Company number: 02263951

# **GOLDMAN SACHS INTERNATIONAL**

(unlimited company)

# UNAUDITED HALF-YEARLY FINANCIAL REPORT

26 JUNE 2009

(unlimited company)

#### MANAGEMENT REPORT

#### 1. Principal activities

Goldman Sachs International ('the company' or 'GSI') provides a wide-range of financial services to clients located worldwide and undertakes proprietary trading. The company is regulated by the Financial Services Authority ('the FSA'). The company primarily operates in a US Dollar environment as part of The Goldman Sachs Group, Inc. ('the group'). Accordingly, the company's functional currency is US Dollars and the financial statements have been prepared in that currency.

#### 2. Review of business and future developments

During the period, GSI changed its accounting reference date to 31 December 2009 to be consistent with the group's year end. Accordingly, the accounting reference period has been extended to 13 months ending 31 December 2009. Consequently, the financial statements have been drawn up for the 30 week period ended 26 June 2009 and comparative information has been presented for the 30 week period ended 27 June 2008.

The profit and loss account for the period is set out on page 5. Trading profit was US\$7,338 million for the period (30 week period ended 27 June 2008: US\$7,022 million). The results for the company show a pre-tax profit of US\$2,725 million for the period (30 week period ended 27 June 2008: US\$4,297 million). GSI has total assets of US\$973 billion (28 November 2008: US\$1,373 billion). Details of the company's business segments are given in note 5 to the financial statements.

Investment Banking results primarily reflect the decline in industry-wide equity and equity-related offerings, completed mergers and acquisitions and other client activity resulting from continuing difficult market conditions.

Trading and Principal Investments reflect particularly strong results in Fixed Income, Currency and Commodities (FICC). The increase in FICC reflects particularly strong performances in credit products and interest rate products, reflecting strength in the client franchise. The increase in Equities reflects higher net revenues in derivatives.

Asset Management and Securities Services results reflected the impact of lower assets under management primarily due to market depreciation and lower customer balances.

Administrative expenses increased to US\$4,460 million for the period (30 week period ended 27 June 2008: US\$2,226 million) mainly due to an increase in compensation costs relating to the mark-to-market of equity-based compensation.

Interest payable decreased to US\$156 million for the period (30 week period ended 27 June 2008: US\$500 million), mainly due to a decrease in subordinated debt.

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# MANAGEMENT REPORT (CONTINUED)

#### Review of business and future developments (continued)

#### **Business environment**

The company's financial performance is highly dependent on the environment in which its businesses operate. During the first half of 2009, global economic conditions remained weak. However, the decline in most major economies was significantly less in the second half of the period and economic activity in a number of emerging economies improved. Global equity markets increased in the second half of the period and volatility generally declined. In addition, corporate credit spreads tightened during the period and the US Dollar weakened against most major currencies, particularly against the Euro and Sterling.

#### Strategy

The Goldman Sachs Group, Inc. is a leading global financial services firm providing investment banking, securities and investment management services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals.

As part of the group, GSI seeks to be the advisor of choice for its clients and a leading participant in the global financial markets. GSI's strategy, consistent with that of the group, is to grow its three core businesses, Investment Banking, Trading and Principal Investments, and Asset Management and Securities Services, in markets throughout the world.

#### Principal risks and uncertainties

GSI faces a variety of risks that are substantial and inherent in its businesses including economic and market conditions, liquidity, credit quality, operational infrastructure and technology risks. Consequently, the company does not produce predictable earnings. The key business risks affecting the company are set out below.

### Economic and market conditions

Our businesses are materially affected by conditions in the global financial markets and economic conditions generally and these conditions may change suddenly and dramatically. Unfavourable or uncertain economic and market conditions have adversely affected, and may in the future adversely affect, our business and profitability.

#### Liquidity

Liquidity is essential to our businesses. Our liquidity could be impaired by an inability to access secured and / or unsecured debt markets, an inability to sell assets or redeem our investments or unforescen outflows of cash or collateral. This situation may arise due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects third parties or us or even by the perception amongst market participants that we are experiencing greater liquidity risk. Furthermore, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time as is likely to occur in a liquidity or other market crisis. In addition, financial institutions with which we interact may exercise set-off rights or the right to require additional collateral, including in difficult market conditions, which could further impair our access to liquidity.

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## MANAGEMENT REPORT (CONTINUED)

#### Review of business and future developments (continued)

#### Credit quality

The amount and duration of our credit exposures have been increasing over the past several years, as has the breadth and size of the entities to which we have credit exposures. We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. We are also subject to the risk that our rights against third parties may not be enforceable in all circumstances. In addition, deterioration in the credit quality of third parties whose securities or obligations we hold could result in losses and / or adversely affect our ability to use those securities or obligations for liquidity purposes. Although we regularly review credit exposures to specific clients and counterparties and to specific industries, countries and regions that we believe may present credit concerns, default risk may arise from events or circumstances that are difficult to detect or foresee. In addition, concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions, which in turn could adversely affect the company.

#### Operational infrastructure

Shortcomings or failures in internal processes, people or systems or external events could lead to impairment of our liquidity, financial loss, disruption of business, liability to clients, regulatory intervention or reputational damage. Our businesses are highly dependent on our ability to process and monitor, on a daily basis, a large number of transactions, many of which are highly complex, across numerous and diverse markets in many currencies. These transactions, as well as information technology services we provide to clients, often must adhere to client-specific guidelines, as well as legal and regulatory standards. As our client base and our geographical reach expands, developing and maintaining our operational systems and infrastructure becomes increasingly challenging. Our financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control such as a spike in transaction volume, adversely affecting our ability to process these transactions. The inability of our systems to accommodate an increasing volume of transactions could also constrain our ability to expand our businesses.

We also face the risk of operational failure or termination or capacity constraints of any of the clearing agents, exchanges, clearing houses or other financial intermediaries that we use to facilitate our securities transactions and, as our interconnectivity with our clients grows, we will increasingly face the risk of operational failure with respect to our clients' systems. Any such failure or termination could adversely affect our ability to effect transactions, service our clients and manage our exposure to risk.

Despite the contingency plans and facilities that we have in place, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the communities in which we are located. This may include a disruption involving electrical, communications, transportation or other services used by GSI or third parties with which we conduct business. These disruptions may occur, for example, as a result of events that affect only the buildings of the company or such third parties, or as a result of events with a broader impact on the cities where those buildings are located.

## Technology

Technology is fundamental to our business and our industry. The growth of electronic trading and the introduction of new technologies is changing our businesses and presenting us with new challenges. Securities, futures and options transactions are increasingly occurring electronically, both on our own systems and through other alternative trading systems and it appears that the trend toward alternative trading systems will continue and probably accelerate. Some of these alternative trading systems compete with our trading businesses and we may experience continued competitive pressures in these and other areas. In addition, the increased use by our clients of low-cost electronic trading systems and direct electronic access to trading markets could cause a reduction in commissions and spreads. As our clients increasingly use our systems to trade directly in the markets, we may incur liabilities as a result of their use of our order routing and execution in frastructure.

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# MANAGEMENT REPORT (CONTINUED)

## 2. Review of business and future developments (continued)

#### Risk management

We seek to monitor and control our risk exposure through a risk and control framework encompassing a variety of separate, but complementary, financial, credit. operational, compliance and legal reporting systems, internal controls, management review process and other mechanisms. Our trading risk management process seeks to balance our ability to profit from trading positions with our exposure to potential losses. Whilst we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgements that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. Thus, we may, in the course of our activities, incur losses. In addition, refer to the financial risk management section (note 10), below.

#### Future outlook

The directors consider that the period end financial position of the company was satisfactory. No significant change in the company's principal business activity is expected.

#### 3. Responsibility statement

The financial statements have been prepared in accordance with the Accounting Standards Board guidance on 'half-yearly financial reports' and the interim management report herein includes a fair review of the information required by the FSA's Disclosure and Transparency Rules 4.2.7 R and 4.2.8 R.

Glenn Earle Director September 2009

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# PROFIT AND LOSS ACCOUNT (UNAUDITED)

for the 30 week period ended 26 June 2009

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	Note	30 week period ended 26 June 2009 US\$'000	30 week period ended 27 June 2008 US\$'000	52 week period ended 28 November 2008 US\$'000
Trading profit	4, 5	7,338,397	7,022,336	8,789,928
Administrative expenses	_	(4,460,211)	(2,226,097)	(899,400)
OPERATING PROFIT		2,878,186	4,796,239	7,890,528
Income from shares in group undertakings		-	-	2,527
Interest payable and similar charges		. (155,761)	(499,745)	(719,570)
Net finance income	_	2,149	199	3,217
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,724,574	4,296,693	7,176,702
Tax charge on profit on ordinary activities	-	(712,498)	(1,073,676)	(1,800,847)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE FINANCIAL YEAR	_	2,012,076	3,223,017	5,375,855

The trading and operating profit of the company is derived from continuing operations in the current and prior period.

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES (UNAUDITED)

for the 30 week period ended 26 June 2009

	30 week period ended 26 June 2009 US\$'000	30 week period ended 27 June 2008 US\$'000	52 week period ended 28 November 2008 US\$'000
Profit for the financial period	2,012,076	3,223,017	5,375,855
Actuarial (loss) / gain relating to the pension scheme	(258,353)	(5,780)	153,868
UK deferred tax attributable to the actuarial (loss) / gain	72,338	1,618	(43,083)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE FINANCIAL YEAR AND SINCE LAST			
FINANCIAL STATEMENTS	1,826,061	3,218,855	5,486,640

The notes on pages 7 to 12 form an integral part of these financial statements.

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# BALANCE SHEET (UNAUDITED) as at 26 June 2009

	Note	26 June 2009 US\$'000	28 November 2008 US\$'000
FIXED ASSETS	_		
Tangible assets		7,821	10,635
Shares in subsidiary undertakings		50	50
Other investments other than loans	_	1,377	1,282
		9,248	11,967
CURRENT ASSETS		•	·
Trading inventory	6	674,374,855	1,071,248,431
Trading inventory pledged as collateral	6	19,606,610	7,512,483
Securities purchased under agreements to resell		94,835,237	95,879,870
Debtors	7	170,605,987	180,585,084
Cash at bank and in hand	_	14,010,673	18,261,631
		973,433,362	1,373,487,499
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			, , ,
Trading inventory sold, but not yet purchased	6	(636,350,470)	(1,047,007,511)
Securities sold under agreements to repurchase		(56,450,160)	(65,881,016)
Other creditors	8	(252,589,584)	(237,395,411)
		(945,390,214)	(1,350,283,938)
NET CURRENT ASSETS	_	28,043,148	23,203,561
TOTAL ASSETS LESS CURRENT LIABILITIES		28,052,396	23,215,528
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9	(12,854,640)	(10,230,083)
PROVISIONS FOR LIABILITIES AND CHARGES	_	. (40,000)	(40,000)
NET ASSETS EXCLUDING PENSION SURPLUS / (DEFICIT)		15,157,756	12,945,445
Pension (deficit) / surplus	_	(107,108)	129,142
NET ASSETS INCLUDING PENSION (DEFICIT) / SURPLUS	_	15,050,648	13,074,587
CAPITAL AND RESERVES Called up share capital		511,123	505,358
Share premium account		2,885,260	2,741,025
Capital reserve (non-distributable)		17,286	17,286
Profit and loss account		11,636,979	9,810,918
TOTAL SHAREHOLDERS' FUNDS	_	15,050,648	13,074,587

The notes on pages 7 to 12 form an integral part of these financial statements.

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## NOTES TO THE FINANCIAL STATEMENTS - 26 JUNE 2009

#### 1. BASIS OF PREPARATION

These financial statements for the 30 week period ended 26 June 2009 have been prepared in accordance with the Disclosure and Transparency Rules of the FSA and Accounting Standards Board guidance on 'half-yearly financial reports'. The financial statements should be read in conjunction with the financial statements for the 52 week period ended 28 November 2008 which have been prepared in accordance with applicable accounting standards.

#### 2. ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the financial statements for the 52 week period ended 28 November 2008, as described in those financial statements.

#### 3. REPORTING AND DISCLOSURE EXEMPTIONS

#### a) FRS1 Cash Flow Statements

The company is a greater than 90% subsidiary of The Goldman Sachs Group, Inc., and is, therefore, exempt from preparing a cash flow statement as required by FRS1, 'Cash flow statements', as the ultimate parent company accounts are publicly available.

#### b) FRS8 Related Party Disclosures

Under the terms of FRS 8 paragraph 3(c), the company is exempt from disclosing transactions with fellow group companies. There were no other related party transactions requiring disclosure.

#### c) FRS29 (IFRS 7) Financial Instruments: Disclosures

The company is exempt from the disclosures required by FRS 29 as it is a greater than 90% subsidiary of Goldman Sachs Group Holdings (U.K.) which discloses this information.

#### 4. TRADING PROFIT

Trading profit has been disclosed instead of turnover as this reflects more meaningfully the nature and results of the company's activities. Trading profit, after charging related expenses, includes the net profit arising from transactions in securities, foreign exchange and other financial instruments, and fees and commissions earned. Related expenses include trading interest payable less trading interest and dividends receivable.

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## NOTES TO THE FINANCIAL STATEMENTS - 26 JUNE 2009

#### 5. SEGMENTAL REPORTING

The company's trading profit is categorised into the following three principal segments: Investment Banking, Trading and Principal Investments, and Asset Management and Securities Services.

,	30 week period ended 26 June 2009 USS'000	30 week period ended 27 June 2008 US\$'000	52 week period ended 28 November 2008 US\$'000
Investment Banking	568,336	790,500	988,454
Trading and Principal Investments Asset Management and Securities	6,413,921	5,599,358	6,554,990
Services	356,140	632,478	1,246,484
	7,338,397	7,022,336	8,789,928

#### **Investment Banking**

The company's investment banking activities are divided into two categories:

- Financial Advisory Financial Advisory includes advisory assignments with respect to mergers and acquisitions, divestitures, corporate defence activities, restructuring and spin offs; and
- Underwriting Und erwriting includes public offerings and private placements of a wide range of securities and other financial instruments.

### **Trading and Principal Investments**

Trading and Principal Investments is divided into three categories:

- Fixed Income, Currencies and Commodities The company makes markets in and trades interest rate
  and credit products, mortgage-related securities and loans, including asset-backed securities, currencies
  and commodities, structures and enters into a wide variety of derivative transactions and engages in
  proprietary trading and investing;
- Equities The company makes markets in and trades equities and equity-related products, structures and
  enters into equity derivative transactions, and engages in proprietary trading. The company also executes
  and clears customer transactions on major stock, options and futures exchanges worldwide; and
- Principal Investments Principal Investments primarily represents fees from group companies for sourcing and associated work with regard to the group's merchant banking investments.

Trading and Principal Investments also includes variable costs such as brokerage, clearance and underwriting expenses that are offset against trading profit.

#### Asset Management and Securities Services

The Asset Management and Securities Services segment includes services related to the following:

- Asset Management Asset Management provides investment advisory and financial planning services to
  a diverse group of institutions and individuals worldwide and primarily generates revenues in the form of
  management and incentive fees; and
- Securities Services Securities Services provides prime brokerage, financing services and securities
  lending services to institutional clients, including hedge funds, mutual funds, pension funds, and
  foundations and to high-net-worth individuals worldwide, and generates revenues primarily in the form
  of interest rate spreads or fees.

# Geographic Analysis

Due to the highly integrated nature of international financial markets, management considers that the company operates in a single global market. As a result, no disclosure of segmental information relating to the geographical origin of results has been provided.

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# NOTES TO THE FINANCIAL STATEMENTS - 26 JUNE 2009

#### 6. TRADING INVENTORY

Trading inventory comprises financial instruments and investments within the trading activities of the company.

Trading inventory pledged as collateral represents financial instruments owned and pledged to counterparties that have the right to deliver or repledge.

## 7. DEBTORS

	26 June 2009 US\$'000	28 November 2008 US\$'000
Deposits as collateral for stock borrowed	4,691,834	4,631,167
Amounts due from broker / dealers and customers	64,838,760	75,197,558
Amounts due from parent and group undertakings	100,190,889	100,180,866
Deferred tax	637,723	352,853
Other debtors	195,407	157,057
Prepayments and accrued income	51,374	65,583
	170,605,987	180,585,084

# 8. OTHER CREDITORS

Other creditors, all of which are payable within one year of the balance sheet date, comprise:

	26 June 2009 US\$'000	28 November 2008 US\$'000
Bank loans and overdrafts	90,603	124,732
Debt securities issued	9,114,139	10,384,046
Deposits received as collateral for stock loans	22,077,776	26,636,000
Amounts due to broker / dealers and customers	127,419,651	131,962,498
Amounts due to parent and group undertakings	89,888,928	66,734,082
Amounts due to subsidiary undertakings	3,548	1,712
Accrual for management charges payable to parent		
and group undertakings	913,866	454,697
Corporation tax payable	308,762	157,143
Other taxes and social security costs	161,340	107,631
Other creditors and accruals	2,610,971	832,870
	252,589,584	237,395,411

# 9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	26 June 2009 US\$'000	28 November 2008 US\$'000
Long-term subordinated loans	8,333,000	9,113,000
Debt securities issued	3,850,572	486,342
Accrual for management charges payable to parent		
and group undertakings	671,068	630,741
	12,854,640	10,230,083

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### NOTES TO THE FINANCIAL STATEMENTS – 26 JUNE 2009

#### 10. FINANCIAL RISK MANAGEMENT

Normal trading activities expose the company to market, credit, and liquidity risk. These risks, described below, are managed in accordance with established risk management policies and procedures.

The Goldman Sachs Group, Inc. manages market, credit and liquidity risk on a consistent basis, firmwide. Consequently, GSI, as part of a global group, adheres to global risk management policies and procedures.

We seek to monitor and control our risk exposure through a variety of separate, but complementary, financial, credit, operational, compliance and legal reporting systems. In addition, a number of global, regional and entity committees are responsible for monitoring risk exposures and for general oversight of our risk management process. These committees meet regularly and consist of senior members of both our revenue-producing units and departments that are independent of our revenue-producing units. In addition to the committees, functions that are independent of the revenue-producing units, such as Compliance, Finance (including Risk Management), Legal, Internal Audit and Operations, perform global risk management functions, which include monitoring, analysing and evaluating risk.

#### (a) Market risk

The potential for changes in the market value of our trading and investing positions is referred to as market risk. Such positions result from market making, specialist and proprietary trading, investing and underwriting activities. Categories of market risk include exposures to interest rates, equity prices, and currency rates. A description of each market risk category is set forth below:

- interest rate risks primarily result from exposures to changes in the level, slope and curvature of the yield curve, the volatility of interest rates, mortgage prepayment speeds, funding spreads and credit spreads;
- equity price risk results from exposure to changes in prices and volatilities of individual equities, equity baskets and equity indices; and
- currency rate risks result from exposures to changes in spot prices, forward prices and volatilities of currencies.

We seek to manage these firmwide risks through diversifying exposures, controlling position sizes and establishing hedges in related securities or derivatives. The ability to manage an exposure may, however, be limited by adverse changes in the liquidity of the security or the related hedge instrument and in the correlation of price movements between the security and the related hedge instrument.

Firmwide market risk limits are monitored on a daily basis by the Market Risk Department in the Finance Division and are reviewed regularly by the appropriate risk committee.

In addition to applying business judgement, senior management uses a number of quantitative tools to manage our exposure to market risk. These tools include:

- risk limits based on a summary measure of market risk exposure referred to as Value-at-Risk ('VaR')
  which are updated and monitored on a daily basis. VaR represents the potential loss in value of the
  company's trading positions due to adverse market movements over a defined time horizon with respect
  to a specified confidence level;
- 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 positions limits for certain business units (determined at a firmwide level).

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# NOTES TO THE FINANCIAL STATEMENTS - 26 JUNE 2009

### 10. FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Credit risk

Credit risk represents the loss that we would incur if a counterparty or an issuer of securities or other instruments we hold fails to perform under its contractual obligations to us or upon a deterioration in the credit quality of third parties whose securities or obligations we hold.

Our exposure to credit risk principally arises through our trading, investing and financing activities. To reduce our credit exposures, we seek to enter into netting agreements with counterparties that permit us to offset receivables and payables with such counterparties. In addition, we attempt to further reduce credit risk with certain counterparties by:

- entering into agreements that enable us to obtain collateral from a counterparty or to terminate or reset
  the terms of the transactions after specified time periods or upon the occurrence of credit related events;
- seeking third-party guarantees of the counterparty's obligations; and
- · through the use of credit derivatives and other structures and techniques.

Counterparty credit risk is managed by the Credit Department, which is independent of the revenue-producing departments, based on guidelines set by the Firmwide Risk Committee and the Credit Policy Committee. To measure and manage our credit exposure we use a variety of tools including credit limits which reference both current and potential exposure. We typically measure potential exposure based on projected worst case market movements over the life of the transactions. For collateralised transactions, we also evaluate potential exposure over a shorter collection period and give effect to the value of the collateral received. We further seek to measure credit exposure through the use of scenario analyses, stress tests and other quantitative tools. Our global credit management systems monitor current and potential credit exposure to individual counterparties and on an aggregate basis to counterparties and their affiliates. These systems also provide management, including the Firmwide Risk and Credit Policy Committees with information, regarding overall credit risk by product, industry sector, country and region.

### (c) Liquidity risk

Liquidity is of critical importance to companies in the financial services sector. Accordingly, the company has in place a comprehensive set of liquidity and funding policies that are intended to maintain significant flexibility to address company and firmwide-specific as well as broader industry or market liquidity events. Our principal objective is to be able to fund the company and to enable our core business to continue to generate revenue 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 that we fund our assets with the appropriate term of financing;
- conservative liability structure access funding across a diverse range of markets, products and counterparties and emphasize less credit sensitive sources of funding; and
- crisis planning ensure all funding and liquidity management is based on stress-scenario planning and feeds into our liquidity crisis plan.

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# NOTES TO THE FINANCIAL STATEMENTS - 26 JUNE 2009

## 11. ULTIMATE AND IMMEDIATE PARENT UNDERTAKINGS

The immediate parent undertaking is Goldman Sachs Holdings (U.K.), and the parent company of the smallest group for which consolidated financial statements are prepared is Goldman Sachs Group Holdings (U.K.), a company incorporated in Great Britain and registered in England and Wales.

The ultimate parent undertaking and the parent company of the largest group for which consolidated financial statements are prepared is The Goldman Sachs Group, Inc., a company incorporated in the United States of America. Copies of its accounts can be obtained from 85 Broad Street, New York, NY 10004, United States of America, the group's principal place of business.