand and exports. Improvements in the labor market helped raise consumer confidence, which reached its highest levels since 1990. This improvement was reflected in an increase in personal consumption. Although inflation began to increase modestly during the fiscal quarter, the Bank of Japan maintained its uncollateralized overnight call rate at zero percent. Despite a sharp rise early in the quarter, the Nikkei 225 ended our fiscal quarter down 1%. In China, economic growth remained solid, although the pace of growth appeared to decrease slightly from the first quarter. Exports and domestic demand remained strong. The People's Bank of China increased the one-year lending rate by 27 basis points to 5.85%. Elsewhere in Asia, growth in exports and domestic demand remained steady. Equity markets ended our fiscal quarter higher in China and Taiwan, essentially unchanged in Hong Kong and lower in South Korea.

Table of Contents**Critical Accounting Policies****Fair Value**

The use of fair value to measure our financial instruments, with related unrealized gains or losses generally recognized immediately in our results of operations, is fundamental to our financial statements and is our most critical accounting policy. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

In determining fair value, we separate our financial instruments into three categories – cash (i.e., nonderivative) trading instruments, derivative contracts and principal investments, as set forth in the following table:

Financial Instruments by Category
(in millions)

	As of May 2006		As of November 2005	
	Financial Instruments Owned, At Fair Value	Financial Instruments Sold, But Not Yet Purchased, At Fair Value	Financial Instruments Owned, At Fair Value	Financial Instruments Sold, But Not Yet Purchased, At Fair Value
Cash trading instruments	\$ 231,751 ⁽¹⁾	\$ 94,160	\$ 210,042	\$ 89,735
Derivative contracts	65,073	63,316	58,532	57,829
Principal investments	10,937 ⁽²⁾	2,325 ⁽³⁾	6,526 ⁽²⁾	1,507 ⁽³⁾
Total	\$ 307,761	\$ 159,801	\$ 275,100	\$ 149,071

⁽¹⁾ Includes approximately \$1.29 billion of federal agency obligations, investment-grade corporate bonds and other high-grade debt instruments, which are held by our insurance subsidiaries and accounted for as available-for-sale securities under SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities.

⁽²⁾ Excludes assets for which Goldman Sachs is not at risk (e.g., assets related to consolidated employee-owned merchant banking funds) of \$2.39 billion and \$1.93 billion as of May 2006 and November 2005, respectively.

⁽³⁾ Represents an economic hedge on the unrestricted shares of common stock underlying our investment in the convertible preferred stock of SMFG. For a further discussion of our investment in SMFG, see Principal Investments below.

Cash Trading Instruments. The following table sets forth the valuation of our cash trading instruments by level of price transparency:

Cash Trading Instruments by Price Transparency
(in millions)

	As of May 2006		As of November 2005	
	Financial Instruments Owned, At Fair Value	Financial Instruments Sold, But Not Yet Purchased, At Fair Value	Financial Instruments Owned, At Fair Value	Financial Instruments Sold, But Not Yet Purchased, At Fair Value
Quoted prices or alternative pricing sources with reasonable price transparency	\$ 214,883	\$ 94,035	\$ 198,233	\$ 89,565
Little or no price transparency	16,868	125	11,809	170
Total	\$ 231,751	\$ 94,160	\$ 210,042	\$ 89,735

Table of Contents

Fair values of our cash trading instruments are generally obtained from quoted market prices in active markets, broker or dealer price quotations, or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued in this manner include U.S. government and agency securities, other sovereign government obligations, liquid mortgage products, investment-grade and high-yield corporate bonds, listed equities, money market securities, state, municipal and provincial obligations, and physical commodities.

Certain cash trading instruments trade infrequently and have little or no price transparency. Such instruments may include certain corporate bank loans, mortgage whole loans and distressed debt. We value these instruments initially at cost and generally do not adjust valuations unless there is substantive evidence supporting a change in the value of the underlying instrument or valuation assumptions (such as similar market transactions, changes in financial ratios or changes in the credit ratings of the underlying companies). Where there is evidence supporting a change in the value, we use valuation methodologies such as the present value of known or estimated cash flows.

Cash trading instruments we own (long positions) are marked to bid prices, and instruments we have sold but not yet purchased (short positions) are marked to offer prices. If liquidating a position is expected to affect its prevailing market price, our valuation is adjusted generally based on market evidence or predetermined policies. In certain circumstances, such as for highly illiquid positions, management's estimates are used to determine this adjustment.

Derivative Contracts. Derivative contracts consist of exchange-traded and over-the-counter (OTC) derivatives. The following table sets forth the fair value of our exchange-traded and OTC derivative assets and liabilities:

Derivative Assets and Liabilities
(in millions)

	As of May 2006		As of November 2005	
	Assets	Liabilities	Assets	Liabilities
Exchange-traded derivatives	\$ 13,285	\$ 12,045	\$ 10,869	\$ 9,083
OTC derivatives	51,788	51,271	47,663	48,746
Total	\$ 65,073 ⁽¹⁾	\$ 63,316 ⁽²⁾	\$ 58,532 ⁽¹⁾	\$ 57,829 ⁽²⁾

(1) Net of cash received pursuant to credit support agreements of \$24.52 billion and \$22.61 billion as of May 2006 and November 2005, respectively.

(2) Net of cash paid pursuant to credit support agreements of \$19.00 billion and \$16.10 billion as of May 2006 and November 2005, respectively.

Table of Contents

Fair values of our exchange-traded derivatives are generally determined from quoted market prices. OTC derivatives are valued using valuation models. We use a variety of valuation models including the present value of known or estimated cash flows and option-pricing models. The valuation models that we use to derive the fair values of our OTC derivatives require inputs including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. The selection of a model to value an OTC derivative depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability of pricing information in the market. We generally use similar models to value similar instruments. Where possible, we verify the values produced by our pricing models to market transactions. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model selection does not involve significant judgment because market prices are readily available. For OTC derivatives that trade in less liquid markets, model selection requires more judgment because such instruments tend to be more complex and pricing information is less available in these markets. Price transparency is inherently more limited for more complex structures because they often combine one or more product types, requiring additional inputs such as correlations and volatilities. As markets continue to develop and more pricing information becomes available, we continue to review and refine the models that we use.

At the inception of an OTC derivative contract (day one), we value the contract at the model value if we can verify all of the significant model inputs to observable market data and verify the model to market transactions. When appropriate, valuations are adjusted to reflect various factors such as liquidity, bid/offer spreads and credit considerations. These adjustments are generally based on market evidence or predetermined policies. In certain circumstances, such as for highly illiquid positions, management's estimates are used to determine these adjustments.

Where we cannot verify all of the significant model inputs to observable market data and verify the model to market transactions, we value the contract at the transaction price at inception and, consequently, record no day one gain or loss in accordance with Emerging Issues Task Force (EITF) Issue No. 02-3, *Issues Involved in Accounting for Derivative Contracts Held for Trading Purposes and Contracts Involved in Energy Trading and Risk Management Activities*. Following day one, we adjust the inputs to our valuation models only to the extent that changes in these inputs can be verified by similar market transactions, third-party pricing services and/or broker quotes, or can be derived from other substantive evidence such as empirical market data. In circumstances where we cannot verify the model to market transactions, it is possible that a different valuation model could produce a materially different estimate of fair value.

Table of Contents

The following tables set forth the fair values of our OTC derivative assets and liabilities by product and by remaining contractual maturity:

OTC Derivatives (in millions)						
As of May 2006						
Assets	0 - 6	6 - 12	1 - 5	5 - 10	10 Years or Greater	Total
<u>Contract Type</u>	Months	Months	Years	Years	Greater	Total
Interest rates	\$ 1,853	\$ 476	\$ 5,401	\$ 3,181	\$ 5,953	\$ 16,864
Currencies	6,383	915	2,413	1,233	1,182	12,126
Commodities	3,082	3,291	7,641	1,332	129	15,475
Equities	1,224	1,150	1,390	2,457	1,102	7,323
Total	\$ 12,542	\$ 5,832	\$ 16,845	\$ 8,203	\$ 8,366	\$ 51,788
Liabilities						
<u>Contract Type</u>	Months	Months	Years	Years	Greater	Total
Interest rates	\$ 1,724	\$ 574	\$ 4,879	\$ 3,623	\$ 4,951	\$ 15,751
Currencies	5,839	1,285	2,782	399	602	10,907
Commodities	2,881	3,215	5,668	1,544	98	13,406
Equities	2,927	2,612	2,221	3,111	336	11,207
Total	\$ 13,371	\$ 7,686	\$ 15,550	\$ 8,677	\$ 5,987	\$ 51,271
As of November 2005						
Assets	0 - 6	6 - 12	1 - 5	5 - 10	10 Years or Greater	Total
<u>Contract Type</u>	Months	Months	Years	Years	Greater	Total
Interest rates	\$ 1,898	\$ 467	\$ 4,634	\$ 5,310	\$ 5,221	\$ 17,530
Currencies	5,825	1,031	1,843	919	1,046	10,664
Commodities	3,772	1,369	8,130	1,374	120	14,765
Equities	1,168	1,171	832	1,403	130	4,704
Total	\$ 12,663	\$ 4,038	\$ 15,439	\$ 9,006	\$ 6,517	\$ 47,663

Liabilities						
	0 - 6	6 - 12	1 - 5	5 - 10	10 Years or Greater	Total
<u>Contract Type</u>	Months	Months	Years	Years		
Interest rates	\$ 1,956	\$ 590	\$ 5,327	\$ 3,142	\$ 4,970	\$ 15,985
Currencies	6,295	575	3,978	436	924	12,208
Commodities	3,852	2,080	5,904	1,865	162	13,863
Equities	1,308	1,068	2,079	1,993	242	6,690
Total	\$ 13,411	\$ 4,313	\$ 17,288	\$ 7,436	\$ 6,298	\$ 48,746

We enter into certain OTC option transactions that provide us or our counterparties with the right to extend the maturity of the underlying contract. The fair value of these option contracts is not material to the aggregate fair value of our OTC derivative portfolio. In the tables above, for option contracts that require settlement by delivery of an underlying derivative instrument, the remaining contractual maturity is generally classified based upon the maturity date of the underlying derivative instrument. In those instances where the underlying instrument does not have a maturity date or either counterparty has the right to settle in cash, the remaining contractual maturity is generally based upon the option expiration date.

Table of Contents

Principal Investments. The following table sets forth the carrying value of our corporate and real estate principal investments in private companies (excluding our investment in the ordinary shares of Industrial and Commercial Bank of China Limited (ICBC)), in public companies (excluding our investment in the convertible preferred stock of SMFG) and our investments in SMFG and ICBC:

	Principal Investments					
	(in millions)					
	As of May 2006			As of November 2005		
	Corporate	Real Estate	Total	Corporate	Real Estate	Total
Private	\$ 2,291	\$ 609	\$ 2,900	\$ 1,538	\$ 716	\$ 2,254
Public	826	3	829	185	29	214
Subtotal ⁽¹⁾	3,117	612	3,729	1,723	745	2,468
SMFG convertible preferred stock ^{(2) (3)}	4,617		4,617	4,058		4,058
ICBC ordinary shares ⁽⁴⁾	2,591		2,591			
Total	\$ 10,325	\$ 612	\$ 10,937	\$ 5,781	\$ 745	\$ 6,526

(1) Excludes assets for which Goldman Sachs is not at risk (e.g., assets related to consolidated employee-owned merchant banking funds) of \$2.39 billion and \$1.93 billion as of May 2006 and November 2005, respectively.

(2) The fair value of our Japanese yen-denominated investment in the convertible preferred stock of SMFG includes the effect of foreign exchange revaluation. We hedge our economic exposure to exchange rate movements on our investment in SMFG by borrowing Japanese yen. Foreign exchange revaluation on the investment and the related borrowing are generally equal and offsetting. For example, if the Japanese yen appreciates against the U.S. dollar, the U.S. dollar carrying value of our SMFG investment will increase and the U.S. dollar carrying value of the related borrowing will also increase by an amount that is generally equal and offsetting.

(3) Excludes an economic hedge on the unrestricted shares of common stock underlying our investment in the convertible preferred stock of SMFG. The fair value of this hedge was \$2.33 billion and \$1.51 billion as of May 2006 and November 2005, respectively, and is reflected in Financial instruments sold, but not yet purchased, at fair value in the condensed consolidated statements of financial condition. For a further discussion of the restrictions on our ability to hedge or sell the common stock underlying our investment in SMFG, see below.

(4) Includes economic interests of \$1.65 billion as of May 2006 assumed by investment funds managed by Goldman Sachs. The fair value of our Chinese renminbi-denominated investment in the ordinary shares of ICBC includes the effect of foreign exchange revaluation.

Our private principal investments, by their nature, have little or no price transparency. Such investments (including our investment in ICBC) are initially carried at cost as an approximation of fair value. Adjustments to carrying value are made if there are third-party transactions evidencing a change in value. Downward adjustments are also made, in the absence of third-party transactions, if we determine that the expected realizable value of the investment is less than the carrying value. In reaching that determination, we consider many factors including, but not limited to, the operating cash flows and financial performance of the companies or properties relative to budgets or projections, trends within sectors and/or regions, underlying business models, expected exit timing and strategy, and any specific rights or terms associated with the investment, such as conversion features and liquidation preferences.

Table of Contents

Our public principal investments, which tend to be large, concentrated holdings that result from initial public offerings or other corporate transactions, are valued using quoted market prices discounted based on predetermined written policies for nontransferability and illiquidity.

Our investment in the convertible preferred stock of SMFG is carried at fair value, which is derived from a model that incorporates SMFG's common stock price and credit spreads, the impact of nontransferability and illiquidity, and the downside protection on the conversion strike price. The fair value of our investment is particularly sensitive to movements in the SMFG common stock price. As a result of transfer restrictions and the downside protection on the conversion strike price, the relationship between changes in the fair value of our investment and changes in SMFG's common stock price is nonlinear. During the second quarter, the fair value of our investment (excluding the economic hedge on the unrestricted shares of common stock) decreased 6% (expressed in Japanese yen), primarily reflecting a decrease in the SMFG common stock price, partially offset by the impact of passage of time in respect of the transfer restrictions on the underlying common stock.

Our investment in the convertible preferred stock of SMFG is generally nontransferable, but is freely convertible into SMFG common stock. Restrictions on our ability to hedge or sell two-thirds of the common stock underlying our investment in SMFG lapsed in equal installments on February 7, 2005 and March 9, 2006. As of the date of this filing, we have fully hedged the first one-third installment of the unrestricted shares and have hedged approximately one-half of the second one-third installment of the unrestricted shares. Restrictions on our ability to hedge or sell the remaining one-third installment lapse on February 7, 2007. As of March 1, 2006, the conversion price of our SMFG preferred stock into shares of SMFG common stock was ¥320,700. This price is subject to downward adjustment if the price of SMFG common stock at the time of conversion is less than the conversion price (subject to a floor of ¥105,700).

Controls Over Valuation of Financial Instruments. A control infrastructure, independent of the trading and investing functions, is fundamental to ensuring that our financial instruments are appropriately valued and that fair value measurements are reliable. This is particularly important in valuing instruments with lower levels of price transparency.

We employ an oversight structure that includes appropriate segregation of duties. Senior management, independent of the trading functions, is responsible for the oversight of control and valuation policies and for reporting the results of these policies to our Audit Committee. We seek to maintain the necessary resources to ensure that control functions are performed to the highest standards. We employ procedures for the approval of new transaction types and markets, price verification, review of daily profit and loss, and review of valuation models by personnel with appropriate technical knowledge of relevant products and markets. These procedures are performed by personnel independent of the revenue-producing units. For trading and principal investments with little or no price transparency, we employ, where possible, procedures that include comparisons with similar observable positions, analysis of actual to projected cash flows, comparisons with subsequent sales and discussions with senior business leaders. See Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Management in Part II, Item 7 of the Annual Report on Form 10-K for a further discussion on how we manage the risks inherent in our trading and principal investing businesses.

Table of Contents**Goodwill and Identifiable Intangible Assets**

As a result of our acquisitions, principally SLK LLC (SLK) in fiscal 2000, The Ayco Company, L.P. (Ayco) in fiscal 2003, Cogentrix Energy, Inc. (Cogentrix) in fiscal 2004, National Energy & Gas Transmission, Inc. (NEGT) in fiscal 2005 and the acquisition of the variable annuity and variable life insurance business of The Hanover Insurance Group, Inc. (formerly Allmerica Financial Corporation) in fiscal 2006, we have acquired goodwill and identifiable intangible assets. Goodwill is the cost of acquired companies in excess of the fair value of net assets, including identifiable intangible assets, at the acquisition date.

Goodwill. We test the goodwill in each of our operating segments for impairment at least annually in accordance with Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, by comparing the estimated fair value of each operating segment with its estimated net book value. We derive the fair value of each of our operating segments primarily based on price-earnings multiples. We derive the net book value of our operating segments by estimating the amount of shareholders' equity required to support the assets of each operating segment. Our last annual impairment test was performed during our fiscal 2005 fourth quarter and no impairment was identified.

The following table sets forth the carrying value of our goodwill by operating segment:

Goodwill by Operating Segment
(in millions)

	May 2006	As of November 2005
Investment Banking		
Financial Advisory	\$	\$
Underwriting	125	125
Trading and Principal Investments		
FICC	139	91
Equities ⁽¹⁾	2,387	2,390
Principal Investments	22	1
Asset Management and Securities Services		
Asset Management ⁽²⁾	421	424
Securities Services	117	117
Total	\$ 3,211	\$ 3,148

(1) Primarily related to SLK.

(2) Primarily related to Ayco.

Table of Contents

Identifiable Intangible Assets. We amortize our identifiable intangible assets over their estimated useful lives in accordance with SFAS No. 142, and test for potential impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be fully recoverable in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. An impairment loss, calculated as the difference between the estimated fair value and the carrying value of an asset or asset group, is recognized if the sum of the estimated undiscounted cash flows relating to the asset or asset group is less than the corresponding carrying value.

The following table sets forth the carrying value and range of remaining useful lives of our identifiable intangible assets by major asset class:

Identifiable Intangible Assets by Asset Class
(\$ in millions)

	As of May 2006	As of November 2005
	Carrying Value	Carrying Value
	Range of Remaining Useful Lives (in years)	
Customer lists ⁽¹⁾	\$ 763	\$ 777
Power contracts ⁽²⁾	711	481
New York Stock Exchange (NYSE) specialist rights	563	580
Value of business acquired (VOBA) ⁽³⁾	313	
Exchange-traded fund (ETF) specialist rights	108	111
Other ⁽⁴⁾	104	106
Total	\$ 2,562	\$2,055

(1) Primarily includes our clearance and execution and NASDAQ customer lists related to SLK and financial counseling customer lists related to Ayco.

(2) Primarily relates to above-market power contracts of consolidated power generation facilities related to Cogentrix and NEGTEC. Substantially all of these power contracts have been pledged as collateral to counterparties in connection with certain of our secured short-term and long-term borrowings.

(3) Represents the present value of estimated future gross profits of the variable annuity and variable life insurance business acquired in fiscal 2006. VOBA is amortized over the estimated life of the underlying contracts based on estimated gross profits, and amortization is adjusted based on actual experience. The seven year useful life represents the weighted average remaining amortization period of the underlying contracts (certain of which extend approximately 30 years).

(4) Primarily includes technology-related and other assets related to SLK.

(5) During the first quarter of 2006, we reduced the estimated useful lives of our NYSE specialist rights from 22-24 years to 16 years. This change was due to higher than expected attrition in acquired NYSE specialist

rights, primarily from mergers and delistings.

A prolonged period of weakness in global equity markets and the trading of securities in multiple markets and on multiple exchanges could adversely impact our businesses and impair the value of our goodwill and/or identifiable intangible assets. In addition, certain events could indicate a potential impairment of our identifiable intangible assets, including (i) changes in market structure that could adversely affect our specialist businesses, (ii) an adverse action or assessment by a regulator, (iii) a default event under a power contract or physical damage or other adverse events impacting the underlying power generation facilities, or (iv) adverse actual experience on the contracts in our variable annuity and variable life insurance business.

Table of Contents**Use of Estimates**

The use of generally accepted accounting principles requires management to make certain estimates. In addition to the estimates we make in connection with fair value measurements and the accounting for goodwill and identifiable intangible assets, the use of estimates is also important in determining compensation and benefits expenses for interim periods and in determining provisions for potential losses that may arise from litigation and regulatory proceedings and tax audits.

A substantial portion of our compensation and benefits represents discretionary bonuses, which are determined at year end. We believe the most appropriate way to allocate estimated annual discretionary bonuses among interim periods is in proportion to the net revenues earned in such periods. In addition to the level of net revenues, our overall compensation expense in any given year is also influenced by, among other factors, prevailing labor markets, business mix and the structure of our share-based compensation programs. We generally target compensation and benefits at 50% (plus or minus a few percentage points) of consolidated net revenues. During the first half of 2006, our ratio of compensation and benefits to net revenues was 50.8%. Excluding the \$375 million impact of the continued amortization of prior year share-based awards under SFAS No. 123-R, our ratio of compensation and benefits to net revenues was 49.0%. ⁽¹⁾

We estimate and provide for potential losses that may arise out of litigation and regulatory proceedings and tax audits to the extent that such losses are probable and can be estimated, in accordance with SFAS No. 5, Accounting for Contingencies. Significant judgment is required in making these estimates and our final liabilities may ultimately be materially different. Our total liability in respect of litigation and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses after considering, among other factors, the progress of each case or proceeding, our experience and the experience of others in similar cases or proceedings, and the opinions and views of legal counsel. Given the inherent difficulty of predicting the outcome of our litigation and regulatory matters, particularly in cases or proceedings in which substantial or indeterminate damages or fines are sought, we cannot estimate losses or ranges of losses for cases or proceedings where there is only a reasonable possibility that a loss may be incurred. See *Legal Proceedings* in Part I, Item 3 of the Annual Report on Form 10-K, and in Part II, Item 1 of our Quarterly Report on Form 10-Q for the quarter ended February 24, 2006 and in Part II, Item 1 of this Quarterly Report on Form 10-Q for information on our judicial, regulatory and arbitration proceedings.

- ⁽¹⁾ Our ratio of compensation and benefits to net revenues, excluding the impact of the continued amortization of prior year share-based awards, is computed by dividing compensation and benefits, excluding the impact of the continued amortization of prior year share-based awards, by net revenues. We believe that presenting the ratio of compensation and benefits to net revenues excluding the impact of the continued amortization of prior year share-based awards granted to retirement-eligible employees increases the comparability of period-to-period operating results and allows for a more meaningful representation of the relationship of current period compensation to net revenues. The following table sets forth the reconciliation of the ratio of compensation and benefits to net revenues, as reported, to the ratio of compensation and benefits to net revenues excluding the impact of the continued amortization of prior year share-based awards:

Three Months Ended May 2006	Six Months Ended May 2006
(\$ in millions)	

Edgar Filing: GOLDMAN SACHS GROUP INC/ - Form 10-Q

Compensation and benefits	\$ 5,086	\$ 10,387
Impact of the continued amortization of prior year share-based awards	(138)	(375)
Compensation and benefits, excluding the impact of the continued amortization of prior year share-based awards	\$ 4,948	\$ 10,012
Net revenues	\$ 10,097	\$ 20,432
Ratio of compensation and benefits to net revenues, excluding the impact of the continued amortization of prior year share-based awards	49.0%	49.0%

Table of Contents**Results of Operations**

The composition of our net revenues has varied over time as financial markets and the scope of our operations have changed. The composition of net revenues can also vary over the shorter term due to fluctuations in U.S. and global economic and market conditions. For a further discussion of the impact of economic and market conditions on our results of operations, see **Risk Factors** in Part I, Item 1A of the Annual Report on Form 10-K.

Financial Overview

The following table sets forth an overview of our financial results:

Financial Overview
(\$ in millions, except per share amounts)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
Net revenues	\$ 10,097	\$ 4,806	\$ 20,432	\$ 11,211
Pre-tax earnings	3,524	1,244	7,213	3,389
Net earnings	2,312	865	4,791	2,377
Net earnings applicable to common shareholders	2,286	865	4,739	2,377
Diluted earnings per common share	4.78	1.71	9.86	4.65
Annualized return on average common shareholders' equity ⁽¹⁾	32.5%	13.4%	34.3%	18.5%
Annualized return on average tangible common shareholders' equity ⁽²⁾	39.0%	16.4%	41.4%	22.6%

(1) Annualized return on average common shareholders' equity is computed by dividing annualized net earnings applicable to common shareholders by average monthly common shareholders' equity.

(2) Tangible common shareholders' equity equals total shareholders' equity less preferred stock, goodwill and identifiable intangible assets, excluding power contracts and the value of business acquired (VOBA). VOBA represents the present value of estimated future gross profits of the variable annuity and variable life insurance business acquired in fiscal 2006. In fiscal 2006, we amended our calculation of tangible common shareholders' equity. We no longer deduct identifiable intangible assets associated with power contracts and we do not deduct VOBA from common shareholders' equity, in each case because, unlike other intangible assets, we do not hold material amounts of common shareholders' equity to support these assets. Prior periods have been restated to conform to the current period presentation.

We believe that annualized return on average tangible common shareholders' equity is meaningful because it measures the performance of businesses consistently, whether they were acquired or developed internally. Annualized return on average tangible common shareholders' equity is computed by dividing annualized net earnings applicable to common shareholders by average monthly tangible common shareholders' equity. The following table sets forth a reconciliation of average total shareholders' equity to average tangible common shareholders' equity:

	Average for the			
	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
	(in millions)			
Total shareholders' equity	\$ 30,082	\$ 26,226	\$ 29,473	\$ 25,967
Preferred stock	(1,963)	(375)	(1,871)	(214)
Common shareholders' equity	28,119	25,851	27,602	25,753
Goodwill and identifiable intangible assets, excluding power contracts and VOBA	(4,694)	(4,719)	(4,694)	(4,764)
Tangible common shareholders' equity	\$ 23,425	\$ 21,132	\$ 22,908	\$ 20,989

Table of Contents

Net Revenues

Three Months Ended May 2006 versus May 2005. Our net revenues were \$10.10 billion for the second quarter of 2006, an increase of 110% compared with the second quarter of 2005, reflecting strong growth in each of our three segments. The increase in Trading and Principal Investments reflected significantly higher net revenues in FICC and Equities, as customer-driven activity remained strong and the market environment was generally favorable, although the equity markets became more challenging in May. Net revenues in Principal Investments also increased as gains and overrides from corporate and real estate principal investments were significantly higher than the same period last year, and more than offset a decline in results related to our investment in the convertible preferred stock of SMFG. The increase in Investment Banking net revenues reflected strong growth across all regions. Net revenues were significantly higher in Underwriting and Financial Advisory, reflecting strong corporate activity levels. The strong net revenue growth in our Asset Management and Securities Services businesses reflected significantly higher management and other fees as well as continued growth in our prime brokerage business.

Six Months Ended May 2006 versus May 2005. Our net revenues were \$20.43 billion for the first half of 2006, an increase of 82% compared with the same period last year, reflecting strong net revenue growth in each of our three segments. The increase in Trading and Principal Investments reflected significantly higher net revenues in FICC, with strong performance across all major businesses, as customer-driven activity was strong and market conditions were favorable. In addition, net revenues in Equities increased significantly, reflecting strength across all businesses, as customer-driven activity was solid and global equity prices were generally higher. Net revenues in Principal Investments also increased as gains and overrides from corporate and real estate principal investments and the gain related to our investment in the convertible preferred stock of SMFG were higher than the same prior year period. The increase in Investment Banking net revenues reflected strong growth across all regions. Net revenues were significantly higher in Financial Advisory, equity underwriting and debt underwriting, reflecting strong corporate activity levels. The strong net revenue growth in our Asset Management and Securities Services businesses reflected incentive fees of \$843 million (compared with \$163 million for the same prior year period) and a 25% increase in management and other fees, as well as significantly higher global customer balances in Securities Services.

Table of Contents**Operating Expenses**

Our operating expenses are primarily influenced by compensation, headcount and levels of business activity. A substantial portion of our compensation expense represents discretionary bonuses, with our overall compensation and benefits expenses generally targeted at 50% (plus or minus a few percentage points) of consolidated net revenues. In addition to the level of net revenues, our compensation expense in any given year is influenced by, among other factors, prevailing labor markets, business mix and the structure of our share-based compensation programs. During the first half of 2006, our ratio of compensation and benefits to net revenues was 50.8%. Excluding the \$375 million impact of the continued amortization of prior year share-based awards under SFAS No. 123-R for the first half of 2006, our ratio of compensation and benefits to net revenues was 49.0%. See [Use of Estimates](#) above for more information on our ratio of compensation and benefits to net revenues.

The following table sets forth our operating expenses and number of employees:

Operating Expenses and Employees
(\$ in millions)

	Three Months		Six Months	
	Ended May		Ended May	
	2006	2005	2006	2005
Compensation and benefits ⁽¹⁾	\$ 5,086	\$ 2,403	\$ 10,387	\$ 5,606
Brokerage, clearing and exchange fees	403	274	754	526
Market development	121	94	221	176
Communications and technology	131	123	255	241
Depreciation and amortization	127	128	252	246
Amortization of identifiable intangible assets	44	31	78	62
Occupancy	199	186	392	334
Professional fees	123	109	232	205
Other expenses	339	214	648	426
Total non-compensation expenses	1,487	1,159	2,832	2,216
Total operating expenses	\$ 6,573	\$ 3,562	\$ 13,219	\$ 7,822
Employees at period end ^{(1) (2)}	24,013	21,800		

⁽¹⁾ Excludes 9,369 and 6,844 employees as of May 2006 and May 2005, respectively, of consolidated entities held for investment purposes. Compensation and benefits includes \$61 million and \$19 million for the three months ended May 2006 and May 2005, respectively, and \$112 million and \$24 million for the six months ended May 2006 and May 2005, respectively, attributable to these consolidated entities. Consolidated entities held for investment purposes includes entities that are held strictly for capital appreciation, have a defined exit strategy and are engaged in activities that are not closely related to our principal businesses.

⁽²⁾ Includes 1,225 employees as of May 2006 of Goldman Sachs consolidated property management and loan servicing subsidiaries. May 2005 has been restated to conform to the current presentation and includes 912 such employees.

Table of Contents

The following table sets forth non-compensation expenses of consolidated entities held for investment purposes and our remaining non-compensation expenses by line item:

Non-Compensation Expenses
(in millions)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
Non-compensation expenses of consolidated investments ⁽¹⁾	\$ 119	\$ 49	\$ 218	\$ 64
Non-compensation expenses excluding consolidated investments				
Brokerage, clearing and exchange fees	403	274	754	526
Market development	113	90	205	172
Communications and technology	129	123	252	241
Depreciation and amortization	110	124	222	240
Amortization of identifiable intangible assets	44	31	78	62
Occupancy	171	174	340	322
Professional fees	121	108	226	204
Other expenses	277	186	537	385
Subtotal	1,368	1,110	2,614	2,152
Total non-compensation expenses, as reported	\$ 1,487	\$ 1,159	\$ 2,832	\$ 2,216

⁽¹⁾ Consolidated entities held for investment purposes includes entities that are held strictly for capital appreciation, have a defined exit strategy and are engaged in activities that are not closely related to our principal businesses. For example, these investments include consolidated entities that hold real estate assets such as golf courses and hotels in Asia, but exclude investments in entities that primarily hold financial assets. We believe that it is meaningful to review non-compensation expenses excluding expenses related to these consolidated entities in order to evaluate trends in non-compensation expenses related to our principal business activities. Revenues related to such entities are included in Trading and principal investments in the condensed consolidated statements of earnings.

Three Months Ended May 2006 versus May 2005. Operating expenses of \$6.57 billion increased 85% compared with the second quarter of 2005. Compensation and benefits expenses of \$5.09 billion increased 112% compared with the second quarter of 2005, primarily reflecting higher net revenues. The ratio of compensation and benefits to net revenues for the second quarter of 2006 was 50.4% compared with 50.0% for the second quarter of 2005. Excluding the \$138 million impact of the continued amortization of prior year share-based awards under SFAS No. 123-R, the ratio of compensation and benefits to net revenues was 49.0% for the second quarter of 2006 compared with 50.0% for the second quarter of 2005. Employment levels increased 2% during the second quarter of 2006. See Use of Estimates above for more information on our ratio of compensation and benefits to net revenues.

In the first quarter of 2006, we adopted SFAS No. 123-R, which requires that share-based awards granted to retirement-eligible employees, including those subject to non-compete agreements, be expensed in the year of grant. In addition to expensing current year awards, prior year awards must continue to be amortized over the relevant service period. Therefore, our compensation and benefits expenses in fiscal 2006 (and, to a lesser extent, in fiscal 2007 and fiscal 2008) will include both amortization of prior year awards and new awards granted to retirement-eligible employees for services rendered in fiscal 2006. The majority of the expense related to the continued amortization of prior year awards will be recognized in fiscal 2006. The estimated annual expense for fiscal 2006 is approximately \$650 million of which \$138 million was recognized in the second quarter of 2006.

Table of Contents

Non-compensation expenses were \$1.49 billion, 28% higher than the second quarter of 2005. Excluding consolidated entities held for investment purposes, non-compensation expenses were 23% higher than the second quarter of 2005. One-half of this increase was attributable to higher brokerage, clearing and exchange fees, primarily in Equities. Other expenses were higher primarily due to costs related to our insurance business, which was acquired in the first quarter of 2006, and net provisions for litigation and regulatory proceedings of \$19 million.

Six Months Ended May 2006 versus May 2005. Operating expenses of \$13.22 billion for the first half of 2006 increased 69% compared with the first half of 2005. Compensation and benefits expenses of \$10.39 billion increased 85% compared with the first half of 2005, primarily reflecting higher net revenues. The ratio of compensation and benefits to net revenues for the first half of 2006 was 50.8% compared with 50.0% for the same period last year. Excluding the \$375 million impact of the continued amortization of prior year share-based awards under SFAS No. 123-R, the ratio of compensation and benefits to net revenues was 49.0% for the first half of 2006 compared with 50.0% for the first half of 2005. Employment levels increased 2% during the first half of 2006.

Non-compensation expenses were \$2.83 billion, 28% higher than the first half of 2005. Excluding consolidated entities held for investment purposes, non-compensation expenses were 21% higher than the first half of 2005. Approximately one-half of this increase was attributable to higher brokerage, clearing and exchange fees, primarily in Equities. Other expenses were higher primarily due to costs related to our insurance business, which was acquired in the first quarter of 2006, and increased charitable contributions. Other expenses included net provisions for litigation and regulatory proceedings of \$48 million for the first half of 2006 compared with \$23 million for the same period last year.

Provision for Taxes

The provision for taxes for the three and six months ended May 2006 was \$1.21 billion and \$2.42 billion, respectively. The effective income tax rate for the first half of 2006 was 33.6%, up from 32.8% for the first quarter of 2006 and 32.0% for fiscal year 2005. The increase in the effective tax rate for the first half of 2006 compared with the first quarter of 2006 was primarily due to the effect of lower estimated tax credits. The increase in the effective tax rate for the first half of 2006 compared with fiscal year 2005 was primarily due to the impact of audit settlements in fiscal year 2005 and lower estimated tax credits in 2006.

Table of Contents**Segment Operating Results**

The following table sets forth the net revenues, operating expenses and pre-tax earnings of our segments:

		Segment Operating Results		Segment Operating Results	
		(in millions)			
		Three Months Ended May		Six Months Ended May	
		2006	2005	2006	2005
Investment Banking	Net revenues	\$ 1,526	\$ 815	\$ 2,997	\$ 1,708
	Operating expenses	1,094	718	2,283	1,505
	Pre-tax earnings	\$ 432	\$ 97	\$ 714	\$ 203
Trading and Principal Investments	Net revenues	\$ 6,961	\$ 2,813	\$ 13,845	\$ 7,196
	Operating expenses	4,372	2,065	8,701	4,794
	Pre-tax earnings	\$ 2,589	\$ 748	\$ 5,144	\$ 2,402
Asset Management and Securities Services	Net revenues	\$ 1,610	\$ 1,178	\$ 3,590	\$ 2,307
	Operating expenses	1,088	787	2,187	1,500
	Pre-tax earnings	\$ 522	\$ 391	\$ 1,403	\$ 807
Total	Net revenues	\$ 10,097	\$ 4,806	\$ 20,432	\$ 11,211
	Operating expenses ⁽¹⁾	6,573	3,562	13,219	7,822
	Pre-tax earnings	\$ 3,524	\$ 1,244	\$ 7,213	\$ 3,389

⁽¹⁾ Includes net provisions for a number of litigation and regulatory proceedings of \$19 million and \$(8) million for the three months ended May 2006 and May 2005, respectively, and \$48 million and \$23 million for the six months ended May 2006 and May 2005, respectively, that have not been allocated to our segments.

Net revenues in our segments include allocations of interest income and interest expense to specific securities, commodities and other positions in relation to the cash generated by, or funding requirements of, such underlying positions.

The cost drivers of Goldman Sachs taken as a whole – compensation, headcount and levels of business activity – are broadly similar in each of our business segments. Compensation expenses within our segments reflect, among other factors, the overall performance of Goldman Sachs as well as the performance of individual business units.

Consequently, pre-tax margins in one segment of our business may be significantly affected by the performance of our other business segments. The timing and magnitude of changes in our bonus accruals can have a significant effect on segment results in a given period. A discussion of segment operating results follows.

Table of Contents**Investment Banking**

Our Investment Banking segment is divided into two components:

Financial Advisory. Financial Advisory includes advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, restructurings and spin-offs.

Underwriting. Underwriting includes public offerings and private placements of equity, equity-related and debt instruments.

The following table sets forth the operating results of our Investment Banking segment:

Investment Banking Operating Results
(in millions)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
Financial Advisory	\$ 608	\$ 386	\$ 1,344	\$ 800
Equity underwriting	482	114	765	300
Debt underwriting	436	315	888	608
Total Underwriting	918	429	1,653	908
Total net revenues	1,526	815	2,997	1,708
Operating expenses	1,094	718	2,283	1,505
Pre-tax earnings	\$ 432	\$ 97	\$ 714	\$ 203

The following table sets forth our financial advisory and underwriting transaction volumes:

Goldman Sachs Global Investment Banking Volumes ⁽¹⁾
(in billions)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
Announced mergers and acquisitions	\$ 373	\$ 127	\$ 709	\$ 380
Completed mergers and acquisitions	208	101	477	224
Equity and equity-related offerings ⁽²⁾	28	9	43	20
Debt offerings ⁽³⁾	74	63	153	139

(1)

Source: Thomson Financial. Announced and completed mergers and acquisitions volumes are based on full credit to each of the advisors in a transaction. Equity and equity-related offerings and debt offerings are based on full credit for single book managers and equal credit for joint book managers. Transaction volumes may not be indicative of net revenues in a given period.

- (2) Includes public common stock offerings and convertible offerings.
- (3) Includes non-convertible preferred stock, mortgage-backed securities, asset-backed securities and taxable municipal debt. Includes publicly registered and Rule 144A issues.

Table of Contents

Three Months Ended May 2006 versus May 2005. Net revenues in Investment Banking of \$1.53 billion for the second quarter of 2006 increased 87% compared with the second quarter of 2005, reflecting growth across all regions. Net revenues in Financial Advisory of \$608 million increased 58% compared with the second quarter of 2005, primarily reflecting strong growth in industry-wide completed mergers and acquisitions. Net revenues in our Underwriting business of \$918 million increased 114% compared with the second quarter of 2005. Net revenues were significantly higher in equity underwriting, primarily reflecting an increase in industry-wide equity and equity-related offerings, and in debt underwriting, primarily due to an increase in leveraged finance activity. Our investment banking backlog increased during the second quarter of 2006. ⁽¹⁾

Operating expenses of \$1.09 billion for the second quarter of 2006 increased 52% compared with the second quarter of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Pre-tax earnings were \$432 million compared with \$97 million in the second quarter of 2005.

Six Months Ended May 2006 versus May 2005. Net revenues in Investment Banking of \$3.00 billion for the first half of 2006 increased 75% compared with the first half of 2005, reflecting growth across all regions. Net revenues in Financial Advisory of \$1.34 billion increased 68% compared with the same period last year, primarily reflecting an increase in industry-wide completed mergers and acquisitions. Net revenues in our Underwriting business of \$1.65 billion increased 82% compared with the first half of 2005. Net revenues were significantly higher in equity underwriting, primarily reflecting an increase in industry-wide equity and equity-related offerings, and in debt underwriting, primarily due to an increase in leveraged finance and investment-grade activity.

Operating expenses of \$2.28 billion for the first half of 2006 increased 52% compared with the first half of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Pre-tax earnings were \$714 million for the first half of 2006 compared with \$203 million in the same period last year.

Trading and Principal Investments

Our Trading and Principal Investments segment is divided into three components:

FICC. We make markets in and trade interest rate and credit products, mortgage-backed securities and loans, currencies and commodities, structure and enter into a wide variety of derivative transactions and engage in proprietary trading and investing.

Equities. We make markets in, trade and act as a specialist for equities and equity-related products, structure and enter into equity derivative transactions and engage in proprietary trading. We also execute and clear client transactions on major stock, options and futures exchanges worldwide.

Principal Investments. We generate net revenues from our corporate and real estate merchant banking investments, including the increased share of the income and gains derived from our merchant banking funds when the return on a fund's investments exceeds certain threshold returns (merchant banking overrides), as well as gains or losses related to our investment in the convertible preferred stock of SMFG.

Substantially all of our inventory is marked-to-market daily and, therefore, its value and our net revenues are subject to fluctuations based on market movements. In addition, net revenues derived from our principal investments in privately held concerns and in real estate may fluctuate significantly depending on the revaluation or sale of these investments in any given period. We also regularly enter into large transactions as part of our trading businesses. The number and size of such transactions may affect our results of operations in a given period.

- (1) Our investment banking backlog represents an estimate of our future net revenues from investment banking transactions where we believe that future revenue realization is more likely than not.

Table of Contents

Net revenues from Principal Investments do not include management fees generated from our merchant banking funds. These management fees are included in the net revenues of the Asset Management and Securities Services segment.

The following table sets forth the operating results of our Trading and Principal Investments segment:

Trading and Principal Investments Operating Results
(in millions)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
FICC	\$ 4,316	\$ 1,519	\$ 8,056	\$ 4,008
Equities trading	1,416	372	3,023	1,201
Equities commissions	936	733	1,778	1,454
Total Equities	2,352	1,105	4,801	2,655
SMFG	(61)	73	344	254
Gross gains	433	157	734	334
Gross losses	(153)	(50)	(254)	(79)
Net other corporate and real estate investments	280	107	480	255
Overrides	74	9	164	24
Total Principal Investments	293	189	988	533
Total net revenues	6,961	2,813	13,845	7,196
Operating expenses	4,372	2,065	8,701	4,794
Pre-tax earnings	\$ 2,589	\$ 748	\$ 5,144	\$ 2,402

Three Months Ended May 2006 versus May 2005. Net revenues in Trading and Principal Investments of \$6.96 billion for the second quarter of 2006 increased 147% compared with the second quarter of 2005. Net revenues in FICC of \$4.32 billion increased 184% compared with the second quarter of 2005, reflecting significantly higher net revenues in commodities, credit products and interest rate products. The increase in commodities reflected a \$700 million gain related to the sale of East Coast Power, L.L.C., one of our power generation facilities, as well as strong results across the business. In addition, net revenues were higher in currencies and mortgages. During the quarter, FICC operated in a favorable environment generally characterized by strong customer-driven activity, favorable market opportunities, tight credit spreads and volatile markets. Net revenues in Equities of \$2.35 billion increased 113% compared with the second quarter of 2005, reflecting significantly higher net revenues across all regions in shares and derivatives. In addition, net revenues in our principal strategies business improved compared

with the second quarter of 2005. During the quarter, the business operated in an environment characterized by strong customer-driven activity and generally favorable market opportunities, although conditions became more challenging in May. Principal Investments recorded net revenues of \$293 million, reflecting \$354 million in gains and overrides from corporate and real estate principal investments, partially offset by a \$61 million loss related to our investment in the convertible preferred stock of SMFG.

Table of Contents

Operating expenses of \$4.37 billion for the second quarter of 2006 increased 112% compared with the second quarter of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Excluding consolidated entities held for investment purposes, the increase in non-compensation expenses was primarily attributable to higher brokerage, clearing and exchange fees, principally in Equities. In addition, other expenses were higher primarily due to costs related to our insurance business. Pre-tax earnings were \$2.59 billion compared with \$748 million in the second quarter of 2005.

Six Months Ended May 2006 versus May 2005. Net revenues in Trading and Principal Investments of \$13.85 billion for the first half of 2006 increased 92% compared with the first half of 2005. Net revenues in FICC of \$8.06 billion increased 101% compared with the same period last year, reflecting significantly higher net revenues in commodities, credit products, currencies and interest rate products. In addition, results in mortgages were strong, as net revenues for the first half of 2006 were higher compared with the same period last year. During the first half of 2006, FICC operated in an environment characterized by strong customer-driven activity, favorable market opportunities and tight credit spreads. Net revenues in Equities of \$4.80 billion increased 81% compared with the same period last year, primarily due to significantly higher net revenues in derivatives and shares. In addition, net revenues in our principal strategies business increased in the first half of 2006, reflecting a particularly strong performance in the first quarter. During the first half of the year, Equities operated in an environment characterized by strong customer-driven activity, favorable market opportunities and generally higher equity prices, although conditions became more challenging in May. Principal Investments recorded net revenues of \$988 million, reflecting \$644 million in gains and overrides from corporate and real estate principal investments and a \$344 million gain related to our investment in the convertible preferred stock of SMFG.

Operating expenses of \$8.70 billion for the first half of 2006 increased 81% compared with the first half of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Excluding consolidated entities held for investment purposes, the increase in non-compensation expenses was primarily attributable to higher brokerage, clearing and exchange fees, principally in Equities. In addition, other expenses were higher primarily due to costs related to our insurance business and increased charitable contributions. Pre-tax earnings of \$5.14 billion for the first half of 2006 increased 114% compared with the same period last year.

Asset Management and Securities Services

Our Asset Management and Securities Services segment is divided into two components:

Asset Management. Asset Management provides investment advisory and financial planning services and offers investment products across all major asset classes to a diverse group of institutions and individuals worldwide and primarily generates revenues in the form of management and incentive fees.

Securities Services. Securities Services provides prime brokerage services, financing services and securities lending services to mutual funds, pension funds, hedge funds, foundations and high-net-worth individuals worldwide, and generates revenues primarily in the form of interest rate spreads or fees.

Assets under management typically generate fees as a percentage of asset value. In certain circumstances, we are also entitled to receive asset management incentive fees based on a percentage of a fund's return or when the return on assets under management exceeds specified benchmark returns or other performance targets. Incentive fees are recognized when the performance period ends and they are no longer subject to adjustment. We have numerous incentive fee arrangements, many of which have annual performance periods that end on December 31. For that reason, incentive fees are seasonally weighted each year to our first fiscal quarter.

Table of Contents

The following table sets forth the operating results of our Asset Management and Securities Services segment:

Asset Management and Securities Services Operating Results

(in millions)

	Three Months Ended May		Six Months Ended May	
	2006	2005	2006	2005
Management and other fees	\$ 850	\$ 657	\$ 1,600	\$ 1,275
Incentive fees	104	32	843	163
Total Asset Management	954	689	2,443	1,438
Securities Services	656	489	1,147	869
Total net revenues	1,610	1,178	3,590	2,307
Operating expenses	1,088	787	2,187	1,500
Pre-tax earnings	\$ 522	\$ 391	\$ 1,403	\$ 807

Assets under management include our mutual funds, alternative investment funds and separately managed accounts for institutional and individual investors. Substantially all assets under management are valued as of calendar month end.

The following table sets forth our assets under management by asset class:

Assets Under Management by Asset Class ⁽¹⁾

(in billions)

	As of			
	May 31, 2006	2005	November 30, 2005	2004
Money markets	\$ 108	\$ 98	\$ 101	\$ 90
Fixed income	172	147	154	134
Equity	185	142	167	133
Alternative investments ⁽²⁾	128	103	110	95
Total	\$ 593	\$ 490	\$ 532	\$ 452

⁽¹⁾ In the first quarter of 2006, the methodology for classifying certain non-money market assets was changed. The changes were primarily to reclassify certain assets allocated to external investment managers out of alternative investment assets and to reclassify currency funds into alternative investment assets. The changes

did not impact total assets under management and prior periods have been restated to conform to the current period presentation.

- (2) Primarily includes private equity funds, hedge funds, real estate funds, currency funds and asset allocation strategies.

Table of Contents

The following table sets forth a summary of the changes in our assets under management:

Changes in Assets Under Management
(in billions)

	Three Months		Six Months	
	Ended May 31,		Ended May 31,	
	2006	2005	2006	2005
Balance, beginning of period	\$ 571	\$ 482	\$ 532	\$ 452
Net asset inflows/(outflows)				
Money markets	2	(1)	7	8
Fixed income	4	5	12	11
Equity	3	2	8	11
Alternative investments	6	4	13	7
Total net asset inflows/(outflows)	15	10	40 ⁽¹⁾	37
Net market appreciation/(depreciation)	7	(2)	21	1
Balance, end of period	\$ 593	\$ 490	\$ 593	\$ 490

⁽¹⁾ Includes \$3 billion of net asset inflows in connection with the December 30, 2005 acquisition of the variable annuity and variable life insurance business of The Hanover Insurance Group, Inc.

Three Months Ended May 2006 versus May 2005. Net revenues in Asset Management and Securities Services of \$1.61 billion for the second quarter of 2006 increased 37% compared with the second quarter of 2005. Asset Management net revenues of \$954 million increased 38% compared with the second quarter of 2005. The increase was driven by significantly higher management and other fees, primarily due to growth in assets under management, as well as higher incentive fees. During the quarter, assets under management increased 4% to \$593 billion, reflecting net asset inflows of \$15 billion, spread across all asset classes, as well as market appreciation of \$7 billion, primarily in alternative investment and fixed income assets. Securities Services net revenues of \$656 million increased 34% compared with the second quarter of 2005, as our prime brokerage business continued to generate strong results, reflecting significantly higher global customer balances in securities lending and margin lending as well as higher seasonal activity levels in Europe.

Operating expenses of \$1.09 billion for the second quarter of 2006 increased 38% compared with the second quarter of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Market development costs increased due to higher levels of business activity. Pre-tax earnings were \$522 million compared with \$391 million in the second quarter of 2005.

Table of Contents

Six Months Ended May 2006 versus May 2005. Net revenues in Asset Management and Securities Services of \$3.59 billion for the first half of 2006 increased 56% compared with the first half of 2005. Asset Management net revenues of \$2.44 billion increased 70% compared with the same period last year, reflecting significantly higher incentive fees and a 25% increase in management and other fees. Incentive fees were \$843 million for the first half of 2006 compared with \$163 million for the first half of 2005. During the first half of 2006, assets under management increased 11% to \$593 billion, reflecting net asset inflows of \$40 billion across all asset classes, as well as market appreciation of \$21 billion in equity, fixed income and alternative investment assets. Securities Services net revenues of \$1.15 billion increased 32% compared with the same period last year, as our prime brokerage business generated strong results, primarily reflecting significantly higher global customer balances in securities lending and margin lending as well as higher seasonal activity levels in Europe during the second quarter of 2006.

Operating expenses of \$2.19 billion for the first half of 2006 increased 46% compared with the first half of 2005, primarily due to increased compensation and benefits expenses resulting from a higher accrual of discretionary compensation. Market development costs increased due to higher levels of business activity. In addition, occupancy expenses increased, reflecting higher rent and higher operating expenses. Pre-tax earnings were \$1.40 billion for the first half of 2006 compared with \$807 million in the same period last year.

Capital and Funding

Capital

The amount of capital we hold is principally determined by regulatory capital requirements, rating agency guidelines, subsidiary capital requirements and our overall risk profile, which is largely driven by the size and composition of our trading and investing positions. Goldman Sachs' total capital (total shareholders' equity and long-term borrowings) increased 23% to \$157.39 billion as of May 2006 compared with \$128.01 billion as of November 2005. See [Liquidity Risk](#) [Cash Flows](#) below for a discussion of how we deployed capital raised as part of our financing activities.

The increase in total capital resulted primarily from an increase in long-term borrowings to \$125.59 billion as of May 2006 from \$100.01 billion as of November 2005. The weighted average maturity of our long-term borrowings as of May 2006 was approximately seven years. We swap a substantial portion of our long-term borrowings into U.S. dollar obligations with short-term floating interest rates in order to minimize our exposure to interest rates and foreign exchange movements. See Note 5 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our long-term borrowings.

Over the past several years, our ratio of long-term borrowings to total shareholders' equity has been increasing. The growth in our long-term borrowings has been driven primarily by (i) our ability to replace a portion of our short-term borrowings with long-term borrowings and pre-fund near-term refinancing requirements, in light of the favorable debt financing environment, and (ii) the need to increase total capital in response to growth in our trading and investing businesses.

Table of Contents

Total shareholders' equity increased by 14% to \$31.80 billion (common equity of \$29.20 billion and preferred stock of \$2.60 billion) as of May 2006 from \$28.00 billion as of November 2005. On May 24, 2006, Goldman Sachs issued 34,000 shares of perpetual Floating Rate Non-Cumulative Preferred Stock, Series D. As of May 2006, Goldman Sachs had 104,000 shares of perpetual non-cumulative preferred stock outstanding in four series as set forth in the following table:

Preferred Stock by Series

Series	Shares Issued	Shares Authorized	Dividend Rate	Earliest Redemption Date	Redemption Value (in millions)
A	30,000	50,000	3 month LIBOR + 0.75%, with floor of 3.75% per annum	April 25, 2010	\$ 750
B	32,000	50,000	6.20% per annum	October 31, 2010	800
C	8,000	25,000	3 month LIBOR + 0.75%, with floor of 4% per annum	October 31, 2010	200
D	34,000	60,000	3 month LIBOR + 0.67%, with floor of 4% per annum	May 24, 2011	850
	104,000	185,000			\$2,600

Each share of preferred stock has a par value of \$0.01, has a liquidation preference of \$25,000, is represented by 1,000 depository shares and is redeemable at our option at a redemption price equal to \$25,000 plus declared and unpaid dividends. Dividends on each series of preferred stock, if declared, are payable quarterly in arrears. Our ability to declare or pay dividends on, or purchase, redeem or otherwise acquire, our common stock is subject to certain restrictions in the event we fail to pay or set aside full dividends on our preferred stock for the latest completed dividend period. All preferred stock also has a preference over our common stock upon liquidation.

Our stock repurchase program is intended to maintain our total shareholders' equity at appropriate levels and to substantially offset increases in share count over time resulting from employee share-based compensation. The repurchase program has been effected primarily through regular open-market purchases and is influenced by, among other factors, the level of our common shareholders' equity, our overall capital position, share-based awards and exercises of employee stock options, the prevailing market price of our common stock and general market conditions.

During the three and six months ended May 2006, we repurchased 6.5 million shares and 25.6 million shares of our common stock at a total cost of \$1.02 billion and \$3.59 billion, respectively. The average price paid per share for repurchased shares was \$156.59 and \$140.28 for the three and six months ended May 2006, respectively. In addition, to satisfy minimum statutory employee tax withholding requirements related to the delivery of shares underlying

restricted stock units, we cancelled 3.0 million restricted stock units with a total value of \$374 million in the first half of 2006. As of May 2006, we were authorized to repurchase up to 17.2 million additional shares of stock pursuant to our repurchase program. For additional information on our repurchase program, see Unregistered Sales of Equity Securities and Use of Proceeds included in Part II, Item 2 of this Quarterly Report on Form 10-Q.

Table of Contents

The following table sets forth information on our assets, shareholders' equity, leverage ratios and book value per common share:

	As of	
	May 2006	November 2005
	(\$ in millions, except per share amounts)	
Total assets	\$ 798,884	\$ 706,804
Adjusted assets ⁽¹⁾	522,649	466,500
Total shareholders' equity	31,800	28,002
Tangible equity capital ⁽²⁾	29,801	26,030
Leverage ratio ⁽³⁾	25.1x	25.2x
Adjusted leverage ratio ⁽⁴⁾	17.5x	17.9x
Debt to equity ratio ⁽⁵⁾	3.9x	3.6x
Common shareholders' equity	29,200	26,252
Tangible common shareholders' equity ⁽⁶⁾	24,451	21,530
Book value per common share ⁽⁷⁾	\$ 64.92	\$ 57.02
Tangible book value per common share ⁽⁸⁾	54.36	46.76

- (1) Adjusted assets excludes (i) low-risk collateralized assets generally associated with our matched book and securities lending businesses (which we calculate by adding our securities borrowed and securities purchased under agreements to resell, and then subtracting our nonderivative short positions), (ii) cash and securities we segregate for regulatory and other purposes and (iii) goodwill and identifiable intangible assets, excluding power contracts and VOBA. In fiscal 2006, we amended our calculation of adjusted assets. We no longer deduct identifiable intangible assets associated with power contracts and we do not deduct VOBA, which is related to our insurance business acquired in fiscal 2006. We do not deduct these assets in order to be consistent with the calculation of tangible equity capital and the adjusted leverage ratio. Prior periods have been restated to conform to the current period presentation.

The following table sets forth a reconciliation of total assets to adjusted assets:

	As of	
	May 2006	November 2005
	(in millions)	
Total assets	\$ 798,884	\$ 706,804
Deduct: Securities borrowed	(210,287)	(191,800)
Securities purchased under agreements to resell	(86,944)	(83,619)
Add: Financial instruments sold, but not yet purchased, at fair value	159,801	149,071
Less derivative liabilities	(63,316)	(57,829)
Subtotal	96,485	91,242

Deduct: Cash and securities segregated for regulatory and other purposes	(70,740)	(51,405)
Goodwill and identifiable intangible assets, excluding power contracts and VOBA	(4,749)	(4,722)
Adjusted assets	\$ 522,649	\$ 466,500

- (2) Tangible equity capital equals total shareholders' equity and junior subordinated debt issued to a trust less goodwill and identifiable intangible assets, excluding power contracts and VOBA. We consider junior subordinated debt issued to a trust to be a component of our tangible equity capital base due to the inherent characteristics of these securities, including the long-term nature of the securities, our ability to defer coupon interest for up to ten consecutive semiannual periods and the subordinated nature of the obligations in our capital structure. In fiscal 2006, we amended our calculation of tangible equity capital. We no longer deduct identifiable intangible assets associated with power contracts and we do not deduct VOBA from total shareholders' equity, in each case because, unlike other intangible assets, we do not hold material amounts of common shareholders' equity to support these assets. Prior periods have been restated to conform to the current period presentation.

Table of Contents

The following table sets forth the reconciliation of total shareholders' equity to tangible equity capital:

	As of	
	May 2006	November 2005
	(in millions)	
Total shareholders' equity	\$ 31,800	\$ 28,002
Add: Junior subordinated debt issued to a trust	2,750	2,750
Deduct: Goodwill and identifiable intangible assets, excluding power contracts and VOBA	(4,749)	(4,722)
Tangible equity capital	\$ 29,801	\$ 26,030

- (3) Leverage ratio equals total assets divided by total shareholders' equity.
- (4) Adjusted leverage ratio equals adjusted assets divided by tangible equity capital. We believe that the adjusted leverage ratio is a more meaningful measure of our capital adequacy than the leverage ratio because it excludes certain low-risk collateralized assets that are generally supported with little or no capital and reflects the tangible equity capital deployed in our businesses.
- (5) Debt to equity ratio equals long-term borrowings divided by total shareholders' equity.
- (6) Tangible common shareholders' equity equals total shareholders' equity less preferred stock, goodwill and identifiable intangible assets, excluding power contracts and VOBA. In fiscal 2006, we amended our calculation of tangible common shareholders' equity. We no longer deduct identifiable intangible assets associated with power contracts and we do not deduct VOBA from common shareholders' equity, in each case because, unlike other intangible assets, we do not hold material amounts of common shareholders' equity to support these assets. Prior periods have been restated to conform to the current period presentation.

The following table sets forth a reconciliation of total shareholders' equity to tangible common shareholders' equity:

	As of	
	May 2006	November 2005
	(in millions)	
Total shareholders' equity	\$ 31,800	\$ 28,002
Deduct: Preferred stock	(2,600)	(1,750)
Common shareholders' equity	29,200	26,252
Deduct: Goodwill and identifiable intangible assets, excluding power contracts and VOBA	(4,749)	(4,722)
Tangible common shareholders' equity	\$ 24,451	\$ 21,530

(7)

Book value per common share is based on common shares outstanding, including restricted stock units granted to employees with no future service requirements, of 449.8 million as of May 2006 and 460.4 million as of November 2005.

- (8) Tangible book value per common share is computed by dividing tangible common shareholders' equity by the number of common shares outstanding, including restricted stock units granted to employees with no future service requirements.

Consolidated Supervised Entity

Goldman Sachs is regulated by the U.S. Securities and Exchange Commission (SEC) as a Consolidated Supervised Entity (CSE). As such, it is subject to group-wide supervision and examination by the SEC and to minimum capital requirements on a consolidated basis. As of May 2006 and November 2005, Goldman Sachs was in compliance with the CSE capital requirements. See Note 14 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our regulated subsidiaries.

Table of Contents**Short-Term Borrowings**

Goldman Sachs obtains short-term borrowings primarily through the use of promissory notes, commercial paper, secured debt and bank loans. Short-term borrowings also include the portion of long-term borrowings maturing within one year of our financial statement date and certain long-term borrowings that are redeemable within one year of our financial statement date at the option of the holder.

The following table sets forth our short-term borrowings by product:

	Short-Term Borrowings (in millions)	
	May 2006	As of November 2005
Promissory notes	\$ 20,092	\$ 17,339
Commercial paper	4,776	5,154
Secured debt, bank loans and other	18,703	15,975
Current portion of secured and unsecured long-term borrowings	18,750	16,751
Total ⁽¹⁾	\$ 62,321	\$ 55,219

⁽¹⁾ Short-term borrowings as of May 2006 include \$1.87 billion of hybrid financial instruments accounted for at fair value under SFAS No. 155, Accounting for Certain Hybrid Financial Instruments, an amendment of FASB Statements No. 133 and 140.

Our liquidity depends to an important degree on our ability to refinance these borrowings on a continuous basis. Investors who hold our outstanding promissory notes (short-term unsecured debt that is nontransferable and in which Goldman Sachs does not make a market) and commercial paper have no obligation to purchase new instruments when the outstanding instruments mature.

The following table sets forth our secured and unsecured short-term borrowings:

	As of	
	May 2006	November 2005
	(in millions)	
Secured short-term borrowings	\$ 9,984	\$ 7,972
Unsecured short-term borrowings	52,337	47,247
Total short-term borrowings	\$ 62,321	\$ 55,219

Table of Contents

A large portion of our secured short-term borrowings are similar in nature to our other collateralized financing sources such as securities sold under agreements to repurchase. These secured short-term borrowings provide Goldman Sachs with a more stable source of liquidity than unsecured short-term borrowings, as they are less sensitive to changes in our credit ratings due to underlying collateral. Our unsecured short-term borrowings include extendible debt if the earliest maturity occurs within one year of our financial statement date. Extendible debt is debt that allows the holder the right to extend the maturity date at predetermined periods during the contractual life of the instrument. These borrowings can be, and in the past generally have been, extended. See **Liquidity Risk** below for a discussion of the principal liquidity policies we have in place to manage the liquidity risk associated with our short-term borrowings. For a discussion of factors that could impair our ability to access the capital markets, see **Risk Factors** in Part I, Item 1A of the Annual Report on Form 10-K. See Note 4 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our short-term borrowings.

Credit Ratings

We rely upon the short-term and long-term debt capital markets to fund a significant portion of our day-to-day operations. The cost and availability of debt financing is influenced by our credit ratings. Credit ratings are important when we are competing in certain markets and when we seek to engage in longer term transactions, including OTC derivatives. We believe our credit ratings are primarily based on the credit rating agencies' assessment of our liquidity, market, credit and operational risk management practices, the level and variability of our earnings, our capital base, our franchise, reputation and management, our corporate governance and the external operating environment. See **Risk Factors** in Part I, Item 1A of the Annual Report on Form 10-K for a discussion of the risks associated with a reduction in our credit ratings.

The following table sets forth our unsecured credit ratings as of May 2006:

	Short-Term Debt	Long-Term Debt	Subordinated Debt ⁽¹⁾	Preferred Stock
Dominion Bond Rating Service Limited	R-1 (middle)	AA (low)	Not applicable	Not applicable
Fitch, Inc.	F1+	AA-	A+	A+
Moody's Investors Service	P-1	Aa3	A1	A2
Standard & Poor's	A-1	A+	A	A-

⁽¹⁾ During the second quarter of 2006, we issued \$1.50 billion of subordinated notes. See Note 5 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our subordinated debt.

As of May 2006, collateral or termination payments pursuant to bilateral agreements with certain counterparties of approximately \$498 million would have been required in the event of a one-notch reduction in our long-term credit ratings. In evaluating our liquidity requirements, we consider additional collateral or termination payments that would

be required in the event of further reductions in our long-term credit ratings, as well as collateral that has not been called by counterparties, but is available to them. For a further discussion of our excess liquidity policies, see Liquidity Risk Excess Liquidity Maintenance of a Pool of Highly Liquid Securities below.

Table of Contents**Contractual Obligations and Commitments**

Goldman Sachs has contractual obligations to make future payments under long-term debt and long-term noncancelable lease agreements and has commitments under a variety of commercial arrangements.

The following table sets forth our contractual obligations by fiscal maturity date as of May 2006:

	Contractual Obligations				
	(in millions)				
	Remainder of 2006	2007- 2008	2009- 2010	2011- Thereafter	Total
Long-term borrowings ⁽¹⁾ ⁽²⁾ ⁽³⁾	\$	\$21,613	\$28,193	\$75,784	\$125,590
Minimum rental payments	205	936	648	2,317	4,106

- (1) Long-term borrowings maturing within one year of our financial statement date and certain long-term borrowings that are redeemable within one year of our financial statement date at the option of the holder are included as short-term borrowings in the condensed consolidated statements of financial condition.
- (2) Long-term borrowings that are repayable prior to maturity at the option of Goldman Sachs are reflected at their contractual maturity dates. Long-term borrowings that are redeemable prior to maturity at the option of the holder are reflected at the dates such options become exercisable.
- (3) Long-term borrowings as of May 2006 include \$2.77 billion of hybrid financial instruments accounted for at fair value under SFAS No. 155.

As of May 2006, our long-term borrowings were \$125.59 billion and consisted principally of senior borrowings with maturities extending to 2036. These long-term borrowings consisted of \$17.84 billion in secured long-term borrowings and \$107.75 billion in unsecured long-term borrowings. As of May 2006, long-term borrowings included nonrecourse debt of \$15.49 billion, consisting of \$5.23 billion issued by William Street Funding Corporation (a wholly owned subsidiary of Group Inc. formed to raise funding to support loan commitments to investment-grade clients made by another wholly owned William Street entity), and \$10.26 billion issued by other consolidated entities, of which \$1.06 billion was related to our power generation facilities. Nonrecourse debt is debt that only the issuing subsidiary or, if applicable, a subsidiary guaranteeing the debt is obligated to repay. See Note 5 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our long-term borrowings.

Table of Contents

The following table sets forth our quarterly long-term borrowings maturity profile through the second fiscal quarter of 2012:

Long-Term Borrowings Maturity Profile
(\$ in millions)

- (1) Our long-term borrowings include extendible debt if the earliest maturity is one year or greater from our financial statement date. Extendible debt is categorized in the maturity profile at the earliest possible maturity even though the debt can be, and in the past generally has been, extended.

As of May 2006, our future minimum rental payments, net of minimum sublease rentals, under noncancelable leases were \$4.11 billion. These lease commitments, principally for office space, expire on various dates through 2069. Certain agreements are subject to periodic escalation provisions for increases in real estate taxes and other charges. See Note 6 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our leases.

Our occupancy expenses include costs associated with office space held in excess of our current requirements. This excess space, the cost of which is charged to earnings as incurred, is being held for potential growth or to replace currently occupied space that we may exit in the future. We regularly evaluate our current and future space capacity in relation to current and projected staffing levels. We may incur exit costs in fiscal 2006 and thereafter to the extent we (i) reduce our space capacity or (ii) commit to, or occupy, new properties in the locations in which we operate and, consequently, dispose of existing space that had been held for potential growth. These exit costs may be material to our results of operations in a given period.

Table of Contents

As of May 2006, we had commitments to enter into forward secured financing transactions, including certain repurchase and resale agreements and secured borrowing and lending arrangements, of \$58.19 billion.

The following table sets forth our commitments as of May 2006:

Commitments (in millions)					
	Commitment Amount by Fiscal Period of Expiration				Total
	Remainder of 2006	2007- 2008	2009- 2010	2011- Thereafter	
Commitments to extend credit					
William Street program	\$ 1,106	\$ 2,242	\$ 7,497	\$ 5,694	\$16,539
Other commercial lending:					
Investment-grade	828	5,118	1,074	5,433	12,453
Non-investment-grade	839	4,593	1,747	22,353	29,532
Warehouse financing	9,391	4,121	131		13,643
Total commitments to extend credit	12,164	16,074	10,449	33,480	72,167
Commitments under letters of credit issued by banks to counterparties	8,479	431	13	16	8,939
Merchant banking commitments	4	182	4,007	151	4,344
Underwriting commitments	311				311
Other commercial commitments ⁽¹⁾	1,033	1,053	25	19	2,130
Total	\$21,991	\$17,740	\$14,494	\$33,666	\$87,891

⁽¹⁾ Includes construction-related commitments and other purchase commitments.

Our commitments to extend credit are agreements to lend to counterparties that have fixed termination dates and are contingent on the satisfaction of all conditions to borrowing set forth in the contract. In connection with our lending activities, we had outstanding commitments of \$72.17 billion as of May 2006 compared with \$61.12 billion as of November 2005. Since these commitments may expire unused, the total commitment amount does not necessarily reflect the actual future cash flow requirements. Our commercial lending commitments outside the William Street credit extension program are generally extended in connection with contingent acquisition financing and other types of corporate lending. We may reduce our credit risk on these commitments by syndicating all or substantial portions of commitments to other investors. In addition, commitments that are extended for contingent acquisition financing are often short-term in nature, as borrowers often replace them with other funding sources.

With respect to the William Street credit extension program, substantially all of the commitments extended are to investment-grade corporate borrowers. With respect to these commitments, we have credit loss protection provided to

us by SMFG, which is generally limited to 95% of the first loss we realize on approved loan commitments, subject to a maximum of \$1.00 billion. In addition, subject to the satisfaction of certain conditions, upon our request, SMFG will provide protection for 70% of the second loss on such commitments, subject to a maximum of \$1.13 billion. We also use other financial instruments to hedge certain William Street commitments not covered by SMFG.

Our commitments to extend credit also include financing for the warehousing of financial assets to be securitized, primarily in connection with collateralized debt obligations (CDOs) and mortgage securitizations, which are expected to be repaid from the proceeds of the related securitizations for which we may or may not act as underwriter. These arrangements are secured by the warehoused

Table of Contents

assets, primarily consisting of mortgage-backed and other asset-backed securities, residential and commercial mortgages and corporate debt instruments.

As of May 2006 and November 2005, we had construction-related commitments of \$1.40 billion and \$579 million, respectively, including commitments of \$1.05 billion and \$481 million, respectively, related to the development of wind energy projects. Construction-related commitments also include outstanding commitments of \$290 million and \$47 million as of May 2006 and November 2005, respectively, related to our new world headquarters in New York City, expected to cost between \$2.3 billion and \$2.5 billion.

See Note 6 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our commitments, contingencies and guarantees.

Liquidity Risk

Liquidity is of critical importance to companies in the financial services sector. Most failures of financial institutions have occurred in large part due to insufficient liquidity resulting from adverse circumstances. Accordingly, Goldman Sachs has in place a comprehensive set of liquidity and funding policies that are intended to maintain significant flexibility to address both firm-specific and broader industry or market liquidity events. Our principal objective is to be able to fund Goldman Sachs and to enable our core businesses to continue to generate revenue even under adverse circumstances.

Management has implemented a number of policies according to the following liquidity risk management framework:

Excess Liquidity maintain substantial excess liquidity to meet a broad range of potential cash outflows in a stressed environment including financing obligations.

Asset-Liability Management ensure we fund our assets with appropriate financing.

Intercompany Funding maintain parent company liquidity and manage the distribution of liquidity across the group structure.

Crisis Planning ensure all funding and liquidity management is based on stress-scenario planning and feeds into our liquidity crisis plan.

Excess Liquidity

Maintenance of a Pool of Highly Liquid Securities. Our most important liquidity policy is to pre-fund what we estimate will be our likely cash needs during a liquidity crisis and hold such excess liquidity in the form of unencumbered, highly liquid securities that may be sold or pledged to provide same-day liquidity. This Global Core Excess liquidity is intended to allow us to meet immediate obligations without needing to sell other assets or depend on additional funding from credit-sensitive markets. We believe that this pool of excess liquidity provides us with a resilient source of funds and gives us significant flexibility in managing through a difficult funding environment. Our Global Core Excess reflects the following principles:

The first days or weeks of a liquidity crisis are the most critical to a company's survival.

Focus must be maintained on all potential cash and collateral outflows, not just disruptions to financing flows. Goldman Sachs' businesses are diverse, and its cash needs are driven by many factors, including market movements, collateral requirements and client commitments, all of which can change dramatically in a

difficult funding environment.

During a liquidity crisis, credit-sensitive funding, including unsecured debt and some types of secured financing agreements, may be unavailable and the terms or availability of other types of secured financing may change.

Table of Contents

As a result of our policy to pre-fund liquidity that we estimate may be needed in a crisis, we hold more unencumbered securities and larger unsecured debt balances than our businesses would otherwise require. We believe that our liquidity is stronger with greater balances of highly liquid unencumbered securities, even though it increases our unsecured liabilities.

The following table sets forth the average loan value (the estimated amount of cash that would be advanced by counterparties against these securities) of our Global Core Excess:

	Three Months Ended May 2006	Fiscal Year Ended November 2005
	(in millions)	
U.S. dollar-denominated	\$36,729	\$35,310
Non-U.S. dollar-denominated	10,338	11,029
Total Global Core Excess	\$47,067	\$46,339

The U.S. dollar-denominated excess is comprised of only unencumbered U.S. government and agency securities and highly liquid mortgage securities, all of which are Federal Reserve repo-eligible, as well as overnight cash deposits. Our non-U.S. dollar-denominated excess is comprised of only unencumbered French, German, United Kingdom and Japanese government bonds and euro, British pound and Japanese yen overnight cash deposits. We strictly limit our Global Core Excess to this narrowly defined list of securities and cash that we believe are highly liquid, even in a difficult funding environment.

The majority of our Global Core Excess is structured such that it is available to meet the liquidity requirements of our parent company, Group Inc., and all of its subsidiaries. The remainder is held in our principal non-U.S. operating entities, primarily to better match the currency and timing requirements for those entities' potential liquidity obligations.

The size of our Global Core Excess is determined by an internal liquidity model together with a qualitative assessment of the condition of the financial markets and of Goldman Sachs. Our liquidity model identifies and estimates cash and collateral outflows over a short-term horizon in a liquidity crisis, including, but not limited to:

- upcoming maturities of unsecured debt and letters of credit;
- potential buybacks of a portion of our outstanding negotiable unsecured debt;
- adverse changes in the terms or availability of secured funding;
- derivatives and other margin and collateral outflows, including those due to market moves or increased requirements;
- additional collateral that could be called in the event of a downgrade in our credit ratings;
- draws on our unfunded commitments not supported by William Street Funding Corporation ⁽¹⁾; and

upcoming cash outflows, such as tax and other large payments.

Other Unencumbered Assets. In addition to our Global Core Excess described above, we have a significant amount of other unencumbered securities as a result of our business activities. These assets, which are located in the United States, Europe and Asia, include other government bonds, high-grade money market securities, corporate bonds and marginable equities. We do not include these securities in our Global Core Excess.

⁽¹⁾ The Global Core Excess excludes liquid assets held separately to support the William Street credit extension program.

Table of Contents

We maintain Global Core Excess and other unencumbered assets in an amount that, if pledged or sold, would provide the funds necessary to replace at least 110% of our unsecured obligations that are scheduled to mature (or where holders have the option to redeem) within the next 12 months. This implies that we could fund our positions on a secured basis for one year in the event we were unable to issue new unsecured debt or liquidate assets. We assume conservative loan values that are based on stress-scenario borrowing capacity and we regularly review these assumptions asset-by-asset. The estimated aggregate loan value of our Global Core Excess and our other unencumbered assets averaged \$124.56 billion, \$121.12 billion and \$125.36 billion in the second quarter of 2006, first quarter of 2006 and in the fiscal year 2005, respectively.

Asset-Liability Management

Asset Quality and Balance Sheet Composition. We seek to maintain a highly liquid balance sheet and substantially all of our inventory is marked-to-market daily. We utilize aged inventory limits for certain financial instruments as a disincentive to our businesses to hold inventory over longer periods of time. We believe that these limits provide a complementary mechanism for ensuring appropriate balance sheet liquidity in addition to our standard position limits. In addition, we periodically reduce the size of certain parts of our balance sheet to comply with period end limits set by management. Because of these periodic reductions and certain other factors including seasonal activity, market conventions and periodic market opportunities in certain of our businesses that result in larger positions during the middle of our reporting periods, our balance sheet fluctuates between financial statement dates and is lower at fiscal period end than would be observed on an average basis. Over the last six quarters, our total assets and adjusted assets at quarter end have been, on average, 5% and 7% lower, respectively, than amounts that would have been observed based on a weekly average over that period. These differences, however, have not resulted in material changes to our credit risk, market risk or liquidity position because they are generally in highly liquid assets that are typically financed on a secured basis.

Certain financial instruments may be more difficult to fund on a secured basis during times of market stress and, accordingly, we generally hold higher levels of capital for these assets than more liquid types of financial instruments. The table below sets forth our aggregate holdings in these categories of financial instruments:

	May 2006	As of November 2005
	(in millions)	
Mortgage whole loans and collateralized debt obligations ⁽¹⁾	\$37,762	\$31,459
Bank loans ⁽²⁾	23,555	13,843
High-yield securities	10,090	8,822
Emerging market debt securities	1,834	1,789
SMFG convertible preferred stock	4,617	4,058
ICBC ordinary shares ⁽³⁾	2,591	
Other corporate principal investments ⁽⁴⁾	3,117	1,723
Real estate principal investments ⁽⁴⁾	612	745

(1) Includes certain mortgage-backed interests held in QSPEs. See Note 3 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information regarding our securitization activities.

(2)

Includes funded commitments and inventory held in connection with our origination and secondary trading activities.

- (3) Includes economic interests of \$1.65 billion as of May 2006 assumed by investment funds managed by Goldman Sachs.
- (4) Excludes assets for which Goldman Sachs is not at risk (e.g., assets related to consolidated employee-owned merchant banking funds) of \$2.39 billion and \$1.93 billion as of May 2006 and November 2005, respectively.

Table of Contents

A large portion of these assets are funded on a secured basis through secured funding markets or nonrecourse financing. We focus on demonstrating a consistent ability to fund these assets on a secured basis for extended periods of time to reduce refinancing risk and to help ensure that these assets have an established amount of loan value in order that they can be funded in periods of market stress.

See Note 3 to the condensed consolidated financial statements included in this Quarterly Report on the Form 10-Q for further information regarding the financial instruments we hold.

Appropriate Financing of Asset Base. We seek to manage the maturity profile of our funding base such that we should be able to liquidate our assets prior to our liabilities coming due, even in times of prolonged or severe liquidity stress. We generally do not rely on immediate sales of assets (other than our Global Core Excess) to maintain liquidity in a distressed environment. However, we recognize that orderly asset sales may be prudent and necessary in a persistent liquidity crisis.

In order to avoid reliance on asset sales, our goal is to ensure that we have sufficient total capital (long-term borrowings plus total shareholders' equity) to fund our balance sheet for at least one year. We seek to maintain total capital in excess of the aggregate of the following long-term financing requirements:

the portion of financial instruments owned that we believe could not be funded on a secured basis in periods of market stress, assuming conservative loan values;

goodwill and identifiable intangible assets, property, leasehold improvements and equipment, and other illiquid assets;

derivative and other margin and collateral requirements;

anticipated draws on our unfunded loan commitments; and

capital or other forms of financing in our regulated subsidiaries that is in excess of their long-term financing requirements. See **Intercompany Funding** below for a further discussion of how we fund our subsidiaries. Our total capital of \$157.39 billion and \$128.01 billion as of May 2006 and November 2005, respectively, exceeded the aggregate of these requirements.

Conservative Liability Structure. We structure our liabilities conservatively to reduce refinancing risk as well as the risk that we may redeem or repurchase certain of our borrowings prior to their contractual maturity. For example, we may repurchase Goldman Sachs' commercial paper through the ordinary course of business as a market maker. As such, we emphasize the use of promissory notes (in which Goldman Sachs does not make a market) over commercial paper in order to improve the stability of our short-term unsecured financing base. We have also created internal guidelines regarding the principal amount of debt maturing on any one day or during any single week or year and have average maturity targets for our unsecured debt programs.

We seek to maintain broad and diversified funding sources globally for both secured and unsecured funding. We have imposed various internal guidelines, including the amount of our commercial paper that can be owned and letters of credit that can be issued by any single investor or group of investors. We benefit from distributing our debt issuances through our own sales force to a large, diverse global creditor base and we believe that our relationships with our creditors are critical to our liquidity.

We access funding in a variety of markets in the United States, Europe and Asia. We issue debt through syndicated U.S. registered offerings, U.S. registered and 144A medium-term note programs, offshore medium-term note offerings

and other bond offerings, U.S. and non-U.S. commercial paper and promissory note issuances, and other methods. We make extensive use of

Table of Contents

the repurchase agreement and securities lending markets and arrange for letters of credit to be issued on our behalf.

Additionally, unsecured debt issued by Group Inc. does not contain provisions that would, based solely upon an adverse change in our credit ratings, financial ratios, earnings, cash flows or our stock price, trigger a requirement for an early payment, collateral support, change in terms, acceleration of maturity or the creation of an additional financial obligation.

Intercompany Funding

Subsidiary Funding Policies. Substantially all of our unsecured funding is raised by our parent company, Group Inc. The parent company then lends the necessary funds to its subsidiaries, some of which are regulated, to meet their asset financing and capital requirements. In addition, the parent company provides its regulated subsidiaries with the necessary capital to meet their regulatory requirements. The benefits of this approach to subsidiary funding include enhanced control and greater flexibility to meet the funding requirements of our subsidiaries.

Our intercompany funding policies are predicated on an assumption that, unless legally provided for, funds or securities are not freely available from a subsidiary to its parent company or other subsidiaries. In particular, many of our subsidiaries are subject to laws that authorize regulatory bodies to block or limit the flow of funds from those subsidiaries to Group Inc. Regulatory action of that kind could impede access to funds that Group Inc. needs to make payments on obligations, including debt obligations. As such, we assume that capital or other financing provided to our regulated subsidiaries is not available to our parent company or other subsidiaries. In addition, we assume that the Global Core Excess held in our principal non-U.S. operating entities will not be available to our parent company or other subsidiaries and therefore is available only to meet the potential liquidity requirements of those entities.

We also manage our intercompany exposure by requiring senior and subordinated intercompany loans to have maturities equal to or shorter than the maturities of the aggregate borrowings of the parent company. This policy ensures that the subsidiaries' obligations to the parent company will generally mature in advance of the parent company's third-party borrowings. In addition, many of our subsidiaries and affiliates pledge collateral at loan value to the parent company to cover their intercompany borrowings (other than subordinated debt) in order to mitigate parent company liquidity risk.

Equity investments in subsidiaries are generally funded with parent company equity capital. As of May 2006, Group Inc.'s equity investment in subsidiaries was \$28.74 billion compared with its total shareholders' equity of \$31.80 billion.

Group Inc. has provided substantial amounts of equity and subordinated indebtedness, directly or indirectly, to its regulated subsidiaries; for example, as of May 2006, Group Inc. had \$17.25 billion of such equity and subordinated indebtedness invested in Goldman, Sachs & Co., its principal U.S. registered broker-dealer; \$21.14 billion invested in Goldman Sachs International, a regulated U.K. broker-dealer; \$2.51 billion invested in Goldman Sachs Execution & Clearing, L.P., a U.S. registered broker-dealer; and \$2.71 billion invested in Goldman Sachs (Japan) Ltd., a regulated broker-dealer based in Tokyo. Group Inc. also had \$46.86 billion of unsubordinated loans to these entities as of May 2006, as well as significant amounts of capital invested in and loans to its other regulated subsidiaries.

Subsidiary Foreign Exchange Policies. Our capital invested in non-U.S. subsidiaries is generally exposed to foreign exchange risk, substantially all of which is hedged. In addition, we generally hedge the non-trading exposure to foreign exchange risk that arises from transactions denominated in currencies other than the transacting entity's functional currency.

Table of Contents

Crisis Planning

In order to be prepared for a liquidity event, or a period of market stress, we base our liquidity risk management framework and our resulting funding and liquidity policies on conservative stress-scenario planning.

In addition, we maintain a liquidity crisis plan that specifies an approach for analyzing and responding to a liquidity-threatening event. The plan provides the framework to estimate the likely impact of a liquidity event on Goldman Sachs based on some of the risks identified above and outlines which and to what extent liquidity maintenance activities should be implemented based on the severity of the event. It also lists the crisis management team and internal and external parties to be contacted to ensure effective distribution of information.

Cash Flows

As a global financial institution, our cash flows are complex and interrelated and bear little relation to our net earnings and net assets and, consequently, we believe that traditional cash flow analysis is less meaningful in evaluating our liquidity position than the excess liquidity and asset-liability management policies described above. Cash flow analysis may, however, be helpful in highlighting certain macro trends and strategic initiatives in our business.

Six Months Ended May 2006. Our cash and cash equivalents decreased by \$2.54 billion to \$7.72 billion as of May 2006. We raised \$32.16 billion in net cash from financing activities, primarily in long-term debt, in light of the favorable debt financing environment, partially offset by common stock repurchases. We used net cash of \$34.70 billion in our operating and investing activities, primarily to capitalize on trading and investing opportunities for ourselves and our clients.

Six Months Ended May 2005. Our cash and cash equivalents increased by \$3.68 billion to \$8.04 billion as of May 2005. We raised \$12.19 billion in net cash from financing activities, primarily in long-term debt, in light of the favorable debt financing environment, as well as from the issuance of preferred stock, partially offset by common stock repurchases. We used net cash of \$8.51 billion in our operating and investing activities, primarily to capitalize on trading and investing opportunities for ourselves and our clients.

Table of Contents**Recent Accounting Developments**

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123-R, Share-Based Payment, which is a revision to SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123-R focuses primarily on accounting for transactions in which an entity obtains employee services in exchange for share-based payments. Under SFAS No. 123-R, the cost of employee services received in exchange for an award of equity instruments is generally measured based on the grant-date fair value of the award. Effective for the first quarter of 2006, we adopted SFAS No. 123-R, under the modified prospective adoption method. Under that method of adoption, the provisions of SFAS No. 123-R are generally applied only to share-based awards granted subsequent to adoption. The accounting treatment of share-based awards granted to retirement-eligible employees prior to our adoption of SFAS No. 123-R has not changed and financial statements for periods prior to adoption are not restated for the effects of adopting SFAS No. 123-R.

SFAS No. 123-R requires expected forfeitures to be included in determining share-based employee compensation expense. Prior to the adoption of SFAS No. 123-R, forfeiture benefits were recorded as a reduction to compensation expense when an employee left the firm and forfeited the award. In the first quarter of 2006, we recorded a benefit for expected forfeitures on all outstanding share-based awards. The transition impact of adopting SFAS No. 123-R as of the first day of our 2006 fiscal year, including the effect of accruing for expected forfeitures on outstanding share-based awards, was not material to our results of operations for that quarter.

SFAS No. 123-R requires the immediate expensing of share-based awards granted to retirement-eligible employees, including awards subject to non-compete agreements. Share-based awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R must continue to be amortized over the stated service period of the award (and accelerated if the employee actually retires). Consequently, our compensation and benefits expenses in fiscal 2006 (and, to a lesser extent, in fiscal 2007 and fiscal 2008) will include both the amortization (and acceleration) of awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R as well as the full grant-date fair value of new awards granted to such employees under SFAS No. 123-R. The estimated annual non-cash expense in fiscal 2006 associated with the continued amortization of share-based awards granted to retirement-eligible employees prior to the adoption of SFAS No. 123-R is approximately \$650 million, of which \$138 million and \$375 million were recognized in the three and six months ended May 2006, respectively.

In June 2005, the EITF reached consensus on Issue No. 04-5, Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights, which requires general partners (or managing members in the case of limited liability companies) to consolidate their partnerships or to provide limited partners with rights to remove the general partner or to terminate the partnership. Goldman Sachs, as the general partner of numerous merchant banking and asset management partnerships, is required to adopt the provisions of EITF 04-5 (i) immediately for partnerships formed or modified after June 29, 2005 and (ii) in the first quarter of fiscal 2007 for partnerships formed on or before June 29, 2005 that have not been modified. We generally expect to provide limited partners in these funds with rights to remove Goldman Sachs as the general partner or to terminate the partnerships and, therefore, do not expect that EITF 04-5 will have a material effect on our financial condition, results of operations or cash flows.

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140. SFAS No. 155 permits an entity to measure at fair value any financial instrument that contains an embedded derivative that otherwise would require bifurcation. As permitted, we early adopted SFAS No. 155 in the first quarter of fiscal 2006. Adoption did not have a material effect on our financial condition, results of operations or cash flows.

Table of Contents

Effective for the first quarter of 2006, we adopted SFAS No. 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140, which permits entities to elect to measure servicing assets and servicing liabilities at fair value and report changes in fair value in earnings. Goldman Sachs acquires residential mortgage servicing rights in connection with its mortgage securitization activities and has elected under SFAS No. 156 to account for these servicing rights at fair value. Adoption did not have a material effect on our financial condition, results of operations or cash flows.

In April 2006, the FASB issued FASB Staff Position (FSP) FIN No. 46-R-6, Determining the Variability to Be Considered in Applying FASB Interpretation No. 46-R. This FSP addresses how a reporting enterprise should determine the variability to be considered in applying FIN No. 46-R by requiring an analysis of the purpose for which an entity was created and the variability that the entity was designed to create. This FSP must be applied prospectively to all entities with which a reporting enterprise first becomes involved and to all entities previously required to be analyzed under FIN No. 46-R when a reconsideration event has occurred. In accordance with the transition provisions, we will adopt this FSP prospectively in the fourth quarter of fiscal 2006 and do not expect it to have a material effect on our financial condition, results of operations or cash flows.

**Cautionary Statement Pursuant to the Private Securities
Litigation Reform Act of 1995**

We have included in Parts I and II of this Quarterly Report on Form 10-Q, and from time to time our management may make, statements which may constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not historical facts but instead represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and outside of our control. It is possible that our actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Important factors that could cause actual results to differ from those in our specific forward-looking statements include, but are not limited to, those discussed under Risk Factors in Part I, Item 1A of the Annual Report on Form 10-K.

Statements about our investment banking transaction backlog also may constitute forward-looking statements. Such statements are subject to the risk that the terms of these transactions may be modified or that they may not be completed at all; therefore, the net revenues that we expect to earn from these transactions may differ, possibly materially, from those currently expected. Important factors that could result in a modification of the terms of a transaction or a transaction not being completed include, in the case of underwriting transactions, a decline in general economic conditions, volatility in the securities markets generally or an adverse development with respect to the issuer of the securities and, in the case of financial advisory transactions, a decline in the securities markets, an adverse development with respect to a party to the transaction or a failure to obtain a required regulatory approval. Other important factors that could adversely affect our investment banking transactions are described under Risk Factors in Part I, Item 1A of the Annual Report on Form 10-K.

Table of Contents

Item 3: Quantitative and Qualitative Disclosures About Market Risk

In addition to applying business judgment, senior management uses a number of quantitative tools to manage our exposure to market risk for Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value in the condensed consolidated statements of financial condition. These tools include:

risk limits based on a summary measure of market risk exposure referred to as Value-at-Risk (VaR);

scenario analyses, stress tests and other analytical tools that measure the potential effects on our trading net revenues of various market events, including, but not limited to, a large widening of credit spreads, a substantial decline in equity markets and significant moves in selected emerging markets; and

inventory position limits for selected business units.

See **Quantitative and Qualitative Disclosures About Market Risk** in Part II, Item 7A of the Annual Report on Form 10-K for a description of our risk management policies and procedures.

VaR

VaR is the potential loss in value of Goldman Sachs trading positions due to adverse market movements over a defined time horizon with a specified confidence level.

For the VaR numbers reported below, a one-day time horizon and a 95% confidence level were used. This means that there is a 1 in 20 chance that daily trading net revenues will fall below the expected daily trading net revenues by an amount at least as large as the reported VaR. Thus, shortfalls from expected trading net revenues on a single trading day greater than the reported VaR would be anticipated to occur, on average, about once a month. Shortfalls on a single day can exceed reported VaR by significant amounts. Shortfalls can also accumulate over a longer time horizon such as a number of consecutive trading days.

The modeling of the risk characteristics of our trading positions involves a number of assumptions and approximations. While management believes that these assumptions and approximations are reasonable, there is no standard methodology for estimating VaR, and different assumptions and/or approximations could produce materially different VaR estimates.

We use historical data to estimate our VaR and, to better reflect current asset volatilities, we generally weight historical data to give greater importance to more recent observations. Given its reliance on historical data, VaR is most effective in estimating risk exposures in markets in which there are no sudden fundamental changes or shifts in market conditions. An inherent limitation of VaR is that the distribution of past changes in market risk factors may not produce accurate predictions of future market risk. Different VaR methodologies and distributional assumptions could produce a materially different VaR. Moreover, VaR calculated for a one-day time horizon does not fully capture the market risk of positions that cannot be liquidated or offset with hedges within one day. Changes in VaR between reporting periods are generally due to changes in levels of exposure, volatilities and/or correlations among asset classes.

Table of Contents

The following table sets forth the daily VaR:

<u>Risk Categories</u>	Daily VaR ⁽¹⁾								
	(in millions)								
	Average for the		Six Months		As of		Three Months		
	Three Months	Ended	May	May	May	February	Ended	May 2006	
	May	2006	2005	2006	2006	High	Low		
Interest rates	\$ 49	\$ 33	\$ 44	\$ 32	\$ 49	\$ 44	\$ 54	\$ 45	
Equity prices	83	26	76	28	82	85	100	57	
Currency rates	29	19	24	17	28	30	47	21	
Commodity prices	31	24	31	26	31	29	41	29	
Diversification effect (²)	(80)	(42)	(73)	(41)	(82)	(77)			
Total	\$112	\$ 60	\$102	\$ 62	\$108	\$111	128	87	

(¹) Beginning in the first quarter of 2006, we excluded from our calculation certain equity positions generally due to their transfer restrictions or illiquidity. The effect of excluding these positions was not material to prior periods and, accordingly, such periods have not been adjusted. For a further discussion of the market risk associated with these positions, see [Other Market Risk Measures](#) [Trading Risk](#) [Equity](#) below.

(²) Equals the difference between total VaR and the sum of the VaRs for the four risk categories. This effect arises because the four market risk categories are not perfectly correlated.

Our average daily VaR increased to \$112 million for the second quarter of 2006 from \$60 million in the same period last year. The increase was primarily due to higher levels of exposure to equity prices and interest rates.

The following chart presents our daily VaR during the last four quarters:

Daily VaR
(\$ in millions)

Table of Contents***Trading Net Revenues Distribution***

Substantially all of our inventory positions are marked-to-market on a daily basis and changes are recorded in net revenues. The following chart sets forth the frequency distribution of our daily trading net revenues for substantially all inventory positions included in VaR for the quarter ended May 2006:

Daily Trading Net Revenues
(\$ in millions)

As part of our overall risk control process, daily trading net revenues are compared with VaR calculated as of the end of the prior business day. Trading losses incurred on a single day exceeded our 95% one-day VaR on three occasions during the quarter ended May 2006.

Other Market Risk Measures

Certain portfolios and individual positions are not included in VaR, where VaR is not the most appropriate measure of risk (e.g. due to transfer restrictions and/or illiquidity). The market risk associated with these positions is represented by the impact of a 10% decline in corresponding markets, equity prices or asset values as described below. The following table does not reflect diversification benefits across asset categories and, given the differing likelihood of such events occurring, these measures have not been aggregated:

<u>Asset Categories</u>	<u>10% Sensitivity Measure</u>	<u>Amount</u> <u>As of May</u> <u>2006</u> (in millions)
<i>Trading Risk</i>		
Equity	Equity markets	\$ 224
Debt	Underlying asset value	705
<i>Non-trading Risk</i>		
SMFG	SMFG common stock price	231
Other Equity	Equity markets	373
Debt	Underlying asset value	96
Real Estate	Underlying asset value	201

Table of Contents

Trading Risk

Equity. The market risk for equity positions that are not included in VaR is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in equity markets. This sensitivity analysis is based on certain assumptions regarding the relationship between changes in stock price indices and changes in the fair value of the individual equity positions. Different assumptions could produce materially different risk estimates. As of May 2006, the sensitivity to a 10% equity market decline was \$224 million compared with \$221 million as of February 2006.

Debt. The market risk for debt positions that are not included in VaR is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in the asset value of such positions. The market values of the underlying positions are sensitive to changes in a number of factors, including discount rates and the projected timing and amount of future cash flows. As of May 2006, the sensitivity to a 10% decline in the asset value of these positions was \$705 million compared with \$658 million as of February 2006.

Non-trading Risk

SMFG. The market risk of our investment in the convertible preferred stock of SMFG, net of the economic hedge on the unrestricted shares of common stock underlying a portion of our investment, is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in the SMFG common stock price. As of May 2006, the sensitivity of our investment to a 10% decline in the SMFG common stock price was \$231 million compared with \$313 million as of February 2006. The change is primarily due to a decrease in the SMFG common stock price and the impact of partial hedging with respect to the second one-third installment of unrestricted shares underlying our investment, partially offset by the impact of the passage of time in respect of the transfer restrictions on the underlying common stock. This sensitivity should not be extrapolated to other movements in the SMFG common stock price, as the relationship between the fair value of our investment and the SMFG common stock price is nonlinear.

Other Equity. The market risk for equity positions in our non-trading portfolio (including our investment in the ordinary shares of ICBC, net of the economic interests assumed by investment funds that we manage) is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in equity markets. This sensitivity analysis is based on certain assumptions regarding the relationship between changes in stock price indices and changes in the fair value of the individual financial instruments in our non-trading portfolio. Different assumptions could produce materially different risk estimates. As of May 2006, the sensitivity of equity positions in our non-trading portfolio to a 10% equity market decline was \$373 million compared with \$209 million as of February 2006.

Table of Contents

Debt. The market risk for debt positions (primarily mezzanine instruments) in our non-trading portfolio is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in the asset values of such positions. The market values of the underlying positions are sensitive to changes in a number of factors, including, but not limited to, the operating cash flows and financial performance of the companies. As of May 2006, the sensitivity to a 10% decline in the asset values of debt positions in our non-trading portfolio was \$96 million compared with \$78 million as of February 2006.

Real Estate. The market risk for real estate positions in our non-trading portfolio is measured using a sensitivity analysis that estimates the potential reduction in our net revenues associated with a 10% decline in the asset values of such positions. The market values of the underlying positions are sensitive to changes in a number of factors, including, but not limited to, the operating cash flows and financial performance of the properties, trends within sectors and/or regions and underlying business models. As of May 2006, the sensitivity to a 10% decline in the asset values (including the impact of leverage in the underlying investments) of real estate positions in our non-trading portfolio was \$201 million compared with \$149 million as of February 2006.

Derivatives

Derivative contracts are instruments, such as futures, forwards, swaps or option contracts, that derive their value from underlying assets, indices, reference rates or a combination of these factors. Derivative instruments may be privately negotiated contracts, which are often referred to as OTC derivatives, or they may be listed and traded on an exchange.

Substantially all of our derivative transactions are entered into for trading purposes, to facilitate client transactions, to take proprietary positions or as a means of risk management. In addition to derivative transactions entered into for trading purposes, we enter into derivative contracts to hedge our net investment in non-U.S. operations, to hedge certain forecasted transactions and to manage the interest rate and currency exposure on a substantial portion of our long-term borrowings and certain short-term borrowings.

Derivatives are used in many of our businesses, and we believe that the associated market risk can only be understood relative to all of the underlying assets or risks being hedged, or as part of a broader trading strategy. Accordingly, the market risk of derivative positions is managed together with our nonderivative positions.

Fair values of our derivative contracts are reflected net of cash paid or received pursuant to credit support agreements and are reported on a net-by-counterparty basis in our condensed consolidated statements of financial condition when management believes a legal right of setoff exists under an enforceable netting agreement. For an OTC derivative, our credit exposure is directly with our counterparty and continues until the maturity or termination of such contract.

Table of Contents

The following table sets forth the distribution, by credit rating, of substantially all of our exposure with respect to OTC derivatives as of May 2006, after taking into consideration the effect of netting agreements. The categories shown reflect our internally determined public rating agency equivalents.

Over-the-Counter Derivative Credit Exposure

(\$ in millions)

<u>Credit Rating Equivalent</u>	Exposure (1)	Collateral Held	Exposure Net of Collateral	Percentage of Total Exposure Net of Collateral
AAA/Aaa	\$ 4,842	\$ 441	\$ 4,401	12%
AA/Aa2	11,329	2,502	8,827	23
A/ A2	12,331	2,615	9,716	26
BBB/Baa2	10,743	3,082	7,661	20
BB/Ba2 or lower	10,841	4,720	6,121	16
Unrated	1,702	758	944	3
Total	\$ 51,788	\$ 14,118	\$ 37,670	100%

(1) Net of cash received pursuant to credit support agreements of \$24.52 billion.

The following tables set forth our OTC derivative credit exposure, net of collateral, by remaining contractual maturity:

Exposure Net of Collateral

(in millions)

<u>Credit Rating Equivalent</u>	0 - 6 Months	6 - 12 Months	1 - 5 Years	5 - 10 Years	10 Years or Greater	Total (1)
AAA/Aaa	\$ 580	\$ 15	\$ 1,815	\$ 425	\$ 1,566	\$ 4,401
AA/Aa2	2,382	781	2,067	2,329	1,268	8,827
A/ A2	2,701	1,634	2,940	1,310	1,131	9,716
BBB/Baa2	1,619	1,151	2,806	361	1,724	7,661
BB/Ba2 or lower	1,888	943	2,460	466	364	6,121
Unrated	231	129	124	374	86	944
Total	\$ 9,401	\$ 4,653	\$ 12,212	\$ 5,265	\$ 6,139	\$ 37,670
	0 - 6	6 - 12	1 - 5	5 - 10	10 Years	

<u>Contract Type</u>	Months	Months	Years	Years	or Greater	Total ⁽¹⁾
Interest rates	\$ 1,074	\$ 284	\$ 4,024	\$ 2,745	\$ 3,971	\$ 12,098
Currencies	4,787	748	2,115	826	1,148	9,624
Commodities	2,663	2,753	5,297	664	122	11,499
Equities	877	868	776	1,030	898	4,449
Total	\$ 9,401	\$ 4,653	\$ 12,212	\$ 5,265	\$ 6,139	\$ 37,670

⁽¹⁾ Where we have obtained collateral from a counterparty under a master trading agreement that covers multiple products and transactions, we have allocated the collateral ratably based on exposure before giving effect to such collateral.

Table of Contents

Derivative transactions may also involve legal risks including the risk that they are not authorized or appropriate for a counterparty, that documentation has not been properly executed or that executed agreements may not be enforceable against the counterparty. We attempt to minimize these risks by obtaining advice of counsel on the enforceability of agreements as well as on the authority of a counterparty to effect the derivative transaction. In addition, certain derivative transactions involve the risk that we may have difficulty obtaining, or be unable to obtain, the underlying security or obligation in order to satisfy any physical settlement requirement or that the derivative may have been assigned to a different counterparty without our knowledge or consent.

Item 4: Controls and Procedures

As of the end of the period covered by this report, an evaluation was carried out by Goldman Sachs management, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of the end of the period covered by this report. In addition, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II: OTHER INFORMATION

Item 1: Legal Proceedings

The following supplements and amends our discussion set forth under *Legal Proceedings* in Part I, Item 3 of our Annual Report on Form 10-K for the fiscal year ended November 25, 2005, as updated by Item 1 of Part II of our Quarterly Report on Form 10-Q for the quarter ended February 24, 2006.

IPO Process Matters

In the lawsuit alleging a conspiracy to fix at 7% the discount that underwriting syndicates receive from issuers of shares in certain offerings, on April 18, 2006, the district court denied class certification with respect to the damages claims asserted by the issuers of securities. The issuer plaintiffs have petitioned the U.S. Court of Appeals for the Second Circuit to review that certification decision on an interlocutory basis.

On April 20, 2006, plaintiffs announced that they had entered into a definitive settlement agreement with respect to their claims against J.P. Morgan Securities, Inc. arising from lawsuits alleging that (i) the prospectuses for certain offerings violated the federal securities laws by failing to disclose the existence of alleged arrangements to tie allocations to higher customer brokerage commission rates as well as purchase orders in the aftermarket, and (ii) such alleged underlying tying arrangements violated federal and state antitrust laws. The settlement, pursuant to which J.P. Morgan Securities, Inc. will pay \$425 million, is subject to, among other things, documentation and court approval.

Research Independence Matters

On April 17, 2006, the federal district court granted defendants' motion to dismiss the action relating to research coverage of Exodus Communications, Inc., with leave to plead. Plaintiff filed a second amended complaint on May 17, 2006.

Exodus Securities Litigation

In the class action relating to certain securities offerings by Exodus Communications, Inc., by a decision dated June 2, 2006, the district court granted summary judgment dismissing the complaint on the grounds that the plaintiff's purchases of Exodus securities were not traceable. On May 5, 2006 and May 19, 2006, two new putative plaintiffs filed motions to intervene, respectively.

WorldCom Bondholders Litigation

Settlements of the remaining individual actions affecting Goldman, Sachs & Co. have now been concluded.

Global Crossing and Asia Global Crossing Securities Litigation

On March 23, 2006, the remaining underwriter defendants (including Goldman, Sachs & Co.) agreed in principle to settle all claims for a payment of \$82.5 million, subject to, among other things, documentation and court approval.

Short Selling Litigation

Goldman, Sachs & Co. is one of numerous financial services firms that have been named as defendants in two purported class actions filed beginning on April 12, 2006 in the U.S. District Court for the Southern District of New York by customers who engaged in short-selling transactions in equity securities since April 12, 2000. The complaints

generally allege that the customers were charged fees in connection with the short sales but that the applicable securities were not

Table of Contents

necessarily borrowed to effect delivery, resulting in failed deliveries. The complaints allege that this conduct constituted a conspiracy in violation of the federal antitrust laws, and also assert claims under the New York Business Law and common law.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth the information with respect to purchases made by or on behalf of The Goldman Sachs Group, Inc. or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) of our common stock during the three months ended May 26, 2006.

<u>Period</u>	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs ⁽²⁾
Month #1 (February 25, 2006 to March 31, 2006) ⁽¹⁾	3,980,700	\$ 153.46	3,980,700	19,692,879
Month #2 (April 1, 2006 to April 28, 2006)	2,493,900	\$ 161.53	2,493,900	17,198,979
Month #3 (April 29, 2006 to May 26, 2006) ⁽¹⁾	10,495	\$ 165.36	10,495	17,188,484
Total ⁽¹⁾	6,485,095	\$ 156.59	6,485,095	

(1) Goldman Sachs generally does not repurchase shares of its common stock as part of the repurchase program during self-imposed black-out periods, which run from the last two weeks of a fiscal quarter through the date of the earnings release for such quarter.

(2) On March 21, 2000, we announced that our Board of Directors had approved a repurchase program, pursuant to which up to 15 million shares of our common stock may be repurchased. This repurchase program was increased by an aggregate of 160 million shares by resolutions of our Board of Directors adopted on June 18, 2001, March 18, 2002, November 20, 2002, January 30, 2004, January 25, 2005 and September 16, 2005. The repurchase program is intended to maintain our total shareholders' equity at appropriate levels and to substantially offset increases in share count over time resulting from employee share-based compensation. The repurchase program has been effected primarily through regular open-market purchases and is influenced by, among other factors, the level of our common shareholders' equity, our overall capital position, share-based awards and exercises of employee stock options, the prevailing market price of our common stock and general market conditions. The total remaining authorization under the repurchase

program was 17,188,484 shares as of June 23, 2006; the repurchase program has no set expiration or termination date.

Table of Contents

Item 5: Other Information

Entry into a Material Definitive Agreement

On June 29, 2006, the Compensation Committee of the Board approved (i) acceleration of the delivery date of Henry M. Paulson, Jr.'s outstanding restricted stock units (all of which automatically vested upon his resignation, which occurred upon his confirmation as Secretary of the Treasury of the United States), (ii) purchase by Goldman Sachs of the investments made by Mr. Paulson and his wife in private investment funds managed by Goldman Sachs (based on net asset values), and (iii) payment of a cash bonus to Mr. Paulson for his leadership as Chief Executive Officer for the first half of fiscal 2006 of \$18.7 million.

The Compensation Committee also authorized specified officers of Goldman Sachs to determine whether to (i) cash settle all of Mr. Paulson's outstanding restricted stock units (based on fair market value) and stock options (based on intrinsic value), and (ii) purchase certain third party private investment funds owned by Mr. Paulson and his wife.

On the same date, the Board authorized specified officers of Goldman Sachs to determine whether to register for sale all or a portion of the shares of common stock of Group Inc. owned by Mr. Paulson and to enter into an underwriting agreement with respect to any such sale containing customary indemnification provisions.

Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On June 28, 2006, Mr. Paulson was confirmed by the United States Senate as Secretary of the Treasury and resigned as Chief Executive Officer and Chairman of the Board and Lloyd C. Blankfein was elected as Chief Executive Officer and Chairman of the Board. At the same time, Gary D. Cohn and Jon Winkelried each were elected as President, Co-Chief Operating Officer and a member of the Board. Also, John S. Weinberg became a Vice Chairman of Group Inc. (see below under "Other Events"). Messrs. Cohn, Winkelried and Weinberg have joined the Executive Office of Group Inc., reporting directly to Mr. Blankfein. They will work closely with him in the formulation and execution of Goldman Sachs' global strategy. Mr. Weinberg will also continue in his role as a co-head of Goldman Sachs Investment Banking Division.

Mr. Blankfein, age 51, had been Group Inc.'s President and Chief Operating Officer since January 2004. Prior to that, from April 2002 until January 2004, he was a Vice Chairman of Group Inc., with management responsibility for Goldman Sachs' Fixed Income, Currency and Commodities Division (FICC) and Equities Division. Prior to becoming a Vice Chairman, he had served as co-head of FICC since its formation in 1997. From 1994 to 1997, he headed or co-headed the Currency and Commodities Division. Mr. Blankfein is not on the board of any public company other than Group Inc. He is affiliated with certain non-profit organizations, including as a member of the Harvard University Committee on University Resources, a trustee of the New York Historical Society, an overseer of the Weill Medical College of Cornell University, a director of the Partnership for New York City and a director of The Robin Hood Foundation.

Mr. Cohn, age 45, had been the co-head of Goldman Sachs' global securities businesses since January 2004. He also had been the co-head of Equities since 2003 and the co-head of FICC since September 2002. From March 2002 to September 2002, he served as co-chief operating officer of FICC. Prior to that, beginning in 1999, Mr. Cohn managed the FICC macro businesses. From 1996 to 1999, he was the global head of Goldman Sachs' commodities business. Mr. Cohn is not on the board of any public company other than Group Inc. He is affiliated with certain non-profit organizations, including as a member of the Treasury Borrowing Advisory Committee of the Bond Market Association and a trustee of Gilmour Academy, NYU Child Study Center, NYU Hospital, NYU Medical School, Harlem Children's Zone, Columbia Grammar and Preparatory School and American University.

Table of Contents

Mr. Winkelried, age 46, had been the co-head of Goldman Sachs Investment Banking Division since January 2005. From 2000 to 2005, he was co-head of FICC. From 1999 to 2000, he was head of FICC in Europe. From 1995 to 1999, he was responsible for Goldman Sachs leveraged finance business. Mr. Winkelried is not on the board of any public company other than Group Inc. He is affiliated with certain non-profit organizations, including as a trustee of The Pingry School and the University of Chicago.

Messrs. Blankfein, Cohn and Winkelried will each continue to participate in Goldman Sachs Restricted Partner Compensation Plan (RPCP) and each will remain a participating managing director (PMD). The RPCP and the employment agreements and other agreements and arrangements Goldman Sachs has entered into with its PMDs are described in Group Inc. s proxy statement, dated February 27, 2006, and are exhibits to its reports filed with the Securities and Exchange Commission.

For a description of Goldman Sachs private investment funds, which permit employees of Goldman Sachs to participate in its merchant banking, venture capital and other similar activities, and for information with respect to distributions received by Mr. Blankfein from such funds during fiscal 2005, see page 36 of Group Inc. s 2006 proxy statement. Distributions from the beginning of Goldman Sachs fiscal year 2006 through June 30, 2006 to Mr. Blankfein (or persons or entities affiliated with him) of profits earned on investments made by, and other income from, any such fund for which total distributions (including return of capital invested*) to Mr. Blankfein from the beginning of fiscal year 2005 through June 30, 2006 exceeded \$60,000 were, in the aggregate, \$3,710,376. Distributions from the beginning of Goldman Sachs fiscal year 2005 through June 30, 2006 to Mr. Cohn (or persons or entities affiliated with him) of profits earned on investments made by, and other income from, any such fund for which total distributions (including return of capital invested**) to Mr. Cohn exceeded \$60,000 over such period were, in the aggregate, \$1,960,947. Mr. Winkelried had no distributions of profits from any such fund for which total distributions (including return of capital invested**) to him exceeded \$60,000 over such period.

A sibling of Mr. Winkelried, a non-executive employee of Goldman Sachs, received compensation for fiscal 2005 of less than \$900,000, part of which was paid in equity. Upon joining Goldman Sachs in 2005, Mr. Winkelried s sibling also received an equity award with a value of approximately \$770,000, most of which was related to foregone equity awards with respect to previous employment. For fiscal 2006 Mr. Winkelried s sibling s annual base salary is less than \$180,000.

Other Events

As described above, Mr. Weinberg has been appointed as a Vice Chairman of Group Inc.

Mr. Weinberg, age 48, has been co-head of Goldman Sachs Investment Banking Division since December 2002. From January 2002 to December 2002, he was co-head of the Investment Banking Division in the Americas. Prior to that, he served as co-head of the Investment Banking Services Department since 1997. He is affiliated with certain non-profit organizations, including as a board member at New York-Presbyterian Hospital, The Steppingstone Foundation and Greenwich Country Day School.

* From the beginning of Goldman Sachs fiscal year 2006 through June 30, 2006, the return of capital invested by Mr. Blankfein (or persons or entities affiliated with him) in such funds over several years was: \$1,727,752.

** From the beginning of Goldman Sachs fiscal year 2005 through June 30, 2006, the return of capital invested by Mr. Cohn and Mr. Winkelried (or persons or entities affiliated with them) in such funds over several years was: \$5,619,050 and \$624,924, respectively.

Table of Contents

Item 6: Exhibits

Exhibits:

- 3.1 and 4.1 Certificate of Designations of The Goldman Sachs Group, Inc. (Group Inc.) relating to the Series D Preferred Stock (incorporated by reference to Exhibit 3 to Group Inc. s Registration Statement on Form 8-A, filed on May 23, 2006).
- 4.2 Form of certificate representing the Series D Preferred Stock (incorporated by reference to Exhibit 5 to Group Inc. s Registration Statement on Form 8-A, filed on May 23, 2006).
- 10.1 Form of RSU Award Agreement for PMD Discount Stock Program (subject to transfer restrictions).
- 10.2 Form of RSU Award Agreement for PMD Discount Stock Program (not subject to transfer restrictions).
- 10.3 Form of Year-End RSU Award Agreement.
- 10.4 Form of Non-Employee Director RSU Award Agreement.
- 12.1 Statement re: Computation of ratios of earnings to fixed charges and ratios of earnings to combined fixed charges and preferred stock dividends.
- 15.1 Letter re: Unaudited Interim Financial Information.
- 31.1 Rule 13a-14(a) Certifications.
- 32.1 Section 1350 Certifications.

Table of Contents

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.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ David A. Viniar

Name: David A. Viniar
Title: Chief Financial Officer

By: /s/ Sarah E. Smith

Name: Sarah E. Smith
Title: Principal Accounting Officer

Date: June 30, 2006