GOLDMAN SACHS REPORTS SECOND QUARTER EARNINGS PER COMMON SHARE OF \$4.93



NEW YORK, June 14, 2007 - The Goldman Sachs Group, Inc. (NYSE: GS) today reported net revenues of \$10.18 billion and net earnings of \$2.33 billion for its second quarter ended May 25, 2007. Diluted earnings per common share were \$4.93 compared with \$4.78 for the second quarter of 2006 and \$6.67 for the first quarter of 2007. Annualized return on average tangible common shareholders' equity (1) was 31.2% for the second quarter of 2007 and 37.8% for the first half of 2007. Annualized return on average common shareholders' equity was 26.7% for the second quarter of 2007 and 32.3% for the first half of 2007.

Business Highlights

- Goldman Sachs generated record diluted earnings per common share of \$11.61 for the first half of the year, 18% higher than its previous record.
- Investment Banking produced record quarterly net revenues of \$1.72 billion and ended the quarter with its transaction backlog at a record level. (2)
- The firm continued its leadership in investment banking, ranking first in worldwide announced mergers and acquisitions and public common stock offerings for the calendar year-to-date.
- Equities generated its second highest quarterly net revenues of \$2.50 billion, reflecting strength across all major businesses.
- Asset Management generated record management and other fees of \$1.04 billion. Assets
 under management increased 28% from a year ago to a record \$758 billion, with net asset
 inflows of \$18 billion during the quarter.
- Securities Services achieved record net revenues of \$757 million, 15% higher than its previous record.

"The outlook for the global economy remains strong. Favorable market conditions and investor confidence continue to drive activity levels and play to our strengths as a leading advisor, financier and investor," said Lloyd C. Blankfein, Chairman and Chief Executive Officer. "We are pleased with the results for the second quarter."

Net Revenues

Investment Banking

Net revenues in Investment Banking were \$1.72 billion, 13% higher than the second quarter of 2006 and slightly higher than the first quarter of 2007, as mergers and acquisitions and financing activity remained strong. Net revenues in Financial Advisory were \$709 million, 17% higher than the second quarter of 2006, reflecting increased client activity. Net revenues in the firm's Underwriting business were \$1.01 billion, 10% higher than the second quarter of 2006, reflecting significantly higher net revenues in debt underwriting, primarily due to an increase in leveraged finance activity, partially offset by lower net revenues in equity underwriting. The firm's investment banking transaction backlog ended the quarter at a record level. (2)

Trading and Principal Investments

Net revenues in Trading and Principal Investments were \$6.65 billion, 6% lower than the second quarter of 2006 and 29% lower than the first quarter of 2007.

Net revenues in Fixed Income, Currency and Commodities (FICC) were \$3.37 billion, 24% lower than the second quarter of 2006, primarily reflecting lower net revenues in commodities and weak results in mortgages, principally attributable to continued weakness in the subprime sector. The decrease in commodities was primarily attributable to a \$700 million gain in the second quarter of 2006 related to the sale of East Coast Power, L.L.C. Net revenues in interest rate products were strong but lower compared with the same prior year period. Net revenues in credit products and currencies were also strong and were higher compared with the second quarter of 2006. During the quarter, FICC operated in an environment characterized by solid customer-driven activity, generally low volatility levels and strength in the broader credit markets.

Net revenues in Equities were \$2.50 billion, 6% higher than the second quarter of 2006, due to higher net revenues in principal strategies as well as higher net revenues in the shares business, primarily in Europe. These increases were partially offset by strong but lower net revenues in derivatives compared with the second quarter of 2006. Following challenging market conditions early in the quarter, Equities operated in a favorable environment characterized by generally rising equity prices and strong customer-driven activity.

Principal Investments recorded net revenues of \$784 million, primarily reflecting gains and overrides from corporate principal investments. These results included a \$125 million loss related to the firm's investment in the ordinary shares of Industrial and Commercial Bank of China Limited (ICBC) and a \$64 million loss related to the firm's investment in the convertible preferred stock of Sumitomo Mitsui Financial Group, Inc. (SMFG).

Asset Management and Securities Services

Net revenues in Asset Management and Securities Services were \$1.81 billion, 13% higher than both the second quarter of 2006 and the first quarter of 2007.

Asset Management net revenues were \$1.06 billion, 11% higher than the second quarter of 2006, reflecting a 22% increase in management and other fees, partially offset by lower incentive fees. During the quarter, assets under management increased \$39 billion to \$758 billion, reflecting non-money market net asset inflows of \$14 billion in equity and fixed income assets, money market net asset inflows of \$4 billion and market appreciation of \$21 billion, primarily in equity assets.

Securities Services net revenues were \$757 million, 15% higher than the second quarter of 2006, as the firm's prime brokerage business continued to generate strong results, reflecting significantly higher customer balances in securities lending and margin lending and higher seasonal activity levels in Europe.

Expenses

Operating expenses were \$6.75 billion, essentially unchanged from the second quarter of 2006 and 14% lower than the first quarter of 2007.

Compensation and Benefits

Compensation and benefits expenses were \$4.89 billion, 4% lower than the second quarter of 2006, primarily reflecting the impact of a lower ratio of compensation and benefits to net revenues. The ratio of compensation and benefits to net revenues was 48.0% for the first half of 2007 compared with 50.4% for the first half of 2006. Employment levels increased 4% during the quarter.

Non-Compensation Expenses

Non-compensation expenses were \$1.86 billion, 16% higher than the second quarter of 2006 and 6% higher than the first quarter of 2007. The increase compared with the second quarter of 2006 was primarily attributable to the impact of higher levels of business activity and continued geographic expansion. The majority of this increase was in brokerage, clearing, exchange and distribution fees, which principally reflected higher transaction volumes in Equities.

Provision For Taxes

The effective income tax rate for the first half of 2007 was 33.3%, down from 34.2% for the first quarter of 2007 and 34.5% for fiscal year 2006. The decreases in the effective tax rate were primarily due to changes in the geographic earnings mix and, to a lesser extent, an increase in tax credits.

Capital

As of May 25, 2007, total capital was \$179.94 billion, consisting of \$38.46 billion in total shareholders' equity (common shareholders' equity of \$35.36 billion and preferred stock of \$3.10 billion) and \$141.48 billion in unsecured long-term borrowings. Book value per common share was \$81.30 and tangible book value per common share was \$69.99 (1), an increase of 5% and 6%, respectively, compared with the end of the first quarter of 2007. Book value and tangible book value per common share are based on common shares outstanding, including restricted stock units granted to employees with no future service requirements, of 434.9 million at period end.

On May 15, 2007, two trusts created by The Goldman Sachs Group, Inc. (Group Inc.) issued \$2.25 billion of Automatic Preferred Enhanced Capital Securities (APEX). The assets held by the trusts in support of the APEX initially consist of remarketable junior subordinated notes and preferred stock purchase contracts issued by Group Inc. and will ultimately consist of \$1.75 billion of perpetual Non-Cumulative Series E Preferred Stock and \$500 million of perpetual Non-Cumulative Series F Preferred Stock, that Group Inc. will issue to the trusts no later than June 1, 2013 and September 1, 2013, respectively.

The firm repurchased 5.4 million shares of its common stock at an average cost per share of \$208.41, for a total cost of \$1.13 billion during the quarter. The remaining authorization under the firm's existing share repurchase program is 34.2 million shares.

Dividends

The Board of Directors of Group Inc. (the Board) declared a dividend of \$0.35 per common share to be paid on August 30, 2007 to common shareholders of record on July 31, 2007. The Board also declared dividends of \$390.16, \$387.50, \$390.16 and \$385.05 per share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, respectively (represented by depositary shares, each representing a 1/1000th interest in a share of preferred stock), to be paid on August 10, 2007 to preferred shareholders of record on July 26, 2007.

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. Founded in 1869, it is one of the oldest and largest investment banking firms. The firm is headquartered in New York and maintains offices in London, Frankfurt, Tokyo, Hong Kong and other major financial centers around the world.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements." These statements are not historical facts but instead represent only the firm's beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of the firm's control. It is possible that the firm's actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. For a discussion of some of the risks and important factors that could affect the firm's future results, see "Risk Factors" in Part I, Item 1A of the firm's Annual Report on Form 10-K for the fiscal year ended November 24, 2006 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the firm's Annual Report on Form 10-K for the fiscal year ended November 24, 2006.

Statements about the firm's 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, if any, that the firm actually earns 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, outbreak of hostilities, 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. For a discussion of other important factors that could adversely affect the firm's investment banking transactions, see "Risk Factors" in Part I, Item 1A of the firm's Annual Report on Form 10-K for the fiscal year ended November 24, 2006.

Conference Call

A conference call to discuss the firm's results, outlook and related matters will be held at 11:00 am (ET). The call will be open to the public. Members of the public who would like to listen to the conference call should dial 1-888-281-7154 (U.S. domestic) or 1-706-679-5627 (international). The number should be dialed at least 10 minutes prior to the start of the conference call. The conference call will also be accessible as an audio webcast through the Investor Relations section of the firm's web site, www.gs.com/our_firm/investor_relations/. There is no charge to access the call. For those unable to listen to the live broadcast, a replay will be available on the firm's web site or by dialing 1-800-642-1687 (U.S. domestic) or 1-706-645-9291 (international) passcode number 2159954, beginning approximately two hours after the event. Please direct any questions regarding obtaining access to the conference call to Goldman Sachs Investor Relations, via e-mail, at gs-investor-relations@gs.com.

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES SEGMENT NET REVENUES (UNAUDITED)

\$ in millions

	Three Months Ended				% Change From			
	May 200			b. 23, 007	lay 26, 2006	* Feb. 23, 2007	May 26, 2006	
Investment Banking Financial Advisory	\$	709	\$	861	\$ 608	(18) 9	6 17 %	
Equity underwriting Debt underwriting		358 654	~	266 589	482 436	35 11	(26) 50	
Total Underwriting		1,012		855	918	18	10	
Total Investment Banking		1,721		1,716	 1,526	-	13	
Trading and Principal Investments FICC		3,368		4,604	4,460	(27)	(24)	
Equities trading		1,415		2,163	1,416	(35)	_	
Equities commissions		1,082		924	936	17	16	
Total Equities		2,497		3,087	2,352	(19)	6	
SMFG		(64)		161	(61)	N.M.	N.M.	
ICBC		(125)		227	(4)	N.M.	N.M.	
Other corporate and real estate gains and losses Overrides		909 64		1,123 215	284	(19)	N.M.	
Total Principal Investments		784	-	1,726	 293	(70)	<u>(14)</u> 168	
Total Trading and Principal Investments		6,649		9,417	 7,105	(29)	(6)	
Asset Management and Securities Services								
Management and other fees		1,035		982	850	5	22	
Incentive fees		20		90	 104	(78)	(81)	
Total Asset Management		1,055		1,072	954	(2)	11	
Securities Services		757		525	656	44	15	
Total Asset Management and Securities Services		1,812		1,597	1,610	13	13	
Total net revenues	\$	10,182	\$	12,730	\$ 10,241	(20)	(1)	

	Six Mont	% Change From	
	May 25, 2007	May 26, 2006	May 26, 2006
Investment Banking Financial Advisory	\$ 1,570	\$ 1,344	17 %
Equity underwriting Debt underwriting	624 1,243	765 888	(18) 40
Total Underwriting Total Investment Banking	3,437	2,997	13
Trading and Principal Investments	7,972	8,298	(4)
Equities trading Equities commissions	3,578	3,023	(4) 18
Total Equities	2,006 5,584	1,778 4,801	13 16
SMFG ICBC	97 102	344 (4)	(72) N.M.
Other corporate and real estate gains and losses Overrides	2,032 279	484 164	N.M. 70
Total Principal Investments	2,510	988	154
Total Trading and Principal Investments	16,066	14,087	14
Asset Management and Securities Services Management and other fees	2,017	1,600	26
Incentive fees Total Asset Management	2,127	2,443	<u>(87)</u> (13)
Securities Services	1,282	1,147	12
Total Asset Management and Securities Services	3,409	3,590	(5)
Total net revenues	\$ 22,912	\$ 20,674	11

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES **CONSOLIDATED STATEMENTS OF EARNINGS** (UNAUDITED) In millions, except per share amounts and employees

Revenues Feb. 20 Ray 25 Education Feb. 23 Ray 25 Agona Revenues Revenues 17.20 \$ 1.70 \$ 1.51 \$ 1.35 \$ 1.3 \$ 1.0 \$ 1		Three Months Ended		% Change From					
Investment banking				eb. 23,			Feb. 23,	May 26,	
Investment banking		1						-	
Trading and principal investments							. ,		
Asset management and securities services 1,107 1,133 1,016 (2) 9 Interest income 11,282 10,388 8,544 9 32 Total revenues 20,351 22,280 18,002 (9) 13 Interest expense 10,169 9,550 7,761 6 31 Pevenues, net of interest expense 10,182 12,730 10,241 (20) (1) Operating expenses Compensation and benefits 4,887 6,111 5,108 (20) (4) Brokerage, clearing, exchange and distribution fees 638 551 473 16 35 Market development 144 132 121 9 19 Communications and technology 161 151 473 16 35 Depreciation and amortization 140 132 127 6 10 Communication and technology 210 20 199 3 6 10 Coccupancy 210 20 </td <td><u> </u></td> <td>\$</td> <td></td> <td>\$</td> <td></td> <td>\$</td> <td></td> <td></td> <td></td>	<u> </u>	\$		\$		\$			
Interest knome 11.282 10.388 8.544 9 32 10.00 13.00				,					
Total revenues	· ·						•		
New Part New Part									
Prevenues, net of Interest expense 10,182 12,730 10,241 (20) (1)	I otal revenues		20,351		22,280		18,002	(9)	13
Compensation and benefits	Interest expense		10,169		9,550		7,761	6_	31
Compensation and benefits	Revenues, net of interest expense		10,182		12,730		10,241	(20)	(1)
Compensation and benefits					* .				
Strokerage, clearing, exchange and distribution fees 638 551 473 16 35 Market development 144 132 121 9 19 19 19 19 19 1			i i						
Marted development	Compensation and benefits		4,887		6,111		5,108	(20)	(4)
Communications and technology	Brokerage, clearing, exchange and distribution fees		638		551		473	16	35
Depreciation and amortization 140 132 127 6 10 10 10 10 10 10 10	Market development		144		132		121	. 9	19
Amortization of identifiable intangible assets 50 51 44 (2) 14 Occupancy 210 204 199 3 6 Professional fees 161 181 123 - 31 Cost of power generation 81 84 122 (4) (34) Other expenses 279 294 269 (5) 4 Total non-compensation expenses 1,864 1,760 1,609 6 16 Total operating expenses 6,751 7,871 6,717 (14) 1 Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,988 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 5,25 7,08 5,508 (26) 3 %	Communications and technology		161		151		131	7	23
Occupancy Professional fees 210 204 199 3 6 Professional fees 161 161 123 - 31 Cost of power generation 81 84 122 (4) (34) Other expenses 279 294 269 (5) 4 Total non-compensation expenses 1,864 1,760 1,609 6 16 Total operating expenses 6,751 7,871 6,717 (14) 1 Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share \$ 4,93 6,67 4,78 (26) 3 % Diluted 4,93 5,06 4,98 5,08 (26) 3	Depreciation and amortization		140		132		127	. 6	10
Professional fees 161 181 123 31 Cost of power generation 81 84 122 (4) (34) Other expenses 279 294 269 (5) 4 Total non-compensation expenses 1,864 1,760 1,609 6 16 Total operating expenses 6,751 7,871 6,717 (14) 1 Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share \$ 3 5 7,08 \$ 5.08 (26) 3 % Diluted 4,93 6,67 4,78 (26) 3 3 % <td>Amortization of identifiable intangible assets</td> <td></td> <td>50</td> <td></td> <td>51</td> <td></td> <td>44</td> <td>(2)</td> <td>14</td>	Amortization of identifiable intangible assets		50		51		44	(2)	14
Cost of power generation Other expenses 81 bit Mark 84 bit Mark 122 bit Mark (4) bit Mark (34) bit Mark	• •				204		199	3	6
Other expenses 279 294 269 (5) 4 Total non-compensation expenses 1,864 1,760 1,609 6 16 Total operating expenses 6,751 7,871 6,717 (14) 1 Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders 2,287 3,148 2,286 (27) - Basic 5,525 7.08 5.08 (26) 3 % Diluted 4,93 6,67 4,78 (26) 3 % Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) 3 % 0 (3) % (3) <t< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>_</td><td>31</td></t<>								_	31
Total non-compensation expenses 1,864 1,760 1,609 6 16 Total operating expenses 6,751 7,871 6,717 (14) 1 Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share \$ 5.25 7.08 \$ 5.08 (26) 3 Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) <t< td=""><td>· · · · · · · · · · · · · · · · · · ·</td><td></td><td></td><td></td><td></td><td></td><td></td><td>(4)</td><td>(34)</td></t<>	· · · · · · · · · · · · · · · · · · ·							(4)	(34)
Total operating expenses 6,751 7,871 6,717 (14) 1 Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share \$ 5,25 7.08 \$ 5.08 (26) 3 % Diluted 4.93 6.67 4.78 (26) 3 % Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	·					-			
Pre-tax earnings 3,431 4,859 3,524 (29) (3) Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share 8 5.25 \$ 7.08 \$ 5.08 (26) 3 % Diluted 4.93 6.67 4.78 (26) 3 % Average common shares outstanding 8 444.5 449.7 (2) (3) Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	Total non-compensation expenses		1,864		1,760		1,609	6	16
Provision for taxes 1,098 1,662 1,212 (34) (9) Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders 2,287 \$ 3,148 \$ 2,286 (27) -	Total operating expenses		6,751		7,871		6,717	(14)	1
Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share Basic \$ 5.25 \$ 7.08 \$ 5.08 (26) % 3 % Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	Pre-tax earnings		3,431		4,859		3,524	(29)	(3)
Net earnings 2,333 3,197 2,312 (27) 1 Preferred stock dividends 46 49 26 N.M. N.M. Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) - Earnings per common share 8 5.25 \$ 7.08 \$ 5.08 (26) % 3 % Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding 8 444.5 449.7 (2) (3) Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	Provision for taxes		1,098		1,662		1,212	(34)	(9)
Net earnings applicable to common shareholders \$ 2,287 \$ 3,148 \$ 2,286 (27) -	Net earnings		2,333		3,197		2,312		
Earnings per common share Basic \$ 5.25 \$ 7.08 \$ 5.08 (26) % 3 % 01	Preferred stock dividends		46		49		26	N.M.	N.M.
Basic \$ 5.25 \$ 7.08 \$ 5.08 (26) % 3 % Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	Net earnings applicable to common shareholders	\$	2,287	\$	3,148	\$	2,286	(27)	-
Basic \$ 5.25 \$ 7.08 \$ 5.08 (26) % 3 % Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17									
Basic \$ 5.25 \$ 7.08 \$ 5.08 (26) % 3 % Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17	Earnings per common share								
Diluted 4.93 6.67 4.78 (26) 3 Average common shares outstanding Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end (4) 28,012 26,959 24,013 4 17		\$	5.25	\$	7.08	\$	5.08	(26) %	3 %
Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end ⁽⁴⁾ 28,012 26,959 24,013 4 17	Diluted		4.93		6.67	·	4.78		
Basic 435.8 444.5 449.7 (2) (3) Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end ⁽⁴⁾ 28,012 26,959 24,013 4 17	Average common shares outstanding								
Diluted 464.1 471.9 478.3 (2) (3) Selected Data Employees at period end ⁽⁴⁾ 28,012 26,959 24,013 4 17	. .		435.8		444.5		449.7	(2)	(3)
Employees at period end ⁽⁴⁾ 28,012 26,959 24,013 4 17	Diluted		464.1		471.9		478.3		
	Selected Data								
	Employees at period end ⁽⁴⁾		28,012		26.959		24.013	4	. 17
			•	%		6	49.9 %	•	••

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED) In millions, except per share amounts

		Six Month	d	% Change From			
	Ma	y 25,		ay 26,	May 26,		
	2	007	:	2006	2006		
Revenues							
Investment banking	\$	3,436	\$	2,991		15 %	
Trading and principal investments	Þ		Ф				
		15,315		13,608		13	
Asset management and securities services		2,240		2,570		(13)	
Interest income		21,640		16,079	-	35	
Total revenues		42,631		35,248		21	
Interest expense	·	19,719		14,574		35_	
Revenues, net of interest expense		22,912		20,674		11	
,							
Operating expenses							
Compensation and benefits		10,998		10,422		6	
Brokerage, clearing, exchange and distribution fees		1,189		891		33	
Market development		276		221		25	
Communications and technology		312		255		22	
Depreciation and amortization		272		252		8	
Amortization of identifiable intangible assets		101		78		29	
Occupancy		414		392		6	
Professional fees		322		232		39	
Cost of power generation		165		207		(20)	
Other expenses		573		511		12	
Total non-compensation expenses		3,624		3,039	-	19	
Total operating expenses		14,622		13,461		9	
rotal operating expenses		14,022		10,401			
Pre-tax earnings		8,290		7,213		15	
Provision for taxes		2,760		2,422		14	
Net earnings		5,530		4,791		15	
Preferred stock dividends		95		52		N.M.	
Net earnings applicable to common shareholders	\$	5,435	\$	4,739		15	
				· · · · · · · · · · · · · · · · · · ·			
Earnings per common share							
Basic	\$	12.35	\$	10.45		18 %	
Diluted		11.61		9.86		18	
Average common shares outstanding							
Basic		440.2		453.5		(3)	
Diluted		468.0		480.8		(3)	
Selected Data							
Ratio of compensation and benefits to net revenues		48.0 %		50.4 %			

NON-COMPENSATION EXPENSES (UNAUDITED)

\$ in millions

	Three Months Ended						% Change From			
		ay 25, 2007		b. 23, 2007		May 26, 2006	Feb. 23, 2007		May 26, 2006	
Non-compensation expenses of consolidated investments (5)	\$	101	\$	87	\$	119	,	16 %	(15) %	
Non-compensation expenses excluding consolidated investments										
Brokerage, clearing, exchange and distribution fees		638		551		473		16	35	
Market development		142		130		113		9	26	
Communications and technology		161		150		129		7	25	
Depreciation and amortization		121		118		110		3	10	
Amortization of identifiable intangible assets		48		50		44		(4)	. 9	
Occupancy		192		189		171		2	12	
Professional fees		160		160		121		-	32	
Cost of power generation		81		84		122		(4)	(34)	
Other expenses		220		241		207		(9)	6	
Subtotal		1,763		1,673		1,490		5	18	
Total non-compensation expenses, as reported	\$	1,864	\$	1,760	\$	1,609		6	16	

	Six Mont lay 25,	М	ay 26,	% Change From May 26,		
	 2007		2006	200	16	
Non-compensation expenses of consolidated investments (5)	\$ 188	\$	218		(14)	%
Non-compensation expenses excluding consolidated investments						
Brokerage, clearing, exchange and distribution fees	1,189		891		33	
Market development	272		205		33	
Communications and technology	311		252		23	
Depreciation and amortization	239		222		8	
Amortization of identifiable intangible assets	98		78		26	
Occupancy	381		340		12	
Professional fees	320		226		42	
Cost of power generation	165		207		(20)	
Other expenses	461		400		15	
Subtotal	3,436		2,821		22	
Total non-compensation expenses, as reported	\$ 3,624	\$	3,039		19	

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES SELECTED FINANCIAL DATA (UNAUDITED)

Average Daily VaR (6) \$ in millions

Three Months Ended						
May 25, 2007			,	May 26, 2006		
	,					
\$	81	\$	57	\$	49	
	101		96		83	
	20		18		29	
	24		30		31	
	(93)		(74)		(80)	
\$	133	\$	127	\$	112	
		May 25, 2007 \$ 81 101 20 24 (93)	May 25, Fel 2007 2 \$ 81 \$ 101 20 24 (93)	May 25, Feb. 23, 2007 2007 \$ 81 \$ 57 101 96 20 18 24 30 (93) (74)	May 25, 2007 Feb. 23, 2007 Ma 2007 \$ 81 \$ 57 \$ 101 96 20 18 24 30 (93) (74)	

Assets Under Management (8)

\$ in billions

	As of						% Change From			İ
	May 31, 2007		Feb. 28, 2007		May 31, 2006		Feb. 28, 2007	May 31, 2006		•
Asset Class										•
Alternative investments	\$	151	\$	147	\$	128	3	%	18	%
Equity		253		230		185	10		37	
Fixed income		221		213		172	4		28	
Total non-money market assets		625		590		485	6		29	•
Money markets		133		129		108	3		23	
Total assets under management	\$	758	\$	719	\$	593	5	-	28	-

	Three Months Ended								
		ay 31, 2007		Feb. 28, 2007		ay 31, 2006			
Balance, beginning of period	\$	719	\$	676	\$	571			
Net asset inflows / (outflows)									
Alternative investments		•		2		6			
Equity		7		11		3			
Fixed income		7		11		4			
Total non-money market net asset inflows / (outflows)		14		24		13			
Money markets		4		11		2			
Total net asset inflows / (outflows)		18		35		15			
Net market appreciation / (depreciation)		21		. 8		7			
Balance, end of period	\$	758	\$	719	\$	593			

Principal Investments (9)

\$ in millions

	Co	Corporate			Total	
Private	\$	4,172	\$.	1,248	\$	5,420
Public		1,687		41		1,728
Subtotal		5,859		1,289		7,148
SMFG convertible preferred stock (10)		4,528				4,528
ICBC ordinary shares (11)		5,643		-		5,643
Total	\$	16,030	\$	1,289	\$	17,319

Footnotes

(1) Tangible common shareholders' equity equals total shareholders' equity less preferred stock, goodwill and identifiable intangible assets, excluding power contracts. Identifiable intangible assets associated with power contracts are not deducted from total shareholders' equity because, unlike other intangible assets, less than 50% of these assets are supported by common shareholders' equity. Management believes that return on average tangible common shareholders' equity (ROTE) is meaningful because it measures the performance of businesses consistently, whether they were acquired or developed internally. ROTE is computed by dividing net earnings (or annualized net earnings for annualized ROTE) applicable to common shareholders by average monthly tangible common shareholders' equity. 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.

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

	Average for the					As of		
		onths Ended 25, 2007				May 25, 2007		
		(unaudite	d, \$ in milli	ons)				
Total shareholders' equity	\$	37,374	\$	36,804	\$	38,459		
Preferred stock		(3,100)		(3,100)		(3,100)		
Common shareholders' equity		34,274		33,704		35,359		
Goodwill and identifiable intangible assets, excluding power contracts		(4,938)		(4,967)	-	(4,919)		
Tangible common shareholders' equity	\$	29,336	\$	28,737	\$	30,440		

- (2) The firm's investment banking transaction backlog represents an estimate of the firm's future net revenues from investment banking transactions where management believes that future revenue realization is more likely than not.
- (3) Thomson Financial January 1, 2007 through May 25, 2007.
- (4) Excludes 4,841, 4,994 and 9,369 employees as of May 2007, February 2007 and May 2006, respectively, of consolidated entities held for investment purposes. Compensation and benefits includes \$50 million, \$35 million and \$61 million for the three months ended May 25, 2007, February 23, 2007 and May 26, 2006, respectively, attributable to these consolidated entities.
- (5) Consolidated entities held for investment purposes are entities that are held strictly for capital appreciation, have a defined exit strategy and are engaged in activities that are not closely related to the firm's principal businesses. For example, these investments include consolidated entities that hold real estate assets, such as hotels, but exclude investments in entities that primarily hold financial assets. Management believes 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 the firm's principal business activities.
- (6) VaR is the potential loss in value of Goldman Sachs' trading positions due to adverse market movements over a one-day time horizon with a 95% confidence level. The modeling of the risk characteristics of the firm's 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. For a further discussion of the calculation of VaR, see Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk" in the firm's Annual Report on Form 10-K for the year ended November 24, 2006.
- (7) 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.
- (8) Substantially all assets under management are valued as of calendar month end.
- (9) Represents investments included within the Principal Investments component of our Trading and Principal Investments segment. Excludes assets related to consolidated investment funds of \$15.56 billion as of May 2007, for which Goldman Sachs is not at risk.
- (10) Excludes an economic hedge on the shares of common stock underlying the investment. As of May 2007, the fair value of this hedge was \$3.17 billion. Includes the effect of foreign exchange revaluation on the investment, for which the firm also maintains an economic hedge.
- (11) Includes interests of \$3.57 billion as of May 2007 held by investment funds managed by Goldman Sachs. The fair value of the investment in the ordinary shares of ICBC, which trade on The Stock Exchange of Hong Kong, includes the effect of foreign exchange revaluation.