GOLDMAN SACHS GROUP INC
Form 10-Q
August 09, 2011

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

FORM 10-Q

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

For the quarterly period ended June 30, 2011

or

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

For the transition period from 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.)**
200 West Street, New York, NY **(Address of principal executive offices)**	**10282** **(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.
x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
o Yes x No

APPLICABLE ONLY TO CORPORATE ISSUERS

As of July 29, 2011, there were 505,793,947 shares of the registrant s common stock outstanding.

THE GOLDMAN SACHS GROUP, INC.

QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2011

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)

	Three Months Ended June		Six Months Ended June	
in millions, except per share amounts	**2011**	**2010**	**2011**	**2010**
Revenues				
Investment banking	**$ 1,448**	$ 941	**$ 2,717**	$ 2,144
Investment management	**1,188**	1,046	**2,362**	2,054
Commissions and fees	**894**	978	**1,913**	1,858
Market making	**1,736**	2,850	**6,198**	9,235
Other principal transactions	**602**	1,407	**3,214**	3,288
Total non-interest revenues	**5,868**	7,222	**16,404**	18,579
Interest income	**3,681**	3,302	**6,788**	6,303
Interest expense	**2,268**	1,683	**4,017**	3,266
Net interest income	**1,413**	1,619	**2,771**	3,037
Net revenues, including net interest income	**7,281**	8,841	**19,175**	21,616
Operating expenses				
Compensation and benefits	**3,204**	3,802	**8,437**	9,295
U.K. bank payroll tax		600		600
Brokerage, clearing, exchange and distribution fees	**615**	622	**1,235**	1,184
Market development	**183**	116	**362**	226
Communications and technology	**210**	186	**408**	362
Depreciation and amortization	**372**	437	**962**	809
Occupancy	**252**	274	**519**	530
Professional fees	**263**	227	**496**	409

Other expenses	**570**	1,129	**1,104**	1,594
Total non-compensation expenses	**2,465**	2,991	**5,086**	5,114
Total operating expenses	**5,669**	7,393	**13,523**	15,009
Pre-tax earnings	**1,612**	1,448	**5,652**	6,607
Provision for taxes	**525**	835	**1,830**	2,538
Net earnings	**1,087**	613	**3,822**	4,069
Preferred stock dividends	**35**	160	**1,862**	320
Net earnings applicable to common shareholders	**$ 1,052**	**$ 453**	**$ 1,960**	**$ 3,749**
Earnings per common share				
Basic	**$ 1.96**	$ 0.82	**$ 3.62**	$ 6.87
Diluted	**1.85**	0.78	**3.40**	6.41
Dividends declared per common share	**$ 0.35**	$ 0.35	**$ 0.70**	$ 0.70
Average common shares outstanding				
Basic	**531.9**	539.8	**536.2**	542.9
Diluted	**569.5**	580.4	**576.4**	585.2

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

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THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (UNAUDITED)

	As of	
in millions, except share and per share amounts	**June 2011**	**December 2010**
Assets		
Cash and cash equivalents	**$ 45,433**	$ 39,788
Cash and securities segregated for regulatory and other purposes (includes $42,343 and $36,182 at fair value as of June 2011 and December 2010, respectively)	**61,491**	53,731
Collateralized agreements:		
Securities purchased under agreements to resell and federal funds sold (includes $162,285 and $188,355 at fair value as of June 2011 and December 2010, respectively)	**162,285**	188,355
Securities borrowed (includes $61,865 and $48,822 at fair value as of June 2011 and December 2010, respectively)	**175,472**	166,306
Receivables from brokers, dealers and clearing organizations	**16,785**	10,437
Receivables from customers and counterparties (includes $7,674 and $7,202 at fair value as of June 2011 and December 2010, respectively)	**77,367**	67,703
Financial instruments owned, at fair value (includes $57,687 and $51,010 pledged as collateral as of June 2011 and December 2010, respectively)	**370,605**	356,953
Other assets	**27,472**	28,059
Total assets	**$ 936,910**	**$ 911,332**
Liabilities and shareholders equity		
Deposits (includes $2,165 and $1,975 at fair value as of June 2011 and December 2010, respectively)	**$ 39,004**	$ 38,569
Collateralized financings:		
Securities sold under agreements to repurchase, at fair value	**155,450**	162,345

Securities loaned (includes $4,839 and $1,514 at fair value as of June 2011 and December 2010, respectively)	**14,474**	11,212
Other secured financings (includes $26,448 and $31,794 at fair value as of June 2011 and December 2010, respectively)	**34,520**	38,377
Payables to brokers, dealers and clearing organizations	**6,412**	3,234
Payables to customers and counterparties	**203,382**	187,270
Financial instruments sold, but not yet purchased, at fair value	**149,639**	140,717
Unsecured short-term borrowings, including the current portion of unsecured long-term borrowings (includes $22,334 and $22,116 at fair value as of June 2011 and December 2010, respectively)	**56,554**	47,842
Unsecured long-term borrowings (includes $20,130 and $18,171 at fair value as of June 2011 and December 2010, respectively)	**175,210**	174,399
Other liabilities and accrued expenses (includes $7,487 and $2,972 at fair value as of June 2011 and December 2010, respectively)	**29,909**	30,011
Total liabilities	**864,554**	833,976
Commitments, contingencies and guarantees		
Shareholders equity		
Preferred stock, par value $0.01 per share; aggregate liquidation preference of $3,100 and $8,100 as of June 2011 and December 2010, respectively	**3,100**	6,957
Common stock, par value $0.01 per share; 4,000,000,000 shares authorized, 790,705,627 and 770,949,268 shares issued as of June 2011 and December 2010, respectively, and 507,855,774 and 507,530,772 shares outstanding as of June 2011 and December 2010, respectively	**8**	8
Restricted stock units and employee stock options	**5,200**	7,706
Nonvoting common stock, par value $0.01 per share; 200,000,000 shares authorized, no shares issued and outstanding		
Additional paid-in capital	**44,955**	42,103
Retained earnings	**58,659**	57,163
Accumulated other comprehensive loss	**(347)**	(286)
	(39,219)	(36,295)

Stock held in treasury, at cost, par value $0.01 per share; 282,849,855 and 263,418,498 shares as of June 2011 and December 2010, respectively		
Total shareholders equity	**72,356**	77,356
Total liabilities and shareholders equity	**$ 936,910**	**$ 911,332**

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

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THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (UNAUDITED)

in millions	Six Months Ended June 2011	Year Ended December 2010
Preferred stock		
Balance, beginning of year	**$ 6,957**	$ 6,957
Repurchased	**(3,857)**	
Balance, end of period	**3,100**	6,957
Common stock		
Balance, beginning of year	**8**	8
Issued		
Balance, end of period	**8**	8
Restricted stock units and employee stock options		
Balance, beginning of year	**7,706**	6,245
Issuance and amortization of restricted stock units and employee stock options	**2,019**	4,137
Delivery of common stock underlying restricted stock units	**(4,453)**	(2,521)
Forfeiture of restricted stock units and employee stock options	**(68)**	(149)
Exercise of employee stock options	**(4)**	(6)
Balance, end of period	**5,200**	7,706
Additional paid-in capital		
Balance, beginning of year	**42,103**	39,770
Delivery of common stock underlying restricted stock units and proceeds from the exercise of employee stock options	**4,545**	3,067
Cancellation of restricted stock units in satisfaction of withholding tax requirements	**(1,782)**	(972)
Excess net tax benefit related to share-based compensation	**125**	239
Cash settlement of share-based compensation	**(36)**	(1)
Balance, end of period	**44,955**	42,103
Retained earnings		
Balance, beginning of year	**57,163**	50,252
Net earnings	**3,822**	8,354

Dividends and dividend equivalents declared on common stock and restricted stock units	**(394)**	(802)
Dividends on preferred stock	**(1,932)**	(641)
Balance, end of period	**58,659**	57,163
Accumulated other comprehensive income/(loss)		
Balance, beginning of year	**(286)**	(362)
Currency translation adjustment, net of tax	**(35)**	(38)
Pension and postretirement liability adjustments, net of tax	**3**	88
Net unrealized gains/(losses) on available-for-sale securities, net of tax	**(29)**	26
Balance, end of period	**(347)**	(286)
Stock held in treasury, at cost		
Balance, beginning of year	**(36,295)**	(32,156)
Repurchased	**(2,981)**	(4,185)
Reissued	**57**	46
Balance, end of period	**(39,219)**	(36,295)
Total shareholders equity	**$ 72,356**	**$ 77,356**

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

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THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

in millions	Six Months Ended June 2011	2010
Cash flows from operating activities		
Net earnings	**$ 3,822**	$ 4,069
Non-cash items included in net earnings		
Depreciation and amortization	**966**	815
Share-based compensation	**1,985**	2,594
Changes in operating assets and liabilities		
Cash and securities segregated for regulatory and other purposes	**(7,759)**	(19,748)
Net receivables from brokers, dealers and clearing organizations	**(3,170)**	(1,336)
Net payables to customers and counterparties	**3,884**	3,263
Securities borrowed, net of securities loaned	**(5,904)**	(4,296)
Securities sold under agreements to repurchase, net of securities purchased under agreements to resell and federal funds sold	**19,175**	(3,452)
Financial instruments owned, at fair value	**(9,966)**	16,823
Financial instruments sold, but not yet purchased, at fair value	**8,919**	18,145
Other, net	**703**	(14,428)
Net cash provided by operating activities	**12,655**	2,449
Cash flows from investing activities		
Purchase of property, leasehold improvements and equipment	**(520)**	(452)
Proceeds from sales of property, leasehold improvements and equipment	**33**	49
Business acquisitions, net of cash acquired	**(247)**	(753)
Proceeds from sales of investments	**966**	445
Purchase of available-for-sale securities	**(1,122)**	(1,248)
Proceeds from sales of available-for-sale securities	**1,339**	1,269
Net cash provided by/(used for) investing activities	**449**	(690)
Cash flows from financing activities		
Unsecured short-term borrowings, net	**298**	204
Other secured financings (short-term), net	**(461)**	1,392
Proceeds from issuance of other secured financings (long-term)	**2,334**	1,752
Repayment of other secured financings (long-term), including the current portion	**(5,363)**	(2,528)
Proceeds from issuance of unsecured long-term borrowings	**17,470**	9,518
Repayment of unsecured long-term borrowings, including the current portion	**(13,686)**	(13,458)
Derivative contracts with a financing element, net	**244**	536
Deposits, net	**435**	(2,394)

Preferred stock repurchased	**(3,857)**	
Common stock repurchased	**(2,980)**	(2,269)
Dividends and dividend equivalents paid on common stock, preferred stock and restricted stock units	**(2,326)**	(722)
Proceeds from issuance of common stock, including stock option exercises	**123**	250
Excess tax benefit related to share-based compensation	**346**	271
Cash settlement of share-based compensation	**(36)**	(1)
Net cash used for financing activities	**(7,459)**	(7,449)
Net increase/(decrease) in cash and cash equivalents	**5,645**	(5,690)
Cash and cash equivalents, beginning of year	**39,788**	38,291
Cash and cash equivalents, end of period	**$ 45,433**	**$ 32,601**

SUPPLEMENTAL DISCLOSURES:

Cash payments for interest, net of capitalized interest, were $4.02 billion and $3.75 billion during the six months ended June 2011 and June 2010, respectively.

Cash payments for income taxes, net of refunds, were $1.79 billion and $2.77 billion during the six months ended June 2011 and June 2010, respectively.

Non-cash activities:
The firm assumed $90 million of debt in connection with business acquisitions during the six months ended June 2010. In addition, in the first quarter of 2010, the firm recorded an increase of approximately $3 billion in both assets (primarily financial instruments owned, at fair value) and liabilities (primarily unsecured short-term borrowings and other liabilities) upon adoption of Accounting Standards Update (ASU) No. 2009-17, Consolidations (Topic 810) Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities.

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

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THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	Three Months Ended June		Six Months Ended June	
in millions	**2011**	**2010**	**2011**	**2010**
Net earnings	**$ 1,087**	$ 613	**$ 3,822**	$ 4,069
Currency translation adjustment, net of tax	**(13)**	(10)	**(35)**	(14)
Pension and postretirement liability adjustments, net of tax	**2**	5	**3**	11
Net unrealized gains/(losses) on available-for-sale securities, net of tax	**(6)**	43	**(29)**	47
Comprehensive income	**$ 1,070**	**$ 651**	**$ 3,761**	**$ 4,113**

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

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 financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. Founded in 1869, the firm is headquartered in New York and maintains offices in all major financial centers around the world.

The firm reports its activities in the following four business segments:

Investment Banking
The firm provides a broad range of investment banking services to a diverse group of corporations, financial institutions, investment funds and governments. Services include advisory assignments with respect to mergers and acquisitions, divestitures, corporate defense activities, risk management, restructurings and spin-offs, and debt and equity underwriting of public offerings and private placements, as well as derivative transactions directly related to these activities.

Institutional Client Services
The firm facilitates client transactions and makes markets in fixed income, equity, currency and commodity products, primarily with institutional clients such as corporates, financial institutions, investment funds and governments. The firm also makes markets and clears client transactions on major stock, options and futures exchanges worldwide and provides financing, securities lending and prime brokerage services to institutional clients.

Investing & Lending
The firm invests in and originates loans to provide financing to clients. These investments and loans are typically longer-term in nature. The firm makes investments, directly and indirectly through funds that the firm manages, in debt securities, loans, public and private equity securities, real estate, consolidated investment entities and power generation facilities.

Investment Management
The firm provides investment management services and offers investment products (primarily through separately managed accounts and commingled vehicles, such as mutual funds and private investment funds) across all major asset classes to a diverse set of institutional and individual clients. The firm also offers wealth advisory services, including portfolio management and financial counseling, and brokerage and other transaction services to high-net-worth individuals and families.

Note 2. Basis of Presentation

These condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) and include the accounts of Group Inc. and all other entities in which the firm has a controlling financial interest. Intercompany transactions and balances have been eliminated.

These condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements included in the firm s Annual Report on Form 10-K for the year ended December 31, 2010. References to the firm s Annual Report on Form 10-K are to the firm s Annual Report on Form 10-K for the year ended December 31, 2010. The condensed consolidated financial information as of December 31, 2010 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.

All references to June 2011 and June 2010, unless specifically stated otherwise, refer to the firm s periods ended, or the dates, as the context requires, June 30, 2011 and June 30, 2010, respectively. All references to March 2011 and December 2010, unless specifically stated otherwise, refer to the dates March 31, 2011 and December 31, 2010, respectively. Certain reclassifications have been made to previously reported amounts to conform to the current presentation.

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

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

Note 3. Significant Accounting Policies

The firm s significant accounting policies include when and how to measure the fair value of assets and liabilities, accounting for goodwill and identifiable intangible assets, and when to consolidate an entity. See Notes 5 through 8 for policies on fair value measurements, Note 13 for policies on goodwill and identifiable intangible assets, and below and Note 11 for policies on consolidation accounting. All other significant accounting policies are either discussed below or included in the following footnotes:

Financial Instruments Owned, at Fair Value and Financial Instruments Sold, But Not Yet Purchased, at Fair Value	Note 4
Fair Value Measurements	Note 5
Cash Instruments	Note 6
Derivatives and Hedging Activities	Note 7
Fair Value Option	Note 8
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Consolidation

The firm consolidates entities in which the firm has a controlling financial interest. The firm determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity (VIE).

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 power to direct the activities of the entity that most significantly impact its economic performance, the obligation to absorb the losses of the entity and the right to receive the residual returns of the entity. The usual condition for a controlling financial interest in a voting interest entity is ownership of a majority voting interest. If the firm has a majority voting interest in a voting interest entity, the entity is consolidated.

Variable Interest Entities. A VIE is an entity that lacks one or more of the characteristics of a voting interest entity. The firm has a controlling financial interest in a VIE when the firm has a variable interest or interests that provide it with (i) the power to direct the activities of the VIE that most significantly impact the VIE s economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. See Note 11 for further information about VIEs.

Equity-Method Investments. When the firm does not have a controlling financial interest in an entity but can exert significant influence over the entity s operating and financial policies, the investment is accounted for either (i) under the equity method of accounting or (ii) at fair value by electing the fair value option available under U.S. GAAP. Significant influence generally exists when the firm owns 20% to 50% of the entity s common stock or in-substance common stock.

In general, the firm accounts for investments acquired subsequent to November 24, 2006, when the fair value option became available, at fair value. In certain cases, the firm applies the equity method of accounting to new investments that are strategic in nature or closely related to the firm s principal business activities, when the firm has a significant degree of involvement in the cash flows or operations of the investee or when cost-benefit considerations are less significant. See Note 12 for further information about equity-method investments.

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

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

Investment Funds. The firm has formed numerous investment funds with third-party investors. These funds are typically organized as limited partnerships or limited liability companies for which the firm acts as general partner or manager. Generally, the firm does not hold a majority of the economic interests in these funds. These funds are usually voting interest entities and generally are not consolidated because third-party investors typically have rights to terminate the funds or to remove the firm as general partner or manager. Investments in these funds are included in Financial instruments owned, at fair value. See Notes 6, 18 and 22 for further information about investments in funds.

Use of Estimates

Preparation of these condensed consolidated financial statements requires management to make certain estimates and assumptions, the most important of which relate to fair value measurements, accounting for goodwill and identifiable intangible assets, discretionary compensation accruals and the provision for losses that may arise from litigation, regulatory proceedings and tax audits. These estimates and assumptions are based on the best available information but actual results could be materially different.

Revenue Recognition

Financial Assets and Financial Liabilities at Fair Value. Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value are recorded at fair value either under the fair value option or in accordance with other U.S. GAAP. In addition, the firm has elected to account for certain of its other financial assets and financial liabilities at fair value by electing the fair value option. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs. Fair value gains or losses are generally included in Market making for positions in Institutional Client Services and Other principal transactions for positions in Investing & Lending. See Notes 5 through 8 for further information about fair value measurements.

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

Investment Management. The firm earns management fees and incentive fees for investment management services. Management fees are calculated as a percentage of net asset value, invested capital or commitments, and are recognized over the period that the related service is provided. Incentive fees are calculated as a percentage of a fund s or separately managed account s return, or excess return above a specified benchmark or other performance target. Incentive fees are generally based on investment performance over a 12-month period or over the life of a fund. Fees that are based on performance over a 12-month period are subject to adjustment prior to the end of the measurement period. For fees that are based on investment performance over the life of the fund, future investment underperformance may require fees previously distributed to the firm to be returned to the fund. Incentive fees are recognized only when all material contingencies have been resolved. Management and incentive fee revenues are included in Investment management revenues.

Commissions and Fees. The firm earns Commissions and fees from executing and clearing client transactions on stock, options and futures markets. Commissions and fees are recognized on the day the trade is executed.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Transfers of Assets
Transfers of assets are accounted for as sales when the firm has relinquished control over the assets transferred. For transfers of assets accounted for as sales, any related gains or losses are recognized in net revenues. Assets or liabilities that arise from the firm s continuing involvement with transferred assets are measured at fair value. For transfers of assets that are not accounted for as sales, the assets remain in Financial instruments owned, at fair value and the transfer is accounted for as a collateralized financing, with the related interest expense recognized over the life of the transaction. See Note 9 for further information about transfers of assets accounted for as collateralized financings and Note 10 for further information about transfers of assets accounted for as sales.

Receivables from Customers and Counterparties
Receivables from customers and counterparties generally consist of collateralized receivables, primarily customer margin loans, related to client transactions. Certain of the firm s receivables from customers and counterparties are accounted for at fair value under the fair value option, with changes in fair value generally included in Market making revenues. See Note 8 for further information about the fair values of these receivables. Receivables from customers and counterparties not accounted for at fair value are accounted for at amortized cost net of estimated uncollectible amounts, which generally approximates fair value. Interest on receivables from customers and counterparties is recognized over the life of the transaction and included in Interest income.

Insurance Activities
Certain of the firm s insurance and reinsurance contracts are accounted for at fair value under the fair value option, with changes in fair value included in Market making revenues. See Note 8 for further information about the fair values of these insurance and reinsurance contracts.

Revenues from variable annuity and life insurance and reinsurance contracts not accounted for at fair value generally consist of fees assessed on contract holder account balances for mortality charges, policy administration fees and surrender charges. These revenues are recognized in earnings over the period that services are provided and are included in Market making revenues. Interest credited to variable annuity and life insurance and reinsurance contract account balances and changes in reserves are recognized in Other expenses.

Premiums earned for underwriting property catastrophe reinsurance are recognized in earnings over the coverage period, net of premiums ceded for the cost of reinsurance, and are included in Market making revenues. Expenses for liabilities related to property catastrophe reinsurance claims, including estimates of losses that have been incurred but not reported, are included in Other expenses.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Share-based Compensation
The cost of employee services received in exchange for a share-based award is generally measured based on the grant-date fair value of the award. Share-based awards that do not require future service (i.e., vested awards, including awards granted to retirement-eligible employees) are expensed immediately. Share-based employee awards that require future service are amortized over the relevant service period. Expected forfeitures are included in determining share-based employee compensation expense.

The firm pays cash dividend equivalents on outstanding restricted stock units (RSUs). Dividend equivalents paid on RSUs are generally charged to retained earnings. Dividend equivalents paid on RSUs expected to be forfeited are included in compensation expense.

The firm accounts for the tax benefit related to dividend equivalents paid on RSUs as an increase to additional paid-in capital.

In certain cases, primarily related to the death of an employee or conflicted employment (as outlined in the applicable award agreements), the firm may cash settle share-based compensation awards. For awards accounted for as equity instruments, additional paid-in capital is adjusted to the extent of the difference between the current value of the award and the grant-date value of the award.

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 statements of financial condition and revenues and expenses are translated at average rates of exchange for the period. Foreign currency remeasurement gains or losses on transactions in nonfunctional currencies are recognized in earnings. 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, in the condensed consolidated statements of comprehensive income.

Cash and Cash Equivalents
The firm defines cash equivalents as highly liquid overnight deposits held in the ordinary course of business. As of June 2011 and December 2010, Cash and cash equivalents included $5.02 billion and $5.75 billion, respectively, of cash and due from banks, and $40.41 billion and $34.04 billion, respectively, of interest-bearing deposits with banks.

Recent Accounting Developments
Improving Disclosures about Fair Value Measurements. In January 2010, the FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements. ASU No. 2010-06 provides amended disclosure requirements related to fair value measurements. Certain of these disclosure requirements became effective for the firm beginning in the first quarter of 2010, while others became effective for the firm beginning in the first quarter of 2011. Since these amended principles require only additional disclosures concerning fair value measurements, adoption did not affect the firm s financial condition, results of operations or cash flows.

Reconsideration of Effective Control for Repurchase Agreements. In April 2011, the FASB issued ASU No. 2011-03, Transfers and Servicing (Topic 860) Reconsideration of Effective Control for Repurchase Agreements. ASU No. 2011-03 changes the assessment of effective control by removing (i) the criterion that requires the transferor to have the ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance implementation guidance related to that criterion. ASU No. 2011-03 is effective for periods beginning after December 15, 2011. The adoption of ASU No. 2011-03 will not affect the firm s financial condition, results of operations or cash flows.

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (FASB Accounting Standards Codification (ASC) 820). In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurements and Disclosures (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. ASU No. 2011-04 clarifies the application of existing fair value measurement and disclosure requirements, changes certain principles related to measuring fair value, and requires additional disclosures about fair value measurements. ASU No. 2011-04 is effective for periods beginning after December 15, 2011. The firm is currently evaluating the impact of adoption.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 4. Financial Instruments Owned, at Fair Value and Financial Instruments Sold, But Not Yet Purchased, at Fair Value

Financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value are accounted for at fair value either under the fair value option or in accordance with other U.S. GAAP. See Note 8 for further information about the fair value option. The table below presents 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. Financial instruments owned, at fair value included $3.48 billion and $3.67 billion as of June 2011 and December 2010, respectively, of securities accounted for as available-for-sale, substantially all of which are held in the firm s insurance subsidiaries.

	As of June 2011		As of December 2010	
in millions	**Financial Instruments Owned**	**Financial Instruments Sold, But Not Yet Purchased**	**Financial Instruments Owned**	**Financial Instruments Sold, But Not Yet Purchased**
Commercial paper, certificates of deposit, time deposits and other money market instruments	**$ 7,186**	**$**	$ 11,262 [4]	$
U.S. government and federal agency obligations	**87,075**	**29,392**	84,928	23,264
Non-U.S. government obligations	**55,023**	**28,622**	40,675	29,009
Mortgage and other asset-backed loans and securities:				
Loans and securities backed by commercial real estate	**6,693**		6,200	5
Loans and securities backed by residential real estate	**7,716**	**12**	9,404	6
Loan portfolios [1]	**1,238**		1,438	
Bank loans and bridge loans	**18,927**	**1,823** [3]	18,039	1,487 [3]
Corporate debt securities	**25,582**	**9,267**	24,719	7,219
State and municipal obligations	**3,328**		2,792	
Other debt obligations	**2,554**	**4**	3,232	
Equities and convertible debentures	**71,626**	**33,019**	67,833	24,988
Commodities	**10,133**	**8**	13,138	9

Derivatives [2]	**73,524**	**47,492**	73,293	54,730
Total	**$ 370,605**	**$ 149,639**	**$ 356,953**	**$ 140,717**

1. Consists of acquired portfolios of distressed loans, primarily backed by commercial and residential real estate.
2. Net of cash collateral received or posted under credit support agreements and reported on a net-by-counterparty basis when a legal right of setoff exists under an enforceable netting agreement.
3. Includes the fair value of unfunded commitments to extend credit. The fair value of partially funded commitments is primarily included in Financial instruments owned, at fair value.
4. Includes $4.06 billion as of December 2010 of money market instruments held by William Street Funding Corporation (Funding Corp.) to support the William Street credit extension program. See Note 18 for further information about the William Street credit extension program.

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Gains and Losses from Market Making and Other Principal Transactions

The table below presents, by major product type, the firm s Market making and Other principal transactions revenues. These gains/(losses) are primarily related to the firm s financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value, including both derivative and non-derivative financial instruments. These gains/(losses) exclude related interest income and interest expense. See Note 23 for further information about interest income and interest expense.

The gains/(losses) in the table are not representative of the manner in which the firm manages its business activities because many of the firm s market making, client facilitation, and investing and lending strategies utilize financial instruments across various product types. Accordingly, gains or losses in one product type frequently offset gains or losses in other product types.

For example, most of the firm s longer-term derivatives are sensitive to changes in interest rates and may be economically hedged with interest rate swaps. Similarly, a significant portion of the firm s cash instruments and derivatives has exposure to foreign currencies and may be economically hedged with foreign currency contracts.

	Three Months Ended June		Six Months Ended June	
in millions	**2011**	**2010**	**2011**	**2010**
Interest rates	**$ 1,034**	$ (2,836)	**$ 3,440**	$ (4,768)
Credit	**929**	2,216	**2,980**	6,449
Currencies	**(984)**	3,601	**(2,590)**	7,040
Equities	**1,024**	580	**3,874**	1,961
Commodities	**(71)**	77	**886**	686
Other	**406**	619	**822**	1,155
Total	**$ 2,338**	**$ 4,257**	**$ 9,412**	**$ 12,523**

Note 5. Fair Value Measurements

The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial assets are marked to bid prices and financial liabilities are marked to offer prices. Fair value measurements do not include transaction costs.

The best evidence of fair value is a quoted price in an active market. If listed prices or quotations are not available, fair value is determined by reference to prices for similar instruments, quoted prices or recent transactions in less active

markets, or internally developed models that primarily use, as inputs, market-based or independently sourced parameters, including but not limited to interest rates, volatilities, equity or debt prices, foreign exchange rates, commodities prices and credit curves.

U.S. GAAP has a three-level fair value hierarchy for disclosure of fair value measurements. The fair value hierarchy prioritizes inputs to the valuation techniques used to measure fair value, giving the highest priority to level 1 inputs and the lowest priority to level 3 inputs. A financial instrument s level in the fair value hierarchy is based on the lowest level of any input that is significant to its fair value measurement.

The fair value hierarchy is as follows:

Level 1. Inputs are unadjusted quoted prices in active markets to which the firm had access at the measurement date for identical, unrestricted assets or liabilities.

Level 2. Inputs to valuation techniques are observable, either directly or indirectly.

Level 3. One or more inputs to valuation techniques are significant and unobservable.

See Notes 6 and 7 for further information about fair value measurements of cash instruments and derivatives, respectively.

The fair value of certain level 2 and level 3 financial assets and financial liabilities may include valuation adjustments for counterparty and the firm s credit quality, transfer restrictions, large and/or concentrated positions, illiquidity and bid/offer inputs. See Notes 6 and 7 for further information about valuation adjustments.

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Level 3 financial assets are summarized below.

		As of	
in millions	**June 2011**	**March 2011**	**December 2010**
Total level 3 financial assets	**$ 47,007**	$ 45,843	$ 45,377
Total assets	**$ 936,910**	$ 933,289	$ 911,332
Total financial assets at fair value	**$ 644,772**	$ 641,556	$ 637,514
Total level 3 financial assets as a percentage of Total assets	**5.0%**	4.9%	5.0%
Total level 3 financial assets as a percentage of Total financial assets at fair value	**7.3%**	7.1%	7.1%

The increase in level 3 assets during the three months ended June 2011 primarily reflected an increase in private equity investments, principally due to transfers from level 2. The increase in level 3 assets during the six months ended June 2011 primarily reflected an increase in private equity investments, principally due to purchases and transfers from level 2, partially offset by a decrease in credit derivatives, primarily due to transfers to level 2 and settlements.

Financial Assets and Financial Liabilities by Level
The tables below present, by level within the fair value hierarchy, financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value, and other financial assets and financial liabilities accounted for at fair value under the fair value option. See Notes 6 and 7 for further information on the assets and liabilities included in cash instruments and derivatives, respectively, and their valuation methodologies and inputs. See Note 8 for the valuation methodologies and inputs for other financial assets and financial liabilities accounted for at fair value under the fair value option.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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	Financial Assets at Fair Value as of June 2011				
in millions	Level 1	Level 2	Level 3	Netting and Collateral	Total
Total cash instruments	$ 131,798	$ 130,418	$ 34,865	$	$ 297,081
Total derivatives	157	166,689	11,522	(104,844) [3]	73,524
Financial instruments owned, at fair value	131,955	297,107	46,387	(104,844)	370,605
Securities segregated for regulatory and other purposes	15,770 [1]	26,573 [2]			42,343
Securities purchased under agreements to resell		161,986	299		162,285
Securities borrowed		61,865			61,865
Receivables from customers and counterparties		7,353	321		7,674
Total	$ 147,725	$ 554,884	$ 47,007	$ (104,844)	$ 644,772

	Financial Liabilities at Fair Value as of June 2011				
in millions	Level 1	Level 2	Level 3	Netting and Collateral	Total
Total cash instruments	$ 89,231	$ 12,304	$ 612	$	$ 102,147
Total derivatives	60	59,738	5,291	(17,597) [3]	47,492
Financial instruments sold, but not yet purchased, at fair value	89,291	72,042	5,903	(17,597)	149,639
Deposits		2,165			2,165
Securities sold under agreements to repurchase		153,374	2,076		155,450
Securities loaned		4,839			4,839
Other secured financings		21,151	5,297		26,448
Unsecured short-term borrowings		19,233	3,101		22,334

	Level 1	Level 2	Level 3	Netting	Total
Unsecured long-term borrowings		**17,576**	**2,554**		**20,130**
Other liabilities and accrued expenses		**543**	**6,944**		**7,487**
Total	**$ 89,291**	**$ 290,923**	**$ 25,875** [4]	**$ (17,597)**	**$ 388,492**

1. Principally consists of U.S. Department of the Treasury (U.S. Treasury) securities and money market instruments, as well as insurance separate account assets measured at fair value.

2. Principally consists of securities borrowed and resale agreements. The underlying securities have been segregated to satisfy certain regulatory requirements.

3. Represents cash collateral and the impact of netting across levels of the fair value hierarchy. Netting among positions classified in the same level is included in that level.

4. Level 3 liabilities were 6.7% of total financial liabilities at fair value.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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	Financial Assets at Fair Value as of December 2010				
in millions	**Level 1**	**Level 2**	**Level 3**	**Netting and Collateral**	**Total**
Total cash instruments	$ 117,800	$ 133,653	$ 32,207	$	**$ 283,660**
Total derivatives	93	172,513	12,772	(112,085) [3]	**73,293**
Financial instruments owned, at fair value	117,893	306,166	44,979	(112,085)	**356,953**
Securities segregated for regulatory and other purposes	19,794 [1]	16,388 [2]			**36,182**
Securities purchased under agreements to resell		188,255	100		**188,355**
Securities borrowed		48,822			**48,822**
Receivables from customers and counterparties		6,904	298		**7,202**
Total	**$ 137,687**	**$ 566,535**	**$ 45,377**	**$ (112,085)**	**$ 637,514**

	Financial Liabilities at Fair Value as of December 2010				
in millions	**Level 1**	**Level 2**	**Level 3**	**Netting and Collateral**	**Total**
Total cash instruments	$ 75,668	$ 9,873	$ 446	$	**$ 85,987**
Total derivatives	45	66,963	5,210	(17,488) [3]	**54,730**
Financial instruments sold, but not yet purchased, at fair value	75,713	76,836	5,656	(17,488)	**140,717**
Deposits		1,975			**1,975**
Securities sold under agreements to repurchase		160,285	2,060		**162,345**
Securities loaned		1,514			**1,514**
Other secured financings		23,445	8,349		**31,794**
Unsecured short-term borrowings		18,640	3,476		**22,116**

Unsecured long-term borrowings		16,067	2,104		**18,171**
Other liabilities and accrued expenses		563	2,409		**2,972**
Total	**$ 75,713**	**$ 299,325**	**$ 24,054** [4]	**$ (17,488)**	**$ 381,604**

1. Principally consists of U.S. Treasury securities and money market instruments, as well as insurance separate account assets measured at fair value.

2. Principally consists of securities borrowed and resale agreements. The underlying securities have been segregated to satisfy certain regulatory requirements.

3. Represents cash collateral and the impact of netting across levels of the fair value hierarchy. Netting among positions classified in the same level is included in that level.

4. Level 3 liabilities were 6.3% of total financial liabilities at fair value.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Level 3 Unrealized Gains/(Losses)

Cash Instruments. Level 3 cash instruments are frequently economically hedged with level 1 and level 2 cash instruments and/or level 1, level 2 and level 3 derivatives. Accordingly, gains or losses that are reported in level 3 can be partially offset by gains or losses attributable to level 1 or level 2 cash instruments and/or level 1, level 2 and level 3 derivatives. As a result, gains/(losses) included in the level 3 rollforward below do not necessarily represent the overall impact on the firm s results of operations, liquidity or capital resources.

Derivatives. Gains and losses on level 3 derivatives should be considered in the context of the following:

A derivative with level 1 and/or level 2 inputs is classified in level 3 in its entirety if it has at least one significant level 3 input.

If there is one significant level 3 input, the entire gain or loss from adjusting only observable inputs (i.e., level 1 and level 2 inputs) is classified as level 3.

Gains or losses that have been reported in level 3 resulting from changes in level 1 or level 2 inputs are frequently offset by gains or losses attributable to level 1 or level 2 derivatives and/or level 1, level 2 and level 3 cash instruments. As a result, gains/(losses) included in the level 3 rollforward below do not necessarily represent the overall impact on the firm s results of operations, liquidity or capital resources.

The table below presents the unrealized gains/(losses) on level 3 financial assets and financial liabilities at fair value still held at the period-end. See Notes 6 and 7 for further information about level 3 cash instruments and derivatives, respectively. See Note 8 for further information about other financial assets and financial liabilities at fair value under the fair value option.

	Level 3 Unrealized Gains/(Losses)			
	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Cash instruments assets	**$ 746**	$ 191	**$ 1,913**	$ 855
Cash instruments liabilities	**(95)**	(109)	**(67)**	(60)
Net unrealized gains on level 3 cash instruments	**651**	82	**1,846**	795
Derivatives net	**456**	1,386	**93**	2,852

Receivables from customers and counterparties	**5**	(21)	**21**	(48)
Other secured financings	**5**	50	**(4)**	39
Unsecured short-term borrowings	**(82)**	224	**174**	307
Unsecured long-term borrowings	**(117)**	124	**(162)**	137
Other liabilities and accrued expenses	**(150)**	(17)	**(303)**	47
Total	**$ 768**	**$ 1,828**	**$ 1,665**	**$ 4,129**

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Gains and losses in the table above include:

Three Months Ended June 2011

A net unrealized gain on cash instruments of $651 million, primarily consisting of unrealized gains on private equity investments, and bank loans and bridge loans, where prices were generally corroborated through market transactions for similar assets during the period.

A net unrealized gain on derivatives of $456 million, primarily reflecting an unrealized gain on credit derivatives attributable to changes in interest rates (which are level 2 inputs). This gain was partially offset by an unrealized loss on commodity derivatives, primarily due to changes in the volatility inputs (which are level 2 inputs) used to value these derivatives.

Three Months Ended June 2010

A net unrealized gain on cash instruments of $82 million, primarily consisting of unrealized gains across most asset classes, partially offset by unrealized losses on bank loans and bridge loans.

A net unrealized gain on derivatives of $1.39 billion, primarily driven by wider credit spreads (which are level 2 inputs) on the underlying instruments, as well as decreases in certain equity prices (which are either level 1 or level 2 inputs). These unrealized gains were substantially offset by unrealized losses on currency, interest rate and credit derivatives, which are classified within level 2 and are used to economically hedge derivatives classified within level 3.

Six Months Ended June 2011

A net unrealized gain on cash instruments of $1.85 billion, primarily consisting of unrealized gains on bank loans and bridge loans, reflecting generally favorable credit markets, primarily during the first quarter of 2011, and private equity investments, where prices were generally corroborated through market transactions for similar assets during the period.

A net unrealized gain on derivatives of $93 million, reflecting an unrealized gain on credit derivatives, primarily attributable to changes in interest rates (which are level 2 inputs), partially offset by an unrealized loss on currency derivatives, primarily due to changes in foreign exchange rates (which are level 2 inputs).

Six Months Ended June 2010

A net unrealized gain on cash instruments of $795 million, primarily consisting of unrealized gains on loans and securities backed by commercial real estate, private equity investments and real estate fund investments, loans and securities backed by residential real estate, and other debt obligations, evidenced by sales of similar assets in each of these asset classes during the period.

A net unrealized gain on derivatives of $2.85 billion, primarily attributable to changes in foreign exchange rates and interest rates (which are level 2 inputs) underlying certain credit derivatives. These unrealized gains were substantially offset by unrealized losses on currency, interest rate and credit derivatives, which are classified within level 2 and are used to economically hedge derivatives classified within level 3.

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Level 3 Rollforward

If a financial asset or financial liability was transferred to level 3 during a reporting period, its entire gain or loss for the period is included in level 3. Transfers between levels are recognized at the beginning of the reporting period in which they occur.

The tables below present a summary of changes in fair value for all financial assets and financial liabilities categorized as level 3 as of the end of the period.

See Notes 6 and 7 for further information about cash instruments and derivatives, respectively, included in level 3, including information about significant transfers in or out of level 3 financial assets. See Note 8 for other financial assets and financial liabilities at fair value under the fair value option.

Level 3 Financial Assets at Fair Value for the Three Months Ended June 2011

in millions	Balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Purchases	Sales	Settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Total cash instruments assets	$ 33,526	$ 509 [1]	$ 746 [1]	$ 2,856	$ (2,492)	$ (1,378)	$ 1,098	$ 34,865
Total derivatives net	6,803	(160) [2]	456 [2, 3]	414	(575)	59	(766)	6,231
Securities purchased under agreements to	158			181		(40)		299

resell									
Receivables from customers and counterparties	**322**		**5**				**(6)**		**321**

1. The aggregate amounts include approximately $277 million, $606 million and $372 million reported in Market making, Other principal transactions and Interest income, respectively.

2. The aggregate amounts include approximately $138 million and $158 million reported in Market making and Other principal transactions, respectively.

3. Principally resulted from changes in level 2 inputs.

Level 3 Financial Liabilities at Fair Value for the Three Months Ended June 2011

in millions	**Balance, beginning of period**	**Net realized (gains)/ losses**	**Net unrealized (gains)/losses relating to instruments still held at period-end**	**Purchases**	**Sales**	**Issuances**	**Settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**
Total cash instruments liabilities	**$ 482**	**$ 1**	**$ 95**	**$ (130)**	**$ 201**	**$**	**$ (21)**	**$ (16)**	**$ 612**
Securities sold under agreements to repurchase, at fair value	**1,946**					**130**			**2,076**
Other secured financings	**7,107**	**9**	**(5)**			**261**	**(2,091)**	**16**	**5,297**
Unsecured short-term borrowings	**3,209**	**(41)**	**82**	**(23)**		**179**	**(438)**	**133**	**3,101**
Unsecured long-term borrowings	**2,404**	**6**	**117**	**(34)**		**22**	**(2)**	**41**	**2,554**
Other liabilities and accrued expenses	**6,852**		**150**				**(58)**		**6,944**

There were no significant transfers in or out of level 3 financial liabilities during the three months ended June 2011.

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(UNAUDITED)

	Level 3 Financial Assets at Fair Value for the Six Months Ended June 2011							
in millions	Balance, beginning of year	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Purchases	Sales	Settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Total cash instruments assets	$32,207	$ 912 [1]	$ 1,913 [1]	$ 7,452	$ (4,106)	$ (2,956)	$ (557)	$ 34,865
Total derivatives net	7,562	(133) [2]	93 [2, 3]	776	(843)	(414)	(810)	6,231
Securities purchased under agreements to resell	100	2		245		(48)		299
Receivables from customers and counterparties	298		21	14		(12)		321

1. The aggregate amounts include approximately $688 million, $1.38 billion and $758 million reported in Market making, Other principal transactions and Interest income, respectively.

2. The aggregate amounts include approximately $(52) million and $12 million reported in Market making and Other principal transactions, respectively.

3. Principally resulted from changes in level 2 inputs.

Level 3 Financial Liabilities at Fair Value for the Six Months Ended June 2011

in millions	Balance, beginning of year	Net realized (gains)/ losses	Net unrealized (gains)/losses relating to instruments still held at period-end	Purchases	Sales	Issuances	Settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Total cash instruments liabilities	$ 446	$ (15)	$ 67	$ (193)	$ 325	$	$ (15)	$ (3)	$ 612
Securities sold under agreements to repurchase, at fair value	2,060					194	(178)		2,076
Other secured financings	8,349	9	4			274	(3,356)	17	5,297
Unsecured short-term borrowings	3,476	68	(174)	(31)		541	(666)	(113)	3,101
Unsecured long-term borrowings	2,104	10	162	(50)		291	(73)	110	2,554
Other liabilities and accrued expenses	2,409		303	4,337			(105)		6,944

Significant transfers in or out of level 3 financial liabilities during the six months ended June 2011 included:

Unsecured short-term borrowings and Unsecured long-term borrowings: net transfer out of level 3 of $113 million and net transfer into level 3 of

$110 million, respectively, principally due to a transfer of approximately $230 million from level 3 Unsecured short-term borrowings to level 3 Unsecured long-term borrowings related to an extension in the tenor of certain borrowings.

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Level 3 Financial Assets at Fair Value for the Three Months Ended June 2010

in millions	**Balance, beginning of period**	**Net realized gains/ (losses)**	**Net unrealized gains/(losses) relating to instruments still held at period-end**	**Net purchases, sales and settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**
Total cash instruments assets	$32,528	$ 334 [1]	$ 191 [1]	$ (667)	$ (435)	**$ 31,951**
Total derivatives net	6,336	(104) [2]	1,386 [2, 3]	(89)	343	**7,872**
Securities purchased under agreements to resell	268				(268)	
Receivables from customers and counterparties	234	5	(21)			**218**

1. The aggregate amounts include approximately $28 million, $145 million and $352 million reported in Market making, Other principal transactions and Interest income, respectively.

2. The aggregate amounts include approximately $999 million and $283 million reported in Market making and Other principal transactions, respectively.

3. Principally resulted from changes in level 2 inputs.

Level 3 Financial Liabilities at Fair Value for the Three Months Ended June 2010

in millions	**Balance, beginning of period**	**Net realized (gains)/ losses**	**Net unrealized (gains)/losses relating to instruments still held at period-end**	**Net purchases, sales, issuances and settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**

Total cash instruments liabilities	$ 483	$ (112)	$ 109	$ 113	$ 2	**$ 595**
Securities sold under agreements to repurchase, at fair value	1,055			531	(167)	**1,419**
Other secured financings	8,139	12	(50)	38	(53)	**8,086**
Unsecured short-term borrowings	2,994	47	(224)	(224)	175	**2,768**
Unsecured long-term borrowings	1,715	2	(124)	(53)	359	**1,899**
Other liabilities and accrued expenses	2,327	2	17	21	19	**2,386**

There were no significant transfers in or out of level 3 financial liabilities during the three months ended June 2010.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Level 3 Financial Assets at Fair Value for the Six Months Ended June 2010

in millions	Balance, beginning of year	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Net purchases, sales and settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Total cash instruments assets	$ 34,879	$ 735 [1]	$ 855 [1]	$ (2,062)	$ (2,456)	**$ 31,951**
Total derivatives net	5,196	(401) [2]	2,852 [2, 3]	153	72	**7,872**
Receivables from customers and counterparties		10	(48)		256	**218**

1. The aggregate amounts include approximately $416 million, $516 million and $658 million reported in Market making, Other principal transactions and Interest income, respectively.

2. The aggregate amounts include approximately $2.19 billion and $263 million reported in Market making and Other principal transactions, respectively.

3. Principally resulted from changes in level 2 inputs.

Level 3 Financial Liabilities at Fair Value for the Six Months Ended June 2010

in millions	Balance, beginning of year	Net realized (gains)/ losses	Net unrealized (gains)/losses relating to instruments still held at period-end	Net purchases, sales, issuances and settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Total cash instruments liabilities	$ 572	$ (132)	$ 60	$ 169	$ (74)	**$ 595**

Securities sold under agreements to repurchase, at fair value	394			1,025		**1,419**
Other secured financings	6,756	21	(39)	1,174	174	**8,086**
Unsecured short-term borrowings	2,310	67	(307)	(267)	965	**2,768**
Unsecured long-term borrowings	3,077	15	(137)	(19)	(1,037)	**1,899**
Other liabilities and accrued expenses	1,913	5	(47)	22	493	**2,386**

Significant transfers in or out of level 3 financial liabilities during the six months ended June 2010, which were principally due to the consolidation of certain VIEs upon adoption of ASU No. 2009-17 as of January 1, 2010, included:

Unsecured long-term borrowings: net transfer out of level 3 of $1.04 billion, principally due to the consolidation of certain VIEs, which caused the firm s borrowings from these VIEs to become intercompany borrowings which were eliminated in consolidation. Substantially all of these borrowings were level 3.

Unsecured short-term borrowings: net transfer into level 3 of $965 million, principally due to the consolidation of certain VIEs.

Other liabilities and accrued expenses: net transfer into level 3 of $493 million, principally due to an increase in subordinated liabilities issued by certain consolidated VIEs.

Other secured financings: net transfer into level 3 of $174 million, principally due to the consolidation of certain VIEs.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 6. Cash Instruments

Cash instruments include U.S. government and federal agency obligations, non-U.S. government obligations, bank loans and bridge loans, corporate debt securities, equities and convertible debentures, and other non-derivative financial instruments owned and financial instruments sold, but not yet purchased. See below for the types of cash instruments included in each level of the fair value hierarchy and the valuation techniques and significant inputs used to determine their fair values. See Note 5 for an overview of the firm s fair value measurement policies and the fair value hierarchy.

Level 1 Cash Instruments
Level 1 cash instruments include U.S. government obligations and most non-U.S. government obligations, actively traded listed equities and certain money market instruments. These instruments are valued using quoted prices for identical unrestricted instruments in active markets.

The firm defines active markets for equity instruments based on the average daily trading volume both in absolute terms and relative to the market capitalization for the instrument. The firm defines active markets for debt instruments based on both the average daily trading volume and the number of days with trading activity.

The fair value of a level 1 instrument is calculated as quantity held multiplied by quoted market price. U.S. GAAP prohibits valuation adjustments being applied to level 1 instruments even in situations where the firm holds a large position and a sale could impact the quoted price.

Level 2 Cash Instruments
Level 2 cash instruments include commercial paper, certificates of deposit, time deposits, most government agency obligations, most corporate debt securities, commodities, certain mortgage-backed loans and securities, certain bank loans and bridge loans, less liquid publicly listed equities, certain state and municipal obligations and certain money market instruments and lending commitments.

Valuations of level 2 cash instruments can be verified to quoted prices, recent trading activity for identical or similar instruments, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. Consideration is given to the nature of the quotations (e.g., indicative or firm) and the relationship of recent market activity to the prices provided from alternative pricing sources.

Valuation adjustments are typically made to level 2 cash instruments (i) if the cash instrument is subject to transfer restrictions and/or (ii) for other premiums and discounts that a market participant would require to arrive at fair value. Valuation adjustments are generally based on market evidence.

Level 3 Cash Instruments

Level 3 cash instruments have one or more significant valuation inputs that are not observable. Absent evidence to the contrary, level 3 cash instruments are initially valued at transaction price, which is considered to be the best initial estimate of fair value. Subsequently, the firm uses other methodologies to determine fair value, which vary based on the type of instrument. Valuation inputs and assumptions are changed when corroborated by substantive observable evidence, including values realized on sales of level 3 financial assets.

The table below presents the valuation techniques and the nature of significant inputs generally used to determine the fair values of each class of level 3 cash instrument.

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Level 3 Cash Instrument	Valuation Techniques and Significant Inputs
Loans and securities backed by commercial real estate Collateralized by a single commercial real estate property or a portfolio of properties May include tranches of varying levels of subordination	Valuation techniques vary by instrument, but are generally based on discounted cash flow techniques. Significant inputs for these valuations include: Transaction prices in both the underlying collateral and instruments with the same or similar underlying collateral Current levels and changes in market indices such as the CMBX (an index that tracks the performance of commercial mortgage bonds) Market yields implied by transactions of similar or related assets Current performance of the underlying collateral Capitalization rates and multiples
Loans and securities backed by residential real estate Collateralized by portfolios of residential real estate May include tranches of varying levels of subordination	Valuation techniques vary by instrument, but are generally based on relative value analyses, discounted cash flow techniques or a combination thereof. Significant inputs are determined based on relative value analyses, which incorporate comparisons to instruments with similar collateral and risk profiles, including relevant indices such as the ABX (an index that tracks the performance of subprime residential mortgage bonds). Significant inputs include: Home price projections, residential property liquidation timelines and related costs Underlying loan prepayment, default and cumulative loss expectations

	Transaction prices in both the underlying collateral and instruments with the same or similar underlying collateral Market yields implied by transactions of similar or related assets
Loan portfolios Acquired portfolios of distressed loans Primarily backed by commercial and residential real estate collateral	Valuations are based on discounted cash flow techniques. Significant inputs are determined based on relative value analyses, which incorporate comparisons to recent auction data for other similar loan portfolios. Significant inputs include: Amount and timing of expected future cash flows Market yields implied by transactions of similar or related assets
Bank loans and bridge loans Corporate debt securities State and municipal obligations Other debt obligations	Valuation techniques vary by instrument, but are generally based on discounted cash flow techniques. Significant inputs are generally determined based on relative value analyses, which incorporate comparisons both to prices of credit default swaps that reference the same or similar underlying credit risk and to other debt instruments for the same issuer for which observable prices or broker quotations are available. Significant inputs include: Amount and timing of expected future cash flows Current levels and trends of market indices such as CDX, LCDX and MCDX (indices that track the performance of corporate credit, loans and municipal obligations, respectively) Market yields implied by transactions of similar or related assets Current performance and recovery assumptions and, where the firm uses credit default swaps to value the related cash instrument, the cost of borrowing the underlying reference obligation
Equities and convertible debentures Private equity investments	Recent third-party investments or pending transactions are considered to be the best evidence for any change in fair value. When these are not available, the following valuation methodologies are used, as appropriate and available: Transactions in similar instruments Discounted cash flow techniques Third-party appraisals Industry multiples and public comparables

Evidence includes recent or pending reorganizations (e.g., merger proposals, tender offers, debt restructurings) and significant changes in financial metrics, such as:

- Current financial performance as compared to projected performance
- Capitalization rates and multiples
- Market yields implied by transactions of similar or related assets

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Fair Value of Cash Instruments by Level

The tables below present, by level within the fair value hierarchy, cash instrument assets and liabilities, at fair value. Cash instrument assets and liabilities are

included in Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value, respectively.

	Cash Instrument Assets at Fair Value as of June 2011			
in millions	**Level 1**	**Level 2**	**Level 3**	**Total**
Commercial paper, certificates of deposit, time deposits and other money market instruments	**$ 3,354**	**$ 3,832**	**$**	**$ 7,186**
U.S. government and federal agency obligations	**34,736**	**52,339**		**87,075**
Non-U.S. government obligations	**49,036**	**5,987**		**55,023**
Mortgage and other asset-backed loans and securities [1]:				
Loans and securities backed by commercial real estate		**4,298**	**2,395**	**6,693**
Loans and securities backed by residential real estate		**4,981**	**2,735**	**7,716**
Loan portfolios			**1,238**	**1,238**
Bank loans and bridge loans		**8,744**	**10,183**	**18,927**
Corporate debt securities [2]	**114**	**22,721**	**2,747**	**25,582**
State and municipal obligations		**2,685**	**643**	**3,328**
Other debt obligations [2]		**1,082**	**1,472**	**2,554**
Equities and convertible debentures	**44,558** [3]	**13,616** [4]	**13,452** [5]	**71,626**
Commodities		**10,133**		**10,133**
Total	**$ 131,798**	**$ 130,418**	**$ 34,865**	**$ 297,081**

	Cash Instrument Liabilities at Fair Value as of June 2011			
in millions	**Level 1**	**Level 2**	**Level 3**	**Total**

U.S. government and federal agency obligations	**$ 29,194**	**$ 198**	**$**	**$ 29,392**
Non-U.S. government obligations	**27,763**	**859**		**28,622**
Mortgage and other asset-backed loans and securities:				
Loans and securities backed by residential real estate		**8**	**4**	**12**
Bank loans and bridge loans		**1,240**	**583**	**1,823**
Corporate debt securities [6]	**78**	**9,168**	**21**	**9,267**
Other debt obligations		**4**		**4**
Equities and convertible debentures [7]	**32,196**	**819**	**4**	**33,019**
Commodities		**8**		**8**
Total	**$ 89,231**	**$ 12,304**	**$ 612**	**$ 102,147**

1. Includes $210 million and $684 million of collateralized debt obligations (CDOs) backed by real estate in level 2 and level 3, respectively.

2. Includes $786 million and $1.45 billion of CDOs and collateralized loan obligations (CLOs) backed by corporate obligations in level 2 and level 3, respectively.

3. Consists of publicly listed equity securities.

4. Principally consists of restricted and less liquid publicly listed securities.

5. Includes $11.93 billion of private equity investments, $1.17 billion of real estate investments and $348 million of convertible debentures.

6. Includes $14 million of CDOs and CLOs backed by corporate obligations in level 3.

7. Substantially all consists of publicly listed equity securities.

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	Cash Instrument Assets at Fair Value as of December 2010			
in millions	**Level 1**	**Level 2**	**Level 3**	**Total**
Commercial paper, certificates of deposit, time deposits and other money market instruments	$ 4,344	$ 6,918	$	**$ 11,262**
U.S. government and federal agency obligations	36,184	48,744		**84,928**
Non-U.S. government obligations	35,504	5,171		**40,675**
Mortgage and other asset-backed loans and securities [1]:				
Loans and securities backed by commercial real estate		3,381	2,819	**6,200**
Loans and securities backed by residential real estate		7,031	2,373	**9,404**
Loan portfolios		153	1,285	**1,438**
Bank loans and bridge loans		8,134	9,905	**18,039**
Corporate debt securities [2]	108	21,874	2,737	**24,719**
State and municipal obligations		2,038	754	**2,792**
Other debt obligations		1,958	1,274	**3,232**
Equities and convertible debentures	41,660 [3]	15,113 [4]	11,060 [5]	**67,833**
Commodities		13,138		**13,138**
Total	**$ 117,800**	**$ 133,653**	**$ 32,207**	**$ 283,660**

	Cash Instrument Liabilities at Fair Value as of December 2010			
in millions	**Level 1**	**Level 2**	**Level 3**	**Total**
U.S. government and federal agency obligations	$ 23,191	$ 73	$	**$ 23,264**
Non-U.S. government obligations	28,168	841		**29,009**
Mortgage and other asset-backed loans and securities:				
Loans and securities backed by commercial real estate		5		**5**
Loans and securities backed by residential real estate		6		**6**
Bank loans and bridge loans		1,107	380	**1,487**
Corporate debt securities [6]	26	7,133	60	**7,219**

Equities and convertible debentures [7]	24,283	699	6	**24,988**
Commodities		9		**9**
Total	**$ 75,668**	**$ 9,873**	**$ 446**	**$ 85,987**

1. Includes $212 million and $565 million of CDOs backed by real estate in level 2 and level 3, respectively.
2. Includes $368 million and $1.07 billion of CDOs and CLOs backed by corporate obligations in level 2 and level 3, respectively.
3. Consists of publicly listed equity securities.
4. Substantially all consists of restricted and less liquid publicly listed securities.
5. Includes $10.03 billion of private equity investments, $874 million of real estate investments and $156 million of convertible debentures.
6. Includes $35 million of CDOs and CLOs backed by corporate obligations in level 3.
7. Substantially all consists of publicly listed equity securities.

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Level 3 Rollforward

If a cash instrument was transferred to level 3 during a reporting period, its entire gain or loss for the period is included in level 3. Transfers between levels are reported at the beginning of the reporting period in which they occur.

The tables below present changes in fair value for all cash instrument assets and liabilities categorized as level 3 as of the end of the period.

See Note 5 for further information about unrealized gains and losses on level 3 cash instruments.

Level 3 Cash Instrument Assets at Fair Value for the Three Months Ended June 2011

in millions	Balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Purchases [1]	Sales	Settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Mortgage and other asset-backed loans and securities:								
Loans and securities backed by commercial real estate	$2,521	$ 41	$ 31	$ 302	$ (436)	$ (225)	$ 161	$ 2,395
Loans and securities backed by residential real	2,636	60	15	382	(183)	(148)	(27)	2,735

estate								
Loan portfolios	**1,312**	**(15)**	**62**	**3**	**(44)**	**(44)**	**(36)**	**1,238**
Bank loans and bridge loans	**9,929**	**189**	**220**	**1,249**	**(559)**	**(524)**	**(321)**	**10,183**
Corporate debt securities	**3,138**	**93**	**14**	**404**	**(627)**	**(127)**	**(148)**	**2,747**
State and municipal obligations	**742**	**1**	**4**	**26**	**(119)**	**(2)**	**(9)**	**643**
Other debt obligations	**1,483**	**51**	**20**	**158**	**(316)**	**(90)**	**166**	**1,472**
Equities and convertible debentures	**11,765**	**89**	**380**	**332**	**(208)**	**(218)**	**1,312**	**13,452**
Total	**$33,526**	**$ 509**	**$ 746**	**$ 2,856**	**$ (2,492)**	**$ (1,378)**	**$ 1,098**	**$ 34,865**

	Level 3 Cash Instrument Liabilities at Fair Value for the Three Months Ended June 2011							
in millions	**Balance, beginning of period**	**Net realized (gains)/ losses**	**Net unrealized (gains)/losses relating to instruments still held at period-end**	**Purchases**	**Sales**	**Settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**
Total	**$482**	**$ 1**	**$ 95**	**$ (130)**	**$ 201**	**$ (21)**	**$ (16)**	**$ 612**

1. Includes both originations and secondary market purchases.

Significant transfers in or out of level 3 financial assets during the three months ended June 2011 included:

Equities and convertible debentures: net transfer into level 3 of $1.31 billion, principally due to transfers into level 3 of certain private equity investments due to reduced transparency of market prices, partially offset by transfers to level 2 of certain private equity investments due to improved transparency of market prices as a result of market transactions in these financial instruments.

Bank loans and bridge loans: net transfer out of level 3 of $321 million, principally due to transfers to level 2 of certain loans due to improved transparency of market prices as a result of market transactions in these financial instruments, partially offset by transfers to level 3 of certain loans due to reduced transparency of market prices as a result of less market activity in these financial instruments.

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	Level 3 Cash Instrument Assets at Fair Value for the Six Months Ended June 2011							
in millions	Balance, beginning of year	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Purchases [1]	Sales	Settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Mortgage and other asset-backed loans and securities:								
Loans and securities backed by commercial real estate	$2,819	$ 79	$ 142	$ 659	$ (803)	$ (304)	$ (197)	$ 2,395
Loans and securities backed by residential real estate	2,373	122	90	829	(394)	(369)	84	2,735
Loan portfolios	1,285	7	81	16	(77)	(187)	113	1,238
Bank loans and bridge loans	9,905	344	721	2,269	(802)	(1,330)	(924)	10,183
Corporate debt securities	2,737	209	148	1,154	(889)	(173)	(439)	2,747
State and municipal obligations	754	3	4	29	(135)	(3)	(9)	643
Other debt obligations	1,274	87	48	441	(306)	(153)	81	1,472
Equities and convertible	11,060	61	679	2,055	(700)	(437)	734	13,452

debentures

Total	**$32,207**	**$ 912**	**$ 1,913**	**$ 7,452**	**$ (4,106)**	**$ (2,956)**	**$ (557)**	**$ 34,865**

Level 3 Cash Instrument Liabilities at Fair Value for the Six Months Ended June 2011

in millions	**Balance, beginning of year**	**Net realized (gains)/ losses**	**Net unrealized (gains)/losses relating to instruments still held at period-end**	**Purchases**	**Sales**	**Settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**
Total	**$446**	**$(15)**	**$67**	**$(193)**	**$325**	**$(15)**	**$(3)**	**$612**

1. Includes both originations and secondary market purchases.

Significant transfers in or out of level 3 financial assets during the six months ended June 2011 included:

Bank loans and bridge loans: net transfer out of level 3 of $924 million, principally due to transfers to level 2 of certain loans due to improved transparency of market prices as a result of market transactions in these financial instruments, partially offset by transfers to level 3 of certain loans due to reduced transparency of market prices as a result of less market activity in these financial instruments.

Equities and convertible debentures: net transfer into level 3 of $734 million, principally due to transfers to level 3 of certain private equity investments due to reduced transparency of market prices, partially offset by transfers to level 2 of certain private equity investments due to improved transparency of market prices as a result of market transactions in these financial instruments.

Corporate debt securities: net transfer out of level 3 of $439 million, principally due to transfers to level 2 of certain corporate debt securities due to increased transparency of market prices as a result of market transactions in these financial instruments.

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Level 3 Cash Instrument Assets at Fair Value for the Three Months Ended June 2010

in millions	Balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Net purchases, sales and settlements	Net transfers in and/or (out) of level 3	Balance, end of period
Mortgage and other asset-backed loans and securities:						
Loans and securities backed by commercial real estate	$ 4,070	$ 88	$ 60	$ (327)	$ (23)	**$ 3,868**
Loans and securities backed by residential real estate	2,131	57	61	37	(162)	**2,124**
Loan portfolios	1,291	4	(16)	(72)	51	**1,258**
Bank loans and bridge loans	9,323	134	(205)	(162)	483	**9,573**
Corporate debt securities	2,703	36	49	(202)	6	**2,592**
State and municipal obligations	870	(5)	34	(73)	(1)	**825**
Other debt obligations	1,487	(1)	78	(116)	(72)	**1,376**
Equities and convertible debentures	10,653	21	130	248	(717)	**10,335**
Total	**$ 32,528**	**$ 334**	**$ 191**	**$ (667)**	**$ (435)**	**$ 31,951**

Level 3 Cash Instrument Liabilities at Fair Value for the Three Months Ended June 2010

	Balance,	Net realized	Net unrealized (gains)/losses relating to instruments	Net purchases,	Net transfers in and/or	Balance,

in millions	beginning of period	(gains)/ losses	still held at period-end	sales and settlements	(out) of level 3	end of period
Total	**$ 483**	**$ (112)**	**$ 109**	**$ 113**	**$ 2**	**$ 595**

Significant transfers in or out of level 3 financial assets during the three months ended June 2010 included:

Bank loans and bridge loans: net transfer into level 3 of $483 million, principally reflecting transfers from level 2 of certain loans due to reduced transparency of market prices as a result of less market activity in these loans.

Equities and convertible debentures: net transfer out of level 3 of $717 million, principally due to transfers to level 2 of certain private equity investments reflecting improved transparency of market prices as a result of market transactions.

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	Level 3 Cash Instrument Assets at Fair Value for the Six Months Ended June 2010					
in millions	**Balance, beginning of year**	**Net realized gains/(losses)**	**Net unrealized gains/(losses) relating to instruments still held at period-end**	**Net purchases, sales and settlements**	**Net transfers in and/or (out) of level 3**	**Balance, end of period**
Mortgage and other asset-backed loans and securities:						
Loans and securities backed by commercial real estate	$ 4,620	$ 172	$ 202	$ (1,002)	$ (124)	**$ 3,868**
Loans and securities backed by residential real estate	1,880	66	143	52	(17)	**2,124**
Loan portfolios	1,364	28	(6)	(194)	66	**1,258**
Bank loans and bridge loans	9,560	260	83	(404)	74	**9,573**
Corporate debt securities	2,235	72	141	793	(649)	**2,592**
State and municipal obligations	1,114	(3)	26	(299)	(13)	**825**
Other debt obligations	2,235	(10)	119	(105)	(863)	**1,376**
Equities and convertible debentures	11,871	150	147	(903)	(930)	**10,335**
Total	**$ 34,879**	**$ 735**	**$ 855**	**$ (2,062)**	**$ (2,456)**	**$ 31,951**

	Level 3 Cash Instrument Liabilities at Fair Value for the Six Months Ended June 2010					
	Balance,	**Net**	**Net unrealized (gains)/losses relating to instruments**	**Net purchases,**	**Net transfers in and/or**	**Balance,**

in millions	beginning of year	realized (gains)/losses	still held at period-end	sales and settlements	(out) of level 3	end of period
Total	**$ 572**	**$ (132)**	**$ 60**	**$ 169**	**$ (74)**	**$ 595**

Significant transfers in or out of level 3 financial assets during the six months ended June 2010 included:

Equities and convertible debentures: net transfer out of level 3 of $930 million, principally due to transfers into level 2 of certain private equity investments reflecting improved transparency of market prices as a result of market transactions.

Other debt obligations: net transfer out of level 3 of $863 million, principally due to a reduction in financial instruments as a result of the consolidation of a VIE, which holds real estate assets. Such assets are included in Other assets in the condensed consolidated statements of financial condition.

Corporate debt securities: net transfer out of level 3 of $649 million, principally due to a reduction in financial instruments as a result of the consolidation of a VIE, which holds identifiable intangible assets, as a result of the adoption of ASU No. 2009-17. Such assets are included in Other assets in the condensed consolidated statements of financial condition.

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**Investments in Funds That Calculate Net Asset
Value Per Share**

Cash instruments at fair value include investments in funds that are valued based on the net asset value per share (NAV) of the investment fund. The firm uses NAV as its measure of fair value for fund investments when (i) the fund investment does not have a readily determinable fair value and (ii) the NAV of the investment fund is calculated in a manner consistent with the measurement principles of investment company accounting, including measurement of the underlying investments at fair value.

The firm s investments in funds that calculate NAV primarily consist of investments in firm-sponsored funds where the firm co-invests with third-party investors. The private equity, private debt and real

estate funds are primarily closed-end funds in which the firm s investments are not eligible for redemption. Distributions will be received from these funds as the underlying assets are liquidated and it is estimated that substantially all of the underlying assets of existing funds will be liquidated over the next 10 years. The firm s investments in hedge funds are generally redeemable on a quarterly basis with 91 days notice, subject to a maximum redemption level of 25% of the firm s initial investments at any quarter-end.

The table below presents the fair value of the firm s investments in, and unfunded commitments to, funds that calculate NAV.

	As of June 2011		**As of December 2010**	
in millions	**Fair Value of Investments**	**Unfunded Commitments**	**Fair Value of Investments**	**Unfunded Commitments**
Private equity funds [1]	**$ 8,507**	**$ 4,326**	$ 7,911	$ 4,816
Private debt funds [2]	**3,884**	**3,406**	4,267	3,721
Hedge funds [3]	**3,213**		3,169	
Real estate and other funds [4]	**1,292**	**1,809**	1,246	1,884
Total	**$ 16,896**	**$ 9,541**	**$ 16,593**	**$ 10,421**

1. These funds primarily invest in a broad range of industries worldwide in a variety of situations, including leveraged buyouts, recapitalizations and growth investments.

2.

These funds generally invest in loans and other fixed income instruments and are focused on providing private high-yield capital for mid- to large-sized leveraged and management buyout transactions, recapitalizations, financings, refinancings, acquisitions and restructurings for private equity firms, private family companies and corporate issuers.

3. These funds are primarily multi-disciplinary hedge funds that employ a fundamental bottom-up investment approach across various asset classes and strategies including long/short equity, credit, convertibles, risk arbitrage/special situations and capital structure arbitrage.

4. These funds invest globally, primarily in real estate companies, loan portfolios, debt recapitalizations and direct property.

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Note 7. Derivatives and Hedging Activities

Derivative Activities

Derivatives are instruments that derive their value from underlying asset prices, indices, reference rates and other inputs, or a combination of these factors. Derivatives may be privately negotiated contracts, which are usually referred to as over-the-counter (OTC) derivatives, or they may be listed and traded on an exchange (exchange-traded).

Market-Making. As a market maker, the firm enters into derivative transactions with clients and other market participants to provide liquidity and to facilitate the transfer and hedging of risk. In this capacity, the firm typically acts as principal and is consequently required to commit capital to provide execution. As a market maker, it is essential to maintain an inventory of financial instruments sufficient to meet expected client and market demands.

Risk Management. The firm also enters into derivatives to actively manage risk exposures that arise from market-making and investing and lending activities in derivative and cash instruments. The firm s holdings and exposures are hedged, in many cases, on either a portfolio or risk-specific basis, as opposed to an instrument-by-instrument basis. The offsetting impact of this economic hedging is reflected in the same business segment as the related revenues. In addition, the firm may enter into derivatives designated as hedges under U.S. GAAP. These derivatives are used to manage foreign currency exposure on the net investment in certain non-U.S. operations and to manage interest rate exposure in certain fixed-rate unsecured long-term and short-term borrowings, and certificates of deposit.

The firm enters into various types of derivatives, including:

Futures and Forwards. Contracts that commit counterparties to purchase or sell financial instruments, commodities or currencies in the future.

Swaps. Contracts that require counterparties to exchange cash flows such as currency or interest payment streams. The amounts exchanged are based on the specific terms of the contract with reference to specified rates, financial instruments, commodities, currencies or indices.

Options. Contracts in which the option purchaser has the right but not the obligation to purchase from or sell to the option writer financial instruments, commodities or currencies within a defined time period for a specified price.

Derivatives are accounted for at fair value, net of cash collateral received or posted under credit support agreements. Derivatives are reported on a net-by-counterparty basis (i.e., the net payable or receivable for derivative assets and liabilities for a given counterparty) when a legal right of setoff exists under an enforceable netting agreement. Derivative assets and liabilities are included in Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value, respectively.

Substantially all gains and losses on derivatives not designated as hedges under ASC 815 are included in Market making and Other principal transactions.

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The table below presents the fair value of exchange-traded and OTC derivatives on a net-by-counterparty basis.

	As of June 2011		**As of December 2010**	
in millions	**Derivative Assets**	**Derivative Liabilities**	**Derivative Assets**	**Derivative Liabilities**
Exchange-traded	**$ 4,878**	**$ 2,877**	$ 7,601	$ 2,794
Over-the-counter	**68,646**	**44,615**	65,692	51,936
Total	**$ 73,524**	**$ 47,492**	**$ 73,293**	**$ 54,730**

The table below presents the fair value and the number of derivative contracts by major product type on a gross basis. Gross fair values in the table below exclude the effects of both netting under enforceable netting

agreements and netting of cash collateral received or posted under credit support agreements, and therefore are not representative of the firm s exposure.

	As of June 2011			**As of December 2010**		
in millions, except number of contracts	**Derivative Assets**	**Derivative Liabilities**	**Number of Contracts**	**Derivative Assets**	**Derivative Liabilities**	**Number of Contracts**
Derivatives not accounted for as hedges						
Interest rates	**$ 432,136**	**$ 388,733**	**283,299**	$ 463,145	$ 422,514	272,279
Credit	**120,043**	**100,329**	**357,818**	127,153	104,407	367,779
Currencies	**84,280**	**67,173**	**288,321**	87,959	70,273	222,706
Commodities	**35,348**	**37,468**	**74,870**	36,689	41,666	70,890
Equities	**67,975**	**51,807**	**421,571**	65,815	51,948	289,059
Subtotal	**739,782**	**645,510**	**1,425,879**	780,761	690,808	1,222,713
Derivatives accounted for as hedges						

Interest rates	**19,169**	**18**	**956**	23,396	33	997
Currencies	**4**	**148**	**68**	6	162	72
Subtotal	**19,173**	**166**	**1,024**	23,402	195	1,069
Gross fair value of derivatives	**$ 758,955**	**$ 645,676**	**1,426,903**	**$ 804,163**	**$ 691,003**	**1,223,782**
Counterparty netting [1]	**(582,524)**	**(582,524)**		(620,553)	(620,553)	
Cash collateral netting [2]	**(102,907)**	**(15,660)**		(110,317)	(15,720)	
Fair value included in financial instruments owned	**$ 73,524**			**$ 73,293**		
Fair value included in financial instruments sold, but not yet purchased		**$ 47,492**			**$ 54,730**	

1. Represents the netting of receivable balances with payable balances for the same counterparty under enforceable netting agreements.

2. Represents the netting of cash collateral received and posted on a counterparty basis under credit support agreements.

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Valuation Techniques for Derivatives
See Note 5 for an overview of the firm s fair value measurement policies and the fair value hierarchy.

Level 1 Derivatives
Exchange-traded derivatives fall within level 1 if they are actively traded and are valued at their quoted market price.

Level 2 Derivatives
Level 2 derivatives include exchange-traded derivatives that are not actively traded and OTC derivatives for which all significant valuation inputs are corroborated by market evidence.

Level 2 exchange-traded derivatives are valued using models that calibrate to market-clearing levels of OTC derivatives. Inputs to the valuations of level 2 OTC derivatives can be verified to market-clearing transactions, broker or dealer quotations or other alternative pricing sources with reasonable levels of price transparency. Consideration is given to the nature of the quotations (e.g., indicative or firm) and the relationship of recent market activity to the prices provided from alternative pricing sources.

Where models are used, the selection of a particular model to value an OTC derivative depends on the contractual terms of and specific risks inherent in the instrument, as well as the availability of pricing information in the market. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit curves, measures of volatility, prepayment rates, loss severity rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, model selection does not involve significant management judgment because outputs of models can be calibrated to market-clearing levels.

Price transparency of OTC derivatives can generally be characterized by product type.

Interest Rate. In general, the prices and other inputs used to value interest rate derivatives are transparent, even for long-dated contracts. Interest rate swaps and options denominated in the currencies of leading industrialized nations are characterized by high trading volumes and tight bid/offer spreads. Interest rate derivatives that reference indices, such as an inflation index, or the shape of the yield curve (e.g., 10-year swap rate vs. 2-year swap rate), are more complex and are therefore less transparent, but the prices and other inputs are generally observable.

Credit. Price transparency for credit default swaps, including both single names and baskets of credits, varies by market and underlying reference entity or obligation. Credit default swaps that reference indices, large corporates and major sovereigns generally exhibit the most price transparency. For credit default swaps with other underliers, price transparency varies based on credit rating, the cost of borrowing the underlying reference obligations, and the availability of the underlying reference obligations for delivery upon the default of the issuer. Credit default swaps that reference loans, asset-backed securities and emerging market debt instruments tend to be less transparent than those that reference corporate bonds. In addition, more complex credit derivatives, such as those sensitive to the correlation between two or more underlying reference obligations, generally have less price transparency.

Currency. Prices for currency derivatives based on the exchange rates of leading industrialized nations, including those with longer tenors, are generally transparent. The primary difference between the transparency of developed and emerging market currency derivatives is that emerging markets tend to be observable for contracts with shorter tenors.

Commodity. Commodity derivatives include transactions referenced to energy (e.g., oil and natural gas), metals (e.g., precious and base) and soft commodities (e.g., agricultural). Price transparency varies based on the underlying commodity, delivery location, tenor and product quality (e.g., diesel fuel compared to unleaded gasoline). In general, price transparency for commodity derivatives is greater for contracts with shorter tenors and contracts that are more closely aligned with major and/or benchmark commodity indices.

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Equity. Price transparency for equity derivatives varies by market and underlier. Options on indices and the common stock of corporates included in major equity indices exhibit the most price transparency. Exchange-traded and OTC equity derivatives generally have observable market prices, except for contracts with long tenors or reference prices that differ significantly from current market prices. More complex equity derivatives, such as those sensitive to the correlation between two or more individual stocks, generally have less price transparency.

Liquidity is essential to observability of all product types. If transaction volumes decline, previously transparent prices and other inputs may become unobservable. Conversely, even highly structured products may at times have trading volumes large enough to provide observability of prices and other inputs.

Level 3 Derivatives
Level 3 OTC derivatives are valued using models which utilize observable level 1 and/or level 2 inputs, as well as unobservable level 3 inputs.

For the majority of the firm s interest rate and currency derivatives classified within level 3, the significant unobservable inputs are correlations of certain currencies and interest rates (e.g., the correlation of Japanese yen foreign exchange rates to U.S. dollar interest rates).

For credit derivatives classified within level 3, significant level 3 inputs include long-dated credit and funding spreads, as well as certain correlation inputs required to value credit and mortgage derivatives (e.g., the likelihood of default of the underlying reference obligations relative to one another).

For level 3 equity derivatives, significant level 3 inputs generally include equity volatility inputs for options that are very long-dated and/or have strike prices that differ significantly from current market prices. In addition, the valuation of certain structured trades requires the use of level 3 inputs for the correlation of the price performance for two or more individual stocks.

For level 3 commodity derivatives, significant level 3 inputs include volatilities for options with strike prices that differ significantly from current market prices and prices for certain products for which the product quality is not aligned with benchmark indices.

Subsequent to the initial valuation of a level 3 OTC derivative, the firm updates the level 1 and level 2 inputs to reflect observable market changes and any resulting gains and losses are recorded in level 3. Level 3 inputs are changed when corroborated by evidence such as similar market transactions, third-party pricing services and/or broker or dealer quotations or other empirical market data. In circumstances where the firm cannot verify the model value by reference to market transactions, it is possible that a different valuation model could produce a materially different estimate of fair value.

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Valuation Adjustments

Valuation adjustments are integral to determining the fair value of derivatives and are used to adjust the mid-market valuations, produced by derivative pricing models, to the appropriate exit price valuation. These adjustments incorporate bid/offer spreads, the cost of liquidity on large or illiquid positions and credit valuation adjustments (CVA) which account for the credit risk inherent in derivative portfolios. Market-based inputs are generally used when calibrating valuation adjustments to market-clearing levels.

In addition, for derivatives that include significant unobservable inputs, the firm makes model or exit

price adjustments to account for the valuation uncertainty present in the transaction.

Fair Value of Derivatives by Level

The tables below present the fair value of derivatives on a gross basis by level and major product type. Gross fair values in the tables below exclude the effects of both netting under enforceable netting agreements and netting of cash received or posted under credit support agreements both in and across levels of the fair value hierarchy, and therefore are not representative of the firm s exposure.

	Derivative Assets at Fair Value as of June 2011				
in millions	**Level 1**	**Level 2**	**Level 3**	**Cross-Level Netting**	**Total**
Interest rates	**$ 90**	**$ 451,134**	**$ 81**	**$**	**$ 451,305**
Credit		**109,832**	**10,211**		**120,043**
Currencies		**82,194**	**2,090**		**84,284**
Commodities		**33,592**	**1,756**		**35,348**
Equities	**67**	**66,235**	**1,673**		**67,975**
Gross fair value of derivative assets	**157**	**742,987**	**15,811**		**758,955**
Counterparty netting [1]		**(576,298)**	**(4,289)**	**(1,937) [3]**	**(582,524)**
Subtotal	**$ 157**	**$ 166,689**	**$ 11,522**	**$ (1,937)**	**$ 176,431**
Cash collateral netting [2]					**(102,907)**
					$ 73,524

Fair value included in financial instruments owned

	Derivative Liabilities at Fair Value as of June 2011				
in millions	**Level 1**	**Level 2**	**Level 3**	**Cross-Level Netting**	**Total**
Interest rates	**$ 41**	**$ 388,437**	**$ 273**	**$**	**$ 388,751**
Credit		**96,137**	**4,192**		**100,329**
Currencies		**66,354**	**967**		**67,321**
Commodities		**35,896**	**1,572**		**37,468**
Equities	**19**	**49,212**	**2,576**		**51,807**
Gross fair value of derivative liabilities	**60**	**636,036**	**9,580**		**645,676**
Counterparty netting [1]		**(576,298)**	**(4,289)**	**(1,937)** [3]	**(582,524)**
Subtotal	**$ 60**	**$ 59,738**	**$ 5,291**	**$ (1,937)**	**$ 63,152**
Cash collateral netting [2]					**(15,660)**
Fair value included in financial instruments sold, but not yet purchased					**$ 47,492**

1. Represents the netting of receivable balances with payable balances for the same counterparty under enforceable netting agreements.
2. Represents the netting of cash collateral received and posted on a counterparty basis under credit support agreements.
3. Represents the netting of receivable balances with payable balances for the same counterparty across levels of the fair value hierarchy under enforceable netting agreements.

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	Derivative Assets at Fair Value as of December 2010				
in millions	**Level 1**	**Level 2**	**Level 3**	**Cross-Level Netting**	**Total**
Interest rates	$ 49	$ 486,037	$ 455	$	**$ 486,541**
Credit		115,519	11,634		**127,153**
Currencies		86,158	1,807		**87,965**
Commodities		34,511	2,178		**36,689**
Equities	44	64,267	1,504		**65,815**
Gross fair value of derivative assets	93	786,492	17,578		**804,163**
Counterparty netting [1]		(613,979)	(4,806)	(1,768) [3]	**(620,553)**
Subtotal	$ 93	$ 172,513	$ 12,772	$ (1,768)	**$ 183,610**
Cash collateral netting [2]					**(110,317)**
Fair value included in financial instruments owned					**$ 73,293**

	Derivative Liabilities at Fair Value as of December 2010				
in millions	**Level 1**	**Level 2**	**Level 3**	**Cross-Level Netting**	**Total**
Interest rates	$ 18	$ 422,267	$ 262	$	**$ 422,547**
Credit		99,813	4,594		**104,407**
Currencies		69,726	709		**70,435**
Commodities		39,709	1,957		**41,666**
Equities	27	49,427	2,494		**51,948**
Gross fair value of derivative liabilities	45	680,942	10,016		**691,003**
Counterparty netting [1]		(613,979)	(4,806)	(1,768) [3]	**(620,553)**

Subtotal	$ 45	$ 66,963	$ 5,210	$ (1,768)	**$ 70,450**
Cash collateral netting [2]					**(15,720)**
Fair value included in financial instruments sold, but not yet purchased					**$ 54,730**

1. Represents the netting of receivable balances with payable balances for the same counterparty under enforceable netting agreements.

2. Represents the netting of cash collateral received and posted on a counterparty basis under credit support agreements.

3. Represents the netting of receivable balances with payable balances for the same counterparty across levels of the fair value hierarchy under enforceable netting agreements.

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Level 3 Rollforward

If a derivative was transferred to level 3 during a reporting period, its entire gain or loss for the period is included in level 3. Transfers between levels are reported at the beginning of the reporting period in which they occur.

The tables below present changes in fair value for all derivatives categorized as level 3 as of the end of the period.

See Note 5 for further information about unrealized gains and losses on level 3 derivatives.

Level 3 Derivative Assets and Liabilities at Fair Value for the Three Months Ended June 2011

in millions	Asset/ (liability) balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Purchases	Sales	Settlements	Net transfers in and/or (out) of level 3	Asset/ (liability) balance, end of period
Interest rates net	$ (97)	$ (18)	$ (10)	$ 9	$	$ 14	$ (90)	$ (192)
Credit net	6,591	95	568	99	(262)	(145)	(927)	6,019
Currencies net	1,132	(22)	(17)	7	(8)	2	29	1,123
Commodities net	193	(131)	(159)	118	(91)	143	111	184
Equities net	(1,016)	(84)	74	181	(214)	45	111	(903)
Total derivatives net	**$ 6,803**	**$ (160)**	**$ 456**	**$ 414**	**$ (575)**	**$ 59**	**$ (766)**	**$ 6,231**

Level 3 Derivative Assets and Liabilities at Fair Value for the Six Months Ended June 2011

Net unrealized

in millions	**Asset/ (liability) balance, beginning of period**	**Net realized gains/ (losses)**	**Net unrealized gains/(losses) relating to instruments still held at period-end**	**Purchases**	**Sales**	**Settlements**	**Net transfers in and/or (out) of level 3**	**Asset/ (liability) balance, end of period**
Interest rates net	**$ 194**	**$ (36)**	**$ (33)**	**$ 9**	**$ (2)**	**$ 20**	**$ (344)**	**$ (192)**
Credit net	**7,040**	**136**	**388**	**140**	**(334)**	**(465)**	**(886)**	**6,019**
Currencies net	**1,098**	**(31)**	**(180)**	**35**	**(12)**	**(51)**	**264**	**1,123**
Commodities net	**220**	**(223)**	**(33)**	**277**	**(122)**	**78**	**(13)**	**184**
Equities net	**(990)**	**21**	**(49)**	**315**	**(373)**	**4**	**169**	**(903)**
Total derivatives net	**$ 7,562**	**$ (133)**	**$ 93**	**$ 776**	**$ (843)**	**$ (414)**	**$ (810)**	**$ 6,231**

Significant transfers in or out of level 3 during the three months ended June 2011 included:

Credit net: net transfer out of level 3 of $927 million, principally due to increased transparency of market prices for certain derivatives as a result of market transactions in these financial instruments, as well as unobservable inputs no longer being significant to the valuation of certain derivatives.

Significant transfers in or out of level 3 during the six months ended June 2011 included:

Credit net: net transfer out of level 3 of $886 million, principally due to increased transparency of market prices for certain derivatives as a result of market transactions in these financial instruments, as well as unobservable inputs no longer being significant to the valuation of certain derivatives.

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Level 3 Derivative Assets and Liabilities at Fair Value for the Three Months Ended June 2010

in millions	Asset/ (liability) balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Net purchases, sales and settlements	Net transfers in and/or (out) of level 3	Asset/ (liability) balance, end of period
Interest rates net	$ 94	$ (6)	$ 43	$ (51)	$ (195)	**$ (115)**
Credit net	7,137	(1)	949	83	358	**8,526**
Currencies net	468		75	287	270	**1,100**
Commodities net	(244)	(92)	(4)	92	(23)	**(271)**
Equities net	(1,119)	(5)	323	(500)	(67)	**(1,368)**
Total derivatives net	**$ 6,336**	**$ (104)**	**$ 1,386**	**$ (89)**	**$ 343**	**$ 7,872**

Level 3 Derivative Assets and Liabilities at Fair Value for the Six Months Ended June 2010

in millions	Asset/ (liability) balance, beginning of period	Net realized gains/ (losses)	Net unrealized gains/(losses) relating to instruments still held at period-end	Net purchases, sales and settlements	Net transfers in and/or (out) of level 3	Asset/ (liability) balance, end of period
Interest rates net	$ (71)	$ (14)	$ 7	$ 21	$ (58)	**$ (115)**
Credit net	6,366	(39)	2,238	(19)	(20)	**8,526**
Currencies net	215	(37)	64	331	527	**1,100**
Commodities net	(90)	(259)	105	259	(286)	**(271)**
Equities net	(1,224)	(52)	438	(439)	(91)	**(1,368)**

Total derivatives net	**$ 5,196**	**$ (401)**	**$ 2,852**	**$ 153**	**$ 72**	**$ 7,872**

There were no significant transfers in or out of level 3 during the three months ended June 2010.

Significant transfers in or out of level 3 during the six months ended June 2010 included:

Currencies net: net transfer into level 3 of $527 million, principally due to reduced transparency of the correlation inputs used to value certain currency derivatives.

Impact of Credit Spreads on Derivatives

On an ongoing basis, the firm realizes gains or losses relating to changes in credit risk on derivatives through changes in credit mitigants or the sale or unwind of the contracts.

The net gain attributable to the impact of changes in credit exposure and credit spreads on derivatives was $156 million and $145 million for the three months ended June 2011 and June 2010, respectively, and $131 million and $189 million for the six months ended June 2011 and June 2010, respectively.

Bifurcated Embedded Derivatives

The table below presents derivatives, primarily equity and interest rate products, that have been bifurcated from their related borrowings. These derivatives are recorded at fair value and included in Unsecured short-term borrowings and Unsecured long-term borrowings. See Note 8 for further information.

	As of	
in millions, except number of contracts	**June 2011**	**December 2010**
Fair value of assets	**$ 398**	$ 383
Fair value of liabilities	**322**	267
Net	**$ 76**	**$ 116**
Number of contracts	**341**	338

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OTC Derivatives

The tables below present the fair values of OTC derivative assets and liabilities by tenor and by product type. Tenor is based on expected duration for

mortgage-related credit derivatives and generally on remaining contractual maturity for other derivatives.

in millions — **OTC Derivatives as of June 2011**

Assets

Product Type	0-12 Months	1-5 Years	5 Years or Greater	Total
Interest rates	$ 7,590	$ 28,596	$ 62,772	$ 98,958
Credit	2,289	14,784	12,068	29,141
Currencies	9,400	12,381	14,266	36,047
Commodities	5,708	5,439	500	11,647
Equities	5,312	13,023	6,899	25,234
Netting across product types [1]	(2,496)	(6,120)	(4,715)	(13,331)
Subtotal	$ 27,803	$ 68,103	$ 91,790	187,696
Cross maturity netting [2]				(16,143)
Cash collateral netting [3]				(102,907)
Total				$ 68,646

Liabilities

Product Type	0-12 Months	1-5 Years	5 Years or Greater	Total
Interest rates	$ 3,790	$ 14,317	$ 18,302	$ 36,409
Credit	1,220	5,056	3,152	9,428
Currencies	8,696	5,121	5,290	19,107
Commodities	5,087	6,565	1,847	13,499

Equities	**3,350**	**4,644**	**3,312**	**11,306**
Netting across product types [1]	**(2,496)**	**(6,120)**	**(4,715)**	**(13,331)**
Subtotal	**$ 19,647**	**$ 29,583**	**$ 27,188**	**76,418**
Cross maturity netting [2]				**(16,143)**
Cash collateral netting [3]				**(15,660)**
Total				**$ 44,615**

1. Represents the netting of receivable balances with payable balances for the same counterparty across product types within a tenor category under enforceable netting agreements. Receivable and payable balances with the same counterparty in the same product type and tenor category are netted within such product type and tenor category.

2. Represents the netting of receivable balances with payable balances for the same counterparty across tenor categories under enforceable netting agreements.

3. Represents the netting of cash collateral received and posted on a counterparty basis under credit support agreements.

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in millions	**OTC Derivatives as of December 2010**			
Assets				
Product Type	**0-12 Months**	**1-5 Years**	**5 Years or Greater**	**Total**
Interest rates	$ 7,137	$ 34,384	$ 60,750	**$ 102,271**
Credit	2,777	16,145	13,525	**32,447**
Currencies	9,968	10,696	14,868	**35,532**
Commodities	5,664	5,996	248	**11,908**
Equities	4,795	10,942	7,037	**22,774**
Netting across product types [1]	(2,937)	(5,513)	(5,077)	**(13,527)**
Subtotal	$ 27,404	$ 72,650	$ 91,351	**$ 191,405**
Cross maturity netting [2]				**(15,396)**
Cash collateral netting [3]				**(110,317)**
Total				**$ 65,692**

Liabilities				
Product Type	**0-12 Months**	**1-5 Years**	**5 Years or Greater**	**Total**
Interest rates	$ 4,470	$ 14,072	$ 19,760	**$ 38,302**
Credit	1,024	4,862	3,816	**9,702**
Currencies	8,036	5,219	4,986	**18,241**
Commodities	7,279	7,838	2,528	**17,645**
Equities	3,962	4,977	3,750	**12,689**
Netting across product types [1]	(2,937)	(5,513)	(5,077)	**(13,527)**
Subtotal	$ 21,834	$ 31,455	$ 29,763	**$ 83,052**
Cross maturity netting [2]				**(15,396)**
Cash collateral netting [3]				**(15,720)**
Total				**$ 51,936**

1. Represents the netting of receivable balances with payable balances for the same counterparty across product types within a tenor category under enforceable netting agreements. Receivable and payable balances with the same counterparty in the same product type and tenor category are netted within such product type and tenor category.

2. Represents the netting of receivable balances with payable balances for the same counterparty across tenor categories under enforceable netting agreements.

3. Represents the netting of cash collateral received and posted on a counterparty basis under credit support agreements.

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Derivatives with Credit-Related Contingent Features

Certain of the firm s derivatives have been transacted under bilateral agreements with counterparties who may require the firm to post collateral or terminate the transactions based on changes in the firm s credit ratings. The table below presents the aggregate fair value of net derivative liabilities under such agreements (excluding application of collateral posted to reduce these liabilities), the related aggregate fair value of the assets posted as collateral, and the additional collateral or termination payments that could have been called at the reporting date by counterparties in the event of a one-notch and two-notch downgrade in the firm s credit ratings.

	As of	
in millions	**June 2011**	**December 2010**
Net derivative liabilities under bilateral agreements	**$ 22,240**	$ 23,843
Collateral posted	**16,743**	16,640
Additional collateral or termination payments for a one-notch downgrade	**662**	1,353
Additional collateral or termination payments for a two-notch downgrade	**1,842**	2,781

Credit Derivatives

The firm enters into a broad array of credit derivatives in locations around the world to facilitate client transactions and to manage the credit risk associated with market-making and investing and lending activities. Credit derivatives are actively managed based on the firm s net risk position.

Credit derivatives are individually negotiated contracts and can have various settlement and payment conventions. Credit events include failure to pay, bankruptcy, acceleration of indebtedness, restructuring, repudiation and dissolution of the reference entity.

Credit Default Swaps. Single-name credit default swaps protect the buyer against the loss of principal on one or more bonds, loans or mortgages (reference obligations) in the event the issuer (reference entity) of the reference obligations suffers a credit event. The buyer of protection pays an initial or periodic premium to the seller and receives protection for the period of the contract. If there is no credit event, as defined in the contract, the seller of protection makes no payments to the buyer of protection. However, if a credit event occurs, the seller of protection is required to make a payment, which is calculated in accordance with the terms of the contract, to the buyer of protection.

Credit Indices, Baskets and Tranches. Credit derivatives may reference a basket of single-name credit default swaps or a broad-based index. If a credit event occurs in one of the underlying reference obligations, the protection seller pays the protection buyer. The payment is typically a pro-rata portion of the transaction s total notional amount

based on the underlying defaulted reference obligation. In certain transactions, the credit risk of a basket or index is separated into various portions (tranches) each having different levels of subordination. The most junior tranches cover initial defaults and once losses exceed the notional amount of these junior tranches, any excess loss is covered by the next most senior tranche in the capital structure.

Total Return Swaps. A total return swap transfers the risks relating to economic performance of a reference obligation from the protection buyer to the protection seller. Typically, the protection buyer receives from the protection seller a floating rate of interest and protection against any reduction in fair value of the reference obligation, and in return the protection seller receives the cash flows associated with the reference obligation, plus any increase in the fair value of the reference obligation.

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Credit Options. In a credit option, the option writer assumes the obligation to purchase or sell a reference obligation at a specified price or credit spread. The option purchaser buys the right but not the obligation to sell the reference obligation to, or purchase it from, the option writer. The payments on credit options depend either on a particular credit spread or the price of the reference obligation.

The firm economically hedges its exposure to written credit derivatives primarily by entering into offsetting purchased credit derivatives with identical underlyings. Substantially all of the firm s purchased credit derivative transactions are with financial institutions and are subject to stringent collateral thresholds. In addition, upon the occurrence of a specified trigger event, the firm may take possession of the reference obligations underlying a particular written credit derivative, and consequently may, upon liquidation of the reference obligations, recover amounts on the underlying reference obligations in the event of default.

As of June 2011, written and purchased credit derivatives had total gross notional amounts of $2.08 trillion and $2.22 trillion, respectively, for total

net notional purchased protection of $140.51 billion. As of December 2010, written and purchased credit derivatives had total gross notional amounts of $2.05 trillion and $2.19 trillion, respectively, for total net notional purchased protection of $140.63 billion.

The table below presents certain information about credit derivatives. In the table below:

fair values exclude the effects of both netting under enforceable netting agreements and netting of cash received or posted under credit support agreements, and therefore are not representative of the firm s exposure;

tenor is based on expected duration for mortgage-related credit derivatives and on remaining contractual maturity for other credit derivatives; and

the credit spread on the underlying, together with the tenor of the contract, are indicators of payment/performance risk. The firm is less likely to pay or otherwise be required to perform where the credit spread and the tenor are lower.

Maximum Payout/Notional Amount of Written Credit Derivatives by Tenor	Maximum Payout/Notional Amount of Purchased Credit Derivatives		Fair Value of Written Credit Derivatives
	Offsetting	Other	

nillions	0 12 Months	1 5 Years	5 Years or Greater	Total	Purchased Credit Derivatives [1]	Purchased Credit Derivatives [2]	Asset	Liability	Ne Asset (Liability
June 2011									
it spread on rlying s points)									
)	**$ 280,294**	**$ 1,114,921**	**$ 261,840**	**$ 1,657,055**	**$ 1,544,169**	**$ 250,334**	**$ 29,771**	**$ 12,915**	**$ 16,85**
500	**14,348**	**148,516**	**50,168**	**213,032**	**177,754**	**34,221**	**7,097**	**6,248**	**84**
,000	**11,066**	**85,855**	**26,656**	**123,577**	**103,322**	**18,577**	**2,868**	**10,122**	**(7,25**
ter than)	**10,559**	**62,851**	**15,069**	**88,479**	**75,379**	**18,895**	**369**	**35,267**	**(34,89**
l	**$ 316,267**	**$ 1,412,143**	**$ 353,733**	**$ 2,082,143**	**$ 1,900,624**	**$ 322,027**	**$ 40,105**	**$ 64,552**	**$ (24,44**

1. Offsetting purchased credit derivatives represent the notional amount of purchased credit derivatives to the extent they economically hedge written credit derivatives with identical underlyings.

2. This purchased protection represents the notional amount of purchased credit derivatives in excess of the notional amount included in Offsetting Purchased Credit Derivatives.

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	Maximum Payout/Notional Amount of Written Credit Derivatives by Tenor				Maximum Payout/Notional Amount of Purchased Credit Derivatives		Fair Value of Written Credit Derivatives		
nillions	**0 12 Months**	**1 5 Years**	**5 Years or Greater**	**Total**	**Offsetting Purchased Credit Derivatives [1]**	**Other Purchased Credit Derivatives [2]**	**Asset**	**Liability**	**Net Asset (Liability**
f December 2010									
it spread on rlying s points)									
)	$ 235,798	$ 1,094,308	$ 288,851	$ 1,618,957	$ 1,511,113	$ 232,506	$ 32,071	$ 14,780	$ 17,29
500	14,412	144,448	52,072	210,932	183,613	36,713	7,368	7,739	(37
,000	6,384	89,212	33,553	129,149	110,019	18,686	2,571	11,256	(8,68
ter than)	11,721	63,982	12,022	87,725	70,945	23,795	483	33,670	(33,18
l	**$ 268,315**	**$ 1,391,950**	**$ 386,498**	**$ 2,046,763**	**$ 1,875,690**	**$ 311,700**	**$ 42,493**	**$ 67,445**	**$ (24,95**

1. Offsetting purchased credit derivatives represent the notional amount of purchased credit derivatives to the extent they economically hedge written credit derivatives with identical underlyings.

2. This purchased protection represents the notional amount of purchased credit derivatives in excess of the notional amount included in Offsetting Purchased Credit Derivatives.

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

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

Hedge Accounting

The firm applies hedge accounting for (i) certain interest rate swaps used to manage the interest rate exposure of certain fixed-rate unsecured long-term and short-term borrowings and certain fixed-rate certificates of deposit and (ii) certain foreign currency forward contracts and foreign currency-denominated debt used to manage foreign currency exposures on the firm s net investment in certain non-U.S. operations.

To qualify for hedge accounting, the derivative hedge must be highly effective at reducing the risk from the exposure being hedged. Additionally, the firm must formally document the hedging relationship at inception and test the hedging relationship at least on a quarterly basis to ensure the derivative hedge continues to be highly effective over the life of the hedging relationship.

Interest Rate Hedges

The firm designates certain interest rate swaps as fair value hedges. These interest rate swaps hedge changes in fair value attributable to the relevant benchmark interest rate (e.g., London Interbank Offered Rate (LIBOR)), effectively converting a substantial portion of fixed-rate obligations into floating-rate obligations.

The firm applies the long-haul method in assessing the effectiveness of its fair value hedging relationships in achieving offsetting changes in the fair values of the hedging instrument and the risk being hedged (i.e., interest rate risk).

During the three months ended March 2010, the firm changed its method of prospectively and retrospectively assessing the effectiveness of all of its fair value hedging relationships from a dollar-offset method, which is a non-statistical method, to regression analysis, which is a statistical method.

An interest rate swap is considered highly effective in offsetting changes in fair value attributable to changes in the hedged risk when the regression analysis results in a coefficient of determination of 80% or greater and a slope between 80% and 125%.

The dollar-offset method compared the change in the fair value of the hedging instrument to the change in the fair value of the hedged item, excluding the effect of the passage of time. The prospective dollar-offset assessment used scenario analyses to test hedge effectiveness through simulations of numerous parallel and slope shifts of the relevant yield curve. Parallel shifts changed the interest rate of all maturities by identical amounts. Slope shifts changed the curvature of the yield curve. For both the prospective assessment, in response to each of the simulated yield curve shifts, and the retrospective assessment, a hedging relationship was considered effective if the fair value of the hedging instrument and the hedged item changed inversely within a range of 80% to 125%.

For qualifying fair value hedges, gains or losses on derivatives are included in Interest expense. The change in fair value of the hedged item attributable to the risk being hedged is reported as an adjustment to its carrying value and is subsequently amortized into interest expense over its remaining life. Gains or losses resulting from hedge ineffectiveness are included in Interest expense. See Note 23 for further information about interest income and interest expense.

For the three months ended June 2011 and June 2010, the gain recognized on interest rate derivatives accounted for as hedges was $836 million and $4.95 billion, respectively, and the related loss recognized on the hedged borrowings and bank deposits was $1.25 billion and $5.37 billion, respectively. For the six months ended June 2011 and June 2010, the gain/(loss) recognized on interest rate derivatives accounted for as hedges was $(1.82) billion and $5.64 billion, respectively, and the related gain/(loss) recognized on the hedged borrowings and bank deposits was $913 million and $(6.47) billion, respectively. The hedge ineffectiveness recognized on these derivatives for the three months ended June 2011 and June 2010 was a loss of $414 million and a loss of $418 million, respectively. The hedge ineffectiveness recognized on these derivatives for the six months ended June 2011 and June 2010 was a loss of $909 million and a loss of $831 million, respectively. These losses consisted primarily of the amortization of prepaid credit spreads. The gain/(loss) excluded from the assessment of hedge effectiveness was not material for the three and six months ended June 2011 and June 2010.

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Net Investment Hedges

The firm seeks to reduce the impact of fluctuations in foreign exchange rates on its net investment in certain non-U.S. operations through the use of foreign currency forward contracts and foreign currency-denominated debt. For foreign currency forward contracts designated as hedges, the effectiveness of the hedge is assessed based on the overall changes in the fair value of the forward contracts (i.e., based on changes in forward rates). For foreign currency-denominated debt designated as a hedge, the effectiveness of the hedge is assessed based on changes in spot rates.

For qualifying net investment hedges, the gains or losses on the hedging instruments, to the extent effective, are included in the condensed consolidated statements of comprehensive income.

The table below presents the gains/(losses) from net investment hedging. The gains/(losses) below are included in Currency translation adjustment, net of tax.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Currency hedges	**$ (178)**	$ 196	**$ (403)**	$ 317
Foreign currency- denominated debt	**(94)**	(190)	**(12)**	(178)

The gain/(loss) related to ineffectiveness and the gain/(loss) reclassified to earnings from accumulated other comprehensive income was not material for the three and six months ended June 2011 and June 2010.

As of June 2011 and December 2010, the firm had designated $2.98 billion and $3.88 billion, respectively, of foreign currency-denominated debt, included in Unsecured long-term borrowings and Unsecured short-term borrowings, as hedges of net investments in non-U.S. subsidiaries.

Note 8. Fair Value Option

Other Financial Assets and Financial Liabilities at Fair Value

In addition to all cash and derivative instruments included in Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value, the firm has elected to account for certain of its other financial assets and financial liabilities at fair value under the fair value option.

The primary reasons for electing the fair value option are to:

- reflect economic events in earnings on a timely basis;
- mitigate volatility in earnings from using different measurement attributes (e.g., transfers of financial instruments owned accounted for as financings are recorded at fair value whereas the related secured financing would be recorded on an accrual basis absent electing the fair value option); and
- address simplification and cost-benefit considerations (e.g., accounting for hybrid financial instruments at fair value in their entirety versus bifurcation of embedded derivatives and hedge accounting for debt hosts).

Hybrid financial instruments are instruments that contain bifurcatable embedded derivatives and do not require settlement by physical delivery of non-financial assets (e.g., physical commodities). If the firm elects to bifurcate the embedded derivative from the associated debt, the derivative is accounted for at fair value and the host contract is accounted for at amortized cost, adjusted for the effective portion of any fair value hedges. If the firm does not elect to bifurcate, the entire hybrid financial instrument is accounted for at fair value under the fair value option.

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Other financial assets and financial liabilities accounted for at fair value under the fair value option include:

resale and repurchase agreements;

securities borrowed and loaned within Fixed Income, Currency and Commodities Client Execution;

certain other secured financings, primarily transfers of assets accounted for as financings rather than sales, and certain other nonrecourse financings, including debt raised through the firm s William Street credit extension program outstanding as of December 2010;

certain unsecured short-term borrowings, consisting of all promissory notes and commercial paper and certain hybrid financial instruments;

certain unsecured long-term borrowings, including prepaid commodity transactions and certain hybrid financial instruments;

certain receivables from customers and counterparties, including certain margin loans, transfers of assets accounted for as secured loans rather than purchases and prepaid variable share forwards;

certain insurance and reinsurance contract assets and liabilities and certain guarantees;

certain deposits issued by the firm s bank subsidiaries, as well as securities held by Goldman Sachs Bank USA (GS Bank USA);

certain subordinated liabilities issued by consolidated VIEs; and

in general, investments acquired after November 24, 2006, when the fair value option became available, where the firm has significant influence over the investee and would otherwise apply the equity method of accounting.

These financial assets and financial liabilities at fair value are generally valued based on discounted cash flow techniques, which incorporate inputs with reasonable levels of price transparency, and are generally classified as level 2 because the inputs are observable. Valuation adjustments may be made for counterparty and the firm s credit quality.

Significant inputs for each category of other financial assets and financial liabilities at fair value are as follows:

Resale and Repurchase Agreements and Securities Borrowed and Loaned. The significant inputs to the valuation of resale and repurchase agreements and

securities borrowed and loaned are the amount and timing of expected future cash flows, interest rates and collateral funding spreads. See Note 9 for further information.

Other Secured Financings. The significant inputs to the valuation of other secured financings at fair value are the amount and timing of expected future cash flows, interest rates, the fair value of the collateral delivered by the firm (which is determined using the amount and timing of expected future cash flows, market yields and recovery assumptions), the frequency of additional collateral calls and the credit spreads of the firm. See Note 9 for further information.

Unsecured Short-term and Long-term Borrowings. The significant inputs to the valuation of unsecured short-term and long-term borrowings at fair value are the amount and timing of expected future cash flows, interest rates, the credit spreads of the firm, as well as commodity prices in the case of prepaid commodity transactions and, for certain hybrid financial instruments, equity prices, inflation rates and index levels. See Notes 15 and 16 for further information.

Receivables from Customers and Counterparties. The significant inputs to the valuation of certain receivables from customers and counterparties are commodity prices, interest rates and the amount and timing of expected future cash flows.

Insurance and Reinsurance Contracts. Insurance and reinsurance contracts at fair value are included in Receivables from customers and counterparties and Other liabilities and accrued expenses. The insurance and reinsurance contracts for which the firm has elected the fair value option are contracts that can be settled only in cash and that qualify for the fair value option because they are recognized financial instruments. These contracts are valued using market transactions and other market evidence where possible, including market-based inputs to models, calibration to market-clearing transactions or other alternative pricing sources with reasonable levels of price transparency. Significant level 2 inputs typically include interest rates and inflation risk. Significant level 3 inputs typically include mortality or funding benefit assumptions. When unobservable inputs to a valuation model are significant to the fair value measurement of an instrument, the instrument is classified in level 3.

Deposits. The significant inputs to the valuation of deposits are interest rates.

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Gains and Losses on Other Financial Assets and Financial Liabilities at Fair Value

The Fair Value Option columns in the table below present the gains and losses recognized as a result of the firm electing to apply the fair value option to certain financial assets and financial liabilities. These gains and losses are included in Market making and Other principal transactions.

The amounts in the table exclude contractual interest, which is included in Interest income and Interest expense, for all instruments other than hybrid financial instruments. See Note 23 for further information about interest income and interest expense. The table also excludes gains and losses related to financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value.

Included in the Other columns in the table below are:

Gains and losses on the embedded derivative component of hybrid financial instruments included in unsecured short-term borrowings and unsecured long-term borrowings. These gains and losses would have been recognized under other U.S. GAAP even

if the firm had not elected to account for the entire hybrid instrument at fair value.

Gains and losses on secured financings related to transfers of assets accounted for as financings rather than sales. These gains and losses are offset by gains and losses on the related instruments included in Financial instruments owned, at fair value and Receivables from customers and counterparties.

Gains and losses on receivables from customers and counterparties related to transfers of assets accounted for as receivables rather than purchases. These gains and losses are offset by gains and losses on the related financial instruments included in Other secured financings.

Gains and losses on subordinated liabilities issued by consolidated VIEs, which are included in Other liabilities and accrued expenses. These gains and losses are offset by gains and losses on the financial assets held by the consolidated VIEs.

Gains/(Losses) on Financial Assets and Financial Liabilities at Fair Value				
	Three Months Ended June		Six Months Ended June	
	2011	2010	2011	2010
	Fair Value	Fair Value	Fair Value	Fair Value

in millions	**Option**	**Other**	Option	Other	**Option**	**Other**	Option	Other
Receivables from customers and counterparties [1]	**$ (6)**	**$ 200**	$ (55)	$	**$ (5)**	**$ 519**	$ (93)	$
Other secured financings	**29**	**(510)**	58		**33**	**(925)**	54	(5)
Unsecured short-term borrowings	**24**	**327**	61	964	**31**	**103**	74	759
Unsecured long-term borrowings	**68**	**432**	286	(2,166)	**71**	**(839)**	370	(1,591)
Other liabilities and accrued expenses [2]	**(64)**	**(20)**	(142)	44	**(253)**	**67**	(73)	151
Other [3]	**10**		20		**45**		17	
Total	**$ 61**	**$ 429**	**$ 228**	**$ (1,158)**	**$ (78)**	**$ (1,075)**	**$ 349**	**$ (686)**

1. Primarily consists of gains/(losses) on certain transfers accounted for as receivables rather than purchases and certain reinsurance contracts.

2. Primarily consists of gains/(losses) on certain insurance and reinsurance contracts.

3. Primarily consists of gains/(losses) on resale and repurchase agreements, securities borrowed and loaned and deposits.

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Excluding the gains and losses on the instruments accounted for under the fair value option described above, Market making and Other principal transactions primarily represents gains and losses on Financial instruments owned, at fair value and Financial instruments sold, but not yet purchased, at fair value.

Loans and Lending Commitments
The table below presents the difference between the aggregate fair value and the aggregate contractual principal amount for loans and long-term receivables for which the fair value option was elected.

	As of	
in millions	**June 2011**	**December 2010**
Aggregate contractual principal amount of performing loans and long-term receivables in excess of the related fair value	**$ 2,923**	$ 3,090
Aggregate contractual principal amount of loans on nonaccrual status and/or more than 90 days past due in excess of the related fair value	**24,433**	26,653
Total [1]	**$ 27,356**	**$ 29,743**
Aggregate fair value of loans on nonaccrual status and/or more than 90 days past due	**$ 3,392**	$ 3,994

1. The aggregate contractual principal exceeds the related fair value primarily because the firm regularly purchases loans, such as distressed loans, at values significantly below contractual principal amounts.

As of June 2011 and December 2010, the fair value of unfunded lending commitments for which the fair value option was elected was a liability of $1.70 billion and $1.26 billion, respectively, and the related total contractual amount of these lending commitments was $63.27 billion and $51.20 billion, respectively.

Long-term Debt Instruments
The aggregate contractual principal amount of long-term debt instruments (principal and non-principal protected) for which the fair value option was elected exceeded the related fair value by $832 million and $701 million as of June 2011 and December 2010, respectively. Of these amounts, $538 million and $349 million as of June 2011 and December 2010, respectively, related to unsecured long-term borrowings and the remainder related to long-term other secured financings.

Impact of Credit Spreads on Loans and Lending Commitments

The net gains/(losses) attributable to changes in instrument-specific credit spreads on loans and lending commitments for which the fair value option was elected were $53 million and $(118) million for the three months ended June 2011 and June 2010, respectively, and $809 million and $952 million for the six months ended June 2011 and June 2010, respectively. Changes in the fair value of floating-rate loans and lending commitments are attributable to changes in instrument-specific credit spreads. For fixed-rate loans and lending commitments the firm allocates changes in fair value between interest rate-related changes and credit spread-related changes based on changes in interest rates.

Impact of Credit Spreads on Borrowings

The table below presents the net gains attributable to the impact of changes in the firm s own credit spreads on borrowings for which the fair value option was elected. The firm calculates the fair value of borrowings by discounting future cash flows at a rate which incorporates the firm s credit spreads.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Net gains including hedges	**$ 85**	$ 390	**$ 126**	$ 497
Net gains excluding hedges	**75**	405	**119**	514

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Note 9. Collateralized Agreements and Financings

Collateralized agreements are securities purchased under agreements to resell (resale agreements or reverse repurchase agreements) and securities borrowed. Collateralized financings are securities sold under agreements to repurchase (repurchase agreements), securities loaned and other secured financings. The firm enters into these transactions in order to, among other things, facilitate client activities, invest excess cash, acquire securities to cover short positions and finance certain firm activities.

Collateralized agreements and financings are presented on a net-by-counterparty basis when a legal right of setoff exists. Interest on collateralized agreements and collateralized financings is recognized over the life of the transaction and included in Interest income and Interest expense, respectively. See Note 23 for further information about interest income and interest expense.

The table below presents the carrying value of resale and repurchase agreements and securities borrowed and loaned transactions.

	As of	
in millions	**June 2011**	**December 2010**
Securities purchased under agreements to resell [1]	**$ 162,285**	$ 188,355
Securities borrowed [2]	**175,472**	166,306
Securities sold under agreements to repurchase [1]	**155,450**	162,345
Securities loaned [2]	**14,474**	11,212

1. Resale and repurchase agreements are carried at fair value under the fair value option. See Note 8 for further information about the valuation techniques and significant inputs used to determine fair value.

2. As of June 2011 and December 2010, $61.87 billion and $48.82 billion of securities borrowed and $4.84 billion and $1.51 billion of securities loaned were at fair value, respectively.

Resale and Repurchase Agreements

A resale agreement is a transaction in which the firm purchases financial instruments from a seller, typically in exchange for cash, and simultaneously enters into an agreement to resell the same or substantially the same financial instruments to the seller at a stated price plus accrued interest at a future date.

A repurchase agreement is a transaction in which the firm sells financial instruments to a buyer, typically in exchange for cash, and simultaneously enters into an agreement to repurchase the same or substantially the same financial instruments from the buyer at a stated price plus accrued interest at a future date.

The financial instruments purchased or sold in resale and repurchase agreements typically include U.S. government and federal agency, and investment-grade sovereign obligations.

The firm receives financial instruments purchased under resale agreements, makes delivery of financial instruments sold under repurchase agreements, monitors the market value of these financial instruments on a daily basis, and delivers or obtains additional collateral due to changes in the market value of the financial instruments, as appropriate. For resale agreements, the firm typically requires delivery of collateral with a fair value approximately equal to the carrying value of the relevant assets in the condensed consolidated statements of financial condition.

Even though repurchase and resale agreements involve the legal transfer of ownership of financial instruments, they are accounted for as financing arrangements because they require the financial instruments to be repurchased or resold at the maturity of the agreement. However, repos to maturity are accounted for as sales. A repo to maturity is a transaction in which the firm transfers a security that has very little, if any, default risk under an agreement to repurchase the security where the maturity date of the repurchase agreement matches the maturity date of the underlying security. Therefore, the firm effectively no longer has a repurchase obligation and has relinquished control over the underlying security and, accordingly, accounts for the transaction as a sale. The firm had no such transactions outstanding as of June 2011 or December 2010.

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Securities Borrowed and Loaned Transactions
In a securities borrowed transaction, the firm borrows securities from a counterparty in exchange for cash. When the firm returns the securities, the counterparty returns the cash. Interest is generally paid periodically over the life of the transaction.

In a securities loaned transaction, the firm lends securities to a counterparty typically in exchange for cash or securities, or a letter of credit. When the counterparty returns the securities, the firm returns the cash or securities posted as collateral. Interest is generally paid periodically over the life of the transaction.

The firm receives securities borrowed, makes delivery of securities loaned, monitors the market value of these securities on a daily basis, and delivers or obtains additional collateral due to changes in the market value of the securities, as appropriate. For securities borrowed transactions, the firm typically requires delivery of collateral with a fair value approximately equal to the carrying value of the securities borrowed transaction.

Securities borrowed and loaned within Fixed Income, Currency and Commodities Client Execution, are recorded at fair value under the fair value option.

Securities borrowed and loaned within Securities Services are recorded based on the amount of cash collateral advanced or received plus accrued interest. As these arrangements generally can be terminated on demand, they exhibit little, if any, sensitivity to changes in interest rates.

As of June 2011 and December 2010, the firm had $24.02 billion and $12.86 billion, respectively, of securities received under resale agreements and securities borrowed transactions that were segregated to satisfy certain regulatory requirements. These securities are included in Cash and securities segregated for regulatory and other purposes.

Other Secured Financings
In addition to repurchase agreements and securities lending transactions, the firm funds certain assets through the use of other secured financings and pledges financial instruments and other assets as collateral in these transactions. These other secured financings consist of:

- liabilities of consolidated VIEs;
- transfers of assets accounted for as financings rather than sales (primarily collateralized central bank financings, pledged commodities, bank loans and mortgage whole loans);
- other structured financing arrangements; and
- debt raised through the firm s William Street credit extension program outstanding as of December 2010.

Other secured financings include arrangements that are nonrecourse. As of June 2011 and December 2010, nonrecourse other secured financings were $4.54 billion and $8.42 billion, respectively.

The firm has elected to apply the fair value option to the following other secured financings because the use of fair value eliminates non-economic volatility in earnings that would arise from using different measurement attributes:

- transfers of assets accounted for as financings rather than sales;
- certain other nonrecourse financings; and
- debt raised through the firm s William Street credit extension program outstanding as of December 2010.

See Note 8 for further information about other secured financings that are accounted for at fair value. Other secured financings that are not recorded at fair value are recorded based on the amount of cash received plus accrued interest, which generally approximates fair value.

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The table below presents information about other secured financings. In the table below:

short-term secured financings include financings maturing within one year of the financial statement date and financings that are redeemable within one year of the financial statement date at the option of the holder;

long-term secured financings that are repayable prior to maturity at the option of the firm are reflected at their contractual maturity dates; and

long-term secured financings that are redeemable prior to maturity at the option of the holders are reflected at the dates such options become exercisable.

	As of June 2011			**As of December 2010**		
$ in millions	**U.S. Dollar**	**Non-U.S. Dollar**	**Total**	**U.S. Dollar**	**Non-U.S. Dollar**	**Total**
Other secured financings (short-term):						
At fair value	**$ 16,216**	**$ 4,061**	**$ 20,277**	$ 16,404	$ 3,684	$ 20,088
At amortized cost	**135**	**6,097**	**6,232**	99	4,342	4,441
Interest rates [1]	***3.29%***	***0.26%***		*2.96%*	*0.71%*	
Other secured financings (long-term):						
At fair value	**3,309**	**2,862**	**6,171**	9,594	2,112	11,706
At amortized cost	**1,376**	**464**	**1,840**	1,565	577	2,142
Interest rates [1]	***1.95%***	***2.23%***		*2.14%*	*1.94%*	
Total [2]	**$ 21,036**	**$ 13,484**	**$ 34,520**	**$ 27,662**	**$ 10,715**	**$ 38,377**
Amount of other secured financings collateralized by:						
Financial instruments [3]	**$ 20,614**	**$ 11,872**	**$ 32,486**	$ 27,014	$ 8,760	$ 35,774
Other assets [4]	**422**	**1,612**	**2,034**	648	1,955	2,603

1. The weighted average interest rates exclude secured financings at fair value and include the effect of hedging activities. See Note 7 for further information about hedging activities.

2. Includes \$9.90 billion and \$8.32 billion related to transfers of financial assets accounted for as financings rather than sales as of June 2011 and December 2010, respectively. Such financings were collateralized by financial assets included in Financial instruments owned, at fair value of \$10.15 billion and \$8.53 billion as of June 2011 and December 2010, respectively.

3. Includes \$19.70 billion and \$25.63 billion of other secured financings collateralized by financial instruments owned, at fair value and \$12.78 billion and \$10.14 billion of other secured financings collateralized by financial instruments received as collateral and repledged as of June 2011 and December 2010, respectively.

4. Primarily real estate and cash.

The table below presents other secured financings by maturity.

in millions	**As of June 2011**
Other secured financings (short-term)	**\$ 26,509**
Other secured financings (long-term):	
2012	**2,470**
2013	**1,596**
2014	**921**
2015	**578**
2016	**257**
2017-thereafter	**2,189**
Total other secured financings (long-term)	**8,011**
Total other secured financings	**\$ 34,520**

The aggregate contractual principal amount of other secured financings (long-term) for which the fair value option was elected exceeded the related fair value by \$294 million and \$352 million as of June 2011 and December 2010, respectively.

Collateral Received and Pledged

The firm receives financial instruments (e.g., U.S. government and federal agency, other sovereign and corporate obligations, as well as equities and convertible debentures) as collateral, primarily in connection with resale agreements, securities borrowed, derivative transactions and customer margin loans.

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In many cases, the firm is permitted to deliver or repledge these financial instruments when entering into repurchase agreements, securities lending agreements and other secured financings, collateralizing derivative transactions and meeting firm or customer settlement requirements.

The table below presents financial instruments at fair value received as collateral that were available to be delivered or repledged and were delivered or repledged by the firm.

	As of	
in millions	**June 2011**	**December 2010**
Collateral available to be delivered or repledged	**$ 639,691**	$ 618,423
Collateral that was delivered or repledged	**476,343**	447,882

The firm also pledges certain financial instruments owned, at fair value in connection with repurchase agreements, securities lending agreements and other secured financings, and other assets (primarily real estate and cash) in connection with other secured financings to counterparties who may or may not have the right to deliver or repledge them. The table below presents information about assets pledged by the firm.

	As of	
in millions	**June 2011**	**December 2010**
Financial instruments owned, at fair value pledged to counterparties that:		
Had the right to deliver or repledge	**$ 57,687**	$ 51,010
Did not have the right to deliver or repledge	**112,430**	112,750
Other assets pledged to counterparties that:		
Did not have the right to deliver or repledge	**3,791**	4,482

Note 10. Securitization Activities

The firm securitizes residential and commercial mortgages, corporate bonds, loans and other types of financial assets by selling these assets to securitization vehicles (e.g., trusts, corporate entities, and limited liability companies) and acts as underwriter of the beneficial interests that are sold to investors. The firm s residential mortgage securitizations are substantially all in connection with government agency securitizations.

Beneficial interests issued by securitization entities are debt or equity securities that give the investors rights to receive all or portions of specified cash inflows to a securitization vehicle and include senior and subordinated shares of principal, interest and/or other cash inflows. The proceeds from the sale of beneficial interests are used to pay the transferor for the financial assets sold to the securitization vehicle or to purchase securities which serve as collateral.

The firm accounts for a securitization as a sale when it has relinquished control over the transferred assets. Prior to securitization, the firm accounts for assets pending transfer at fair value and therefore does not typically recognize gains or losses upon the transfer of assets. Net revenues from underwriting activities are recognized in connection with the sales of the underlying beneficial interests to investors.

For transfers of assets that are not accounted for as sales, the assets remain in Financial instruments owned, at fair value and the transfer is accounted for as a collateralized financing, with the related interest expense recognized over the life of the transaction. See Notes 9 and 23 for further information about collateralized financings and interest expense, respectively.

The firm generally receives cash in exchange for the transferred assets but may also have continuing involvement with transferred assets, including ownership of beneficial interests in securitized financial assets, primarily in the form of senior or subordinated securities, and servicing rights that the firm retains at the time of securitization. The firm may also purchase senior or subordinated securities issued by securitization vehicles (which are typically VIEs) in connection with secondary market-making activities.

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The primary risks included in beneficial interests and other interests from the firm s continuing involvement with securitization vehicles are the performance of the underlying collateral, the position of the firm s investment in the capital structure of the securitization vehicle and the market yield for the security. These interests are accounted for at fair value and are included in Financial instruments owned, at fair value and are generally classified in level 2 of the fair value hierarchy. See Notes 5 through 8 for further information about fair value measurements.

The table below presents the amount of financial assets securitized and the cash flows received on retained interests in securitization entities in which the firm had continuing involvement.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Residential mortgages	**$ 14,602**	$ 13,461	**$ 22,305**	$ 23,420
Commercial mortgages			**325**	
Other financial assets	**49**		**81**	14
Total	**$ 14,651**	**$ 13,461**	**$ 22,711**	**$ 23,434**
Cash flows on retained interests	**$ 148**	**$ 218**	**$ 367**	**$ 417**

The table below presents the firm s continuing involvement in nonconsolidated securitization entities to which the firm sold assets, as well as the total outstanding principal amount of transferred assets in which the firm has continuing involvement. In this table:

the outstanding principal amount is presented for the purpose of providing information about the size of the securitization entities in which the firm has continuing involvement and is not representative of the firm s risk of loss;

for retained or purchased interests, the firm s risk of loss is limited to the fair value of these interests; and

purchased interests represent senior and subordinated interests, purchased in connection with secondary market-making activities, in securitization entities in which the firm also holds retained interests.

in millions	As of June 2011 Outstanding Principal Amount	As of June 2011 Fair Value of Retained Interests	As of June 2011 Fair Value of Purchased Interests	As of December 2010 Outstanding Principal Amount	As of December 2010 Fair Value of Retained Interests	As of December 2010 Fair Value of Purchased Interests
U.S. government agency-issued collateralized mortgage obligations [1]	**$ 64,929**	**$ 4,739**	**$**	$ 60,352	$ 5,929	$
Other residential mortgage-backed [2]	**11,166**	**129**	**5**	13,318	125	5
Commercial mortgage-backed [3]	**4,642**	**753**	**272**	5,040	849	82
CDOs, CLOs and other [4]	**12,131**	**61**	**201**	12,872	62	229
Total [5]	**$ 92,868**	**$ 5,682**	**$ 478**	**$ 91,582**	**$ 6,965**	**$ 316**

1. Outstanding principal amount and fair value of retained interests primarily relate to securitizations during 2011 and 2010 as of June 2011, and securitizations during 2010 and 2009 as of December 2010.

2. Outstanding principal amount and fair value of retained interests as of both June 2011 and December 2010 primarily relate to prime and Alt-A securitizations during 2007 and 2006.

3. Outstanding principal amount as of both June 2011 and December 2010 primarily relate to securitizations during 2010, 2007 and 2006. Fair value of retained interests as of both June 2011 and December 2010 primarily relate to securitizations during 2010.

4. Outstanding principal amount and fair value of retained interests as of both June 2011 and December 2010 primarily relate to CDO and CLO securitizations during 2007 and 2006.

5. Outstanding principal amount and fair value of retained interests include $6.86 billion and $16 million, respectively, as of June 2011, and $7.64 billion and $16 million, respectively, as of December 2010, related to securitization entities in which the firm s only continuing involvement is retained servicing which is not a variable interest.

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In addition to the interests in the table above, the firm had other continuing involvement in the form of derivative transactions and guarantees with certain nonconsolidated VIEs. The carrying value of these derivatives and guarantees was a net liability of $85 million and $98 million as of June 2011 and December 2010, respectively. The notional amounts of these derivatives and guarantees are included in maximum exposure to loss in the nonconsolidated VIE tables in Note 11.

The table below presents the weighted average key economic assumptions used in measuring the fair value of retained interests and the sensitivity of this fair value to immediate adverse changes of 10% and 20% in those assumptions.

	As of June 2011		**As of December 2010**	
	Type of Retained Interests		**Type of Retained Interests**	
$ in millions	**Mortgage-Backed**	**Other [1]**	**Mortgage-Backed**	**Other [1]**
Fair value of retained interests	**$ 5,621**	**$ 61**	$ 6,903	$ 62
Weighted average life (years)	**6.3**	**3.8**	7.4	4.2
Constant prepayment rate [2]	**9.1%**	**N.M.**	11.6%	N.M.
Impact of 10% adverse change [2]	**$ (36)**	**N.M.**	$ (62)	N.M.
Impact of 20% adverse change [2]	**(69)**	**N.M.**	(128)	N.M.
Discount rate [3]	**4.6%**	**N.M.**	5.3%	N.M.
Impact of 10% adverse change	**$ (114)**	**N.M.**	$ (175)	N.M.
Impact of 20% adverse change	**(223)**	**N.M.**	(341)	N.M.

1. Due to the nature and current fair value of certain of these retained interests, the weighted average assumptions for constant prepayment and discount rates and the related sensitivity to adverse changes are not meaningful as of June 2011 and December 2010. The firm s maximum exposure to adverse changes in the value of these interests is the carrying value of $61 million and $62 million as of June 2011 and December 2010, respectively.

2. Constant prepayment rate is included only for positions for which constant prepayment rate is a key assumption in the determination of fair value.

3. The majority of mortgage-backed retained interests are U.S. government agency-issued collateralized mortgage obligations, for which there is no anticipated credit loss. For the remainder of retained interests, the expected credit loss assumptions are reflected in the discount rate.

The preceding table does not give effect to the offsetting benefit of other financial instruments that are held to mitigate 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 in the preceding table is calculated independently of changes in any other assumption. In practice, simultaneous changes in assumptions might magnify or counteract the sensitivities disclosed above.

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Note 11. Variable Interest Entities

VIEs generally finance the purchase of assets by issuing debt and equity securities that are either collateralized by or indexed to the assets held by the VIE. The debt and equity securities issued by a VIE may include tranches of varying levels of subordination. The firm s involvement with VIEs includes securitization of financial assets, as described in Note 10, and investments in and loans to other types of VIEs, as described below. See Note 10 for additional information about securitization activities, including the definition of beneficial interests. See Note 3 for the firm s consolidation policies, including the definition of a VIE.

The firm is principally involved with VIEs through the following business activities:

Mortgage-Backed VIEs and Corporate CDO and CLO VIEs. The firm sells residential and commercial mortgage loans and securities to mortgage-backed VIEs and corporate bonds and loans to corporate CDO and CLO VIEs and may retain beneficial interests in the assets sold to these VIEs. The firm purchases and sells beneficial interests issued by mortgage-backed and corporate CDO and CLO VIEs in connection with market-making activities. In addition, the firm may enter into derivatives with certain of these VIEs, primarily interest rate swaps, which are typically not variable interests. The firm generally enters into derivatives with other counterparties to mitigate its risk from derivatives with these VIEs.

Certain mortgage-backed and corporate CDO and CLO VIEs, usually referred to as synthetic CDOs or credit-linked note VIEs, synthetically create the exposure for the beneficial interests they issue by entering into credit derivatives, rather than purchasing the underlying assets. These credit derivatives may reference a single asset, an index, or a portfolio/basket of assets or indices. See Note 7 for further information on credit derivatives. These VIEs use the funds from the sale of beneficial interests and the premiums received from credit derivative counterparties to purchase securities which serve to collateralize the beneficial interest holders and/or the credit derivative counterparty. These VIEs may enter into other derivatives, primarily interest rate swaps, which are typically not variable interests. The firm may be a counterparty to derivatives with these VIEs and generally enters into derivatives with other counterparties to mitigate its risk.

Real Estate, Credit-Related and Other Investing VIEs. The firm purchases equity and debt securities issued by and makes loans to VIEs that hold real estate, performing and nonperforming debt, distressed loans and equity securities.

Other Asset-Backed VIEs. The firm structures VIEs that issue notes to clients and purchases and sells beneficial interests issued by other asset-backed VIEs in connection with market-making activities. In addition, the firm may enter into derivatives with certain other asset-backed VIEs, primarily total return swaps on the collateral assets held by these VIEs under which the firm pays the VIE the return due to the note holders and receives the return on the collateral assets owned by the VIE. The firm generally can be removed as the total return swap counterparty. The firm generally enters into derivatives with other counterparties to mitigate its risk from derivatives with these VIEs. The firm typically does not sell assets to the other asset-backed VIEs it structures.

Power-Related VIEs. The firm purchases debt and equity securities issued by and may provide guarantees to VIEs that hold power-related assets. The firm typically does not sell assets to or enter into derivatives with these VIEs.

Investment Funds. The firm purchases equity securities issued by and may provide guarantees to certain of the investment funds it manages. The firm typically does not sell assets to or enter into derivatives with these VIEs.

Principal-Protected Note VIEs. The firm structures VIEs that issue principal-protected notes to clients. These VIEs own portfolios of assets, principally with exposure to hedge funds. Substantially all of the principal protection on the notes issued by these VIEs is provided by the asset portfolio rebalancing that is required under the terms of the notes. The firm enters into total return swaps with these VIEs under which the firm pays the VIE the return due to the principal-protected note holders and receives the return on the assets owned by the VIE. The firm may enter into derivatives with other counterparties to mitigate the risk it has from the derivatives it enters into with these VIEs. The firm also obtains funding through these VIEs. These VIEs were consolidated by the firm upon adoption of changes to U.S. GAAP on January 1, 2010.

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Municipal Bond Securitizations. The firm sells municipal securities to VIEs that issue short-term qualifying tax-exempt securities. The firm consolidates these VIEs because it owns the residual interests, which allows the firm to make decisions that significantly impact the economic performance of these VIEs.

VIE Consolidation Analysis
A variable interest in a VIE is an investment (e.g., debt or equity securities) or other interest (e.g., derivatives or loans and lending commitments) in a VIE that will absorb portions of the VIE s expected losses or receive portions of the VIE s expected residual returns.

The firm s variable interests in VIEs include senior and subordinated debt in residential and commercial mortgage-backed and other asset-backed securitization entities, CDOs and CLOs; loans and lending commitments; limited and general partnership interests; preferred and common equity; derivatives that may include foreign currency, equity and/or credit risk; guarantees; and certain of the fees the firm receives from investment funds. Certain interest rate, foreign currency and credit derivatives the firm enters into with VIEs are not variable interests because they create rather than absorb risk.

The enterprise with a controlling financial interest in a VIE is known as the primary beneficiary and consolidates the VIE. The firm determines whether it is the primary beneficiary of a VIE by performing an analysis that principally considers:

which variable interest holder has the power to direct the activities of the VIE that most significantly impact the VIE s economic performance;

which variable interest holder has the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE;

the VIE s purpose and design, including the risks the VIE was designed to create and pass through to its variable interest holders;

the VIE s capital structure;

the terms between the VIE and its variable interest holders and other parties involved with the VIE; and

related party relationships.

The firm reassesses its initial evaluation of whether an entity is a VIE when certain reconsideration events occur. The firm reassesses its determination of whether it is the primary beneficiary of a VIE on an ongoing basis based on current facts and circumstances.

Nonconsolidated VIEs

The firm s exposure to the obligations of VIEs is generally limited to its interests in these entities. In certain instances, the firm provides guarantees, including derivative guarantees, to VIEs or holders of variable interests in VIEs.

The tables below present information about nonconsolidated VIEs in which the firm holds variable interests. Nonconsolidated VIEs are aggregated based on principal business activity. The nature of the firm s variable interests can take different forms, as described in the rows under maximum exposure to loss. In the tables below:

The maximum exposure to loss excludes the benefit of offsetting financial instruments that are held to mitigate the risks associated with these variable interests.

For retained and purchased interests and loans and investments, the maximum exposure to loss is the carrying value of these interests.

For commitments and guarantees, and derivatives, the maximum exposure to loss is the notional amount, which does not represent anticipated losses and also has not been reduced by unrealized losses already recorded. As a result, the maximum exposure to loss exceeds liabilities recorded for commitments and guarantees, and derivatives provided to VIEs.

The carrying values of the firm s variable interests in nonconsolidated VIEs are included in the condensed consolidated statement of financial condition as follows:

Substantially all assets held by the firm related to mortgage-backed, corporate CDO and CLO and other asset-backed VIEs and investment funds are included in Financial instruments owned, at fair value. Substantially all liabilities held by the firm related to mortgage-backed, corporate CDO and CLO and other asset-backed VIEs are included in Financial instruments sold, but not yet purchased, at fair value.

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Assets and liabilities held by the firm related to real estate, credit-related and other investing VIEs are primarily included in Financial instruments owned, at fair value and Payables to customers and counterparties and Other liabilities and accrued expenses, respectively.

Assets and liabilities held by the firm related to power-related VIEs are primarily included in Other assets and Other liabilities and accrued expenses, respectively.

	Nonconsolidated VIEs As of June 2011						
in millions	**Mortgage-backed**	**Corporate CDOs and CLOs**	**Real estate, credit-related and other investing**	**Other asset-backed**	**Power-related**	**Investment funds**	**Total**
Assets in VIE	$ 94,287 [2]	$ 25,377	$ 8,813	$ 4,267	$ 529	$ 2,557	$ 135,830
Carrying Value of the Firm s Variable Interests							
Assets	6,835	1,383	1,421	220	271	4	10,134
Liabilities		87	1	25	5		118
Maximum Exposure to Loss in Nonconsolidated VIEs							
Retained interests	5,605	43		18			5,666
Purchased interests	905	701		190			1,796
Commitments and guarantees [1]		1	324		50		375
Derivatives [1]	2,673	8,207		1,152			12,032
Loans and investments	110		1,421		271	4	1,806
Total	$ 9,293 [2]	$ 8,952	$ 1,745	$ 1,360	$ 321	$ 4	$ 21,675

	Nonconsolidated VIEs As of December 2010						
in millions	**Mortgage-backed**	**Corporate CDOs and CLOs**	**Real estate, credit-related and other investing**	**Other asset-backed**	**Power-related**	**Investment funds**	**Total**
Assets in VIE	$ 88,755 [2]	$ 21,644	$ 12,568	$ 5,513	$ 552	$ 2,330	**$ 131,362**
Carrying Value of the Firm s Variable Interests							
Assets	8,076	909	1,063	266	239	5	**10,558**
Liabilities		114	1	19	14		**148**
Maximum Exposure to Loss in Nonconsolidated VIEs							
Retained interests	6,887	50		12			**6,949**
Purchased interests	839	353		247			**1,439**
Commitments and guarantees [1]		1	125		69		**195**
Derivatives [1]	3,128	7,593		1,105			**11,826**
Loans and investments	104		1,063		239	5	**1,411**
Total	**$ 10,958** [2]	**$ 7,997**	**$ 1,188**	**$ 1,364**	**$ 308**	**$ 5**	**$ 21,820**

1. The aggregate amounts include $4.10 billion and $4.52 billion as of June 2011 and December 2010, respectively, related to guarantees and derivative transactions with VIEs to which the firm transferred assets.

2. Assets in VIE and maximum exposure to loss include $5.55 billion and $2.78 billion, respectively, as of June 2011, and $6.14 billion and $3.25 billion, respectively, as of December 2010, related to CDOs backed by mortgage obligations.

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Consolidated VIEs

The tables below present the carrying amount and classification of assets and liabilities in consolidated VIEs, excluding the benefit of offsetting financial instruments that are held to mitigate the risks associated with the firm s variable interests. Consolidated VIEs are aggregated based on principal business activity and their assets and liabilities are presented net of intercompany eliminations. The majority of the assets in principal-protected notes VIEs are intercompany and are eliminated in consolidation.

Substantially all the assets in consolidated VIEs can only be used to settle obligations of the VIE.

The tables below exclude VIEs in which the firm holds a majority voting interest if (i) the VIE meets the definition of a business and (ii) the VIE s assets can be used for purposes other than the settlement of its obligations.

The liabilities of real estate, credit-related and other investing VIEs and CDOs, mortgage-backed and other asset-backed VIEs do not have recourse to the general credit of the firm.

	Consolidated VIEs As of June 2011				
in millions	**Real estate, credit-related and other investing**	**Municipal bond securitizations**	**CDOs, mortgage-backed and other asset-backed**	**Principal-protected notes**	**Total**
Assets					
Cash and cash equivalents	**$ 446**	**$**	**$ 48**	**$ 13**	**$ 507**
Cash and securities segregated for regulatory and other purposes	**169**				**169**
Receivables from brokers, dealers and clearing organizations	**3**				**3**
Receivables from customers and counterparties			**17**		**17**
Financial instruments owned, at fair value	**2,277**	**191**	**580**	**699**	**3,747**
Other assets	**2,546**		**468**		**3,014**

Total	**$ 5,441**	**$ 191**	**$ 1,113**	**$ 712**	**$ 7,457**
Liabilities					
Other secured financings	**$ 2,037**	**$ 200**	**$ 473**	**$ 3,234**	**$ 5,944**
Payables to customers and counterparties			**24**	**36**	**60**
Financial instruments sold, but not yet purchased, at fair value			**58**		**58**
Unsecured short-term borrowings, including the current portion of unsecured long-term borrowings	**4**			**2,132**	**2,136**
Unsecured long-term borrowings	**173**				**173**
Other liabilities and accrued expenses	**1,691**		**32**	**305**	**2,028**
Total	**$ 3,905**	**$ 200**	**$ 587**	**$ 5,707**	**$ 10,399**

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	Consolidated VIEs As of December 2010				
in millions	**Real estate, credit-related and other investing**	**Municipal bond securitizations**	**CDOs, mortgage-backed and other asset-backed**	**Principal-protected notes**	**Total**
Assets					
Cash and cash equivalents	$ 248	$	$ 39	$ 52	**$ 339**
Cash and securities segregated for regulatory and other purposes	205				**205**
Receivables from brokers, dealers and clearing organizations	4				**4**
Receivables from customers and counterparties	1		27		**28**
Financial instruments owned, at fair value	2,531	547	550	648	**4,276**
Other assets	3,369		499		**3,868**
Total	**$ 6,358**	**$ 547**	**$ 1,115**	**$ 700**	**$ 8,720**
Liabilities					
Other secured financings	$ 2,434	$ 630	$ 417	$ 3,224	**$ 6,705**
Payables to customers and counterparties			12		**12**
Financial instruments sold, but not yet purchased, at fair value			55		**55**
Unsecured short-term borrowings, including the current portion of unsecured long-term borrowings	302			2,359	**2,661**
Unsecured long-term borrowings	6				**6**
Other liabilities and accrued expenses	2,004		32		**2,036**
Total	**$ 4,746**	**$ 630**	**$ 516**	**$ 5,583**	**$ 11,475**

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 12. Other Assets

Other assets are generally less liquid, non-financial assets. The table below presents other assets by type.

	As of	
in millions	**June 2011**	**December 2010**
Property, leasehold improvements and equipment [1]	**$ 9,743**	$ 11,106
Goodwill and identifiable intangible assets [2]	**5,187**	5,522
Income tax-related assets [3]	**4,917**	6,239
Equity-method investments [4]	**1,140**	1,445
Miscellaneous receivables and other [5]	**6,485**	3,747
Total	**$ 27,472**	**$ 28,059**

1. Net of accumulated depreciation and amortization of $8.06 billion and $7.87 billion as of June 2011 and December 2010, respectively.

2. See Note 13 for further information about goodwill and identifiable intangible assets.

3. See Note 24 for further information about income taxes.

4. Excludes investments of $3.82 billion and $3.77 billion accounted for at fair value under the fair value option as of June 2011 and December 2010, respectively, which are included in Financial instruments owned, at fair value. See Note 8 for further information.

5. Includes $2.93 billion of assets held for sale as of June 2011, primarily consisting of servicing advances.

Property, Leasehold Improvements and Equipment
Property, leasehold improvements and equipment included $6.61 billion and $6.44 billion as of June 2011 and December 2010, respectively, related to property, leasehold improvements and equipment that the firm uses in connection with its operations. The remainder is held by investment entities, including VIEs, consolidated by the firm.

Substantially all property and equipment are depreciated on a straight-line basis over the useful life of the asset.

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 impairment whenever events or changes in circumstances suggest that an asset s or asset group s carrying value may not be fully recoverable. The firm s policy for impairment testing of property, leasehold improvements and equipment is the same as is used for identifiable intangible assets with finite lives. See Note 13 for further information.

Assets Held for Sale

In the first quarter of 2011, the firm classified certain assets as held for sale, primarily related to Litton Loan Servicing LP (Litton), the firm s residential mortgage servicing subsidiary, and recognized impairment losses of approximately $220 million, principally in the firm s Institutional Client Services segment. These impairment losses, which were included in Depreciation and amortization, represent the excess of (i) the carrying value of the assets held for sale over (ii) their estimated fair value less estimated cost to sell. The firm has since entered into agreements to sell these assets. The transactions are expected to close in 2011. The sale of Litton is subject to regulatory approvals and other closing conditions. In connection with the pending sale of Litton, the firm agreed to provide certain representations and warranties, specific indemnities related to Litton s servicing and foreclosure practices prior to closing, and a secured advance facility to the purchaser. The firm expects to receive total consideration that approximates the firm s adjusted carrying value for Litton.

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Note 13. Goodwill and Identifiable Intangible Assets

The tables below present, by operating segment, the carrying values of goodwill and identifiable intangible assets, which are included in Other assets.

	Goodwill As of	
in millions	**June 2011**	**December 2010**
Investment Banking:		
Underwriting	**$ 125**	$ 125
Institutional Client Services:		
Fixed Income, Currency and Commodities Client Execution [1]	**5**	159
Equities Client Execution	**2,361**	2,361
Securities Services	**117**	117
Investing & Lending	**154**	172
Investment Management	**561**	561
Total	**$ 3,323**	**$ 3,495**

	Identifiable Intangible Assets As of	
in millions	**June 2011**	**December 2010**
Institutional Client Services:		
Fixed Income, Currency and Commodities Client Execution	**$ 525**	$ 608
Equities Client Execution	**687**	718
Investing & Lending	**538**	579
Investment Management	**114**	122
Total	**$ 1,864**	**$ 2,027**

1. The decrease from December 2010 to June 2011 is related to the classification of Litton as held for sale. See Note 12 for further information.

Goodwill

Goodwill is the cost of acquired companies in excess of the fair value of identifiable net assets at acquisition date.

Goodwill is tested annually for impairment or more frequently if events occur or circumstances change that indicate an impairment may exist.

The goodwill impairment test consists of two steps.

The first step compares the fair value of each reporting unit with its estimated net book value (including goodwill and identified intangible assets). If the reporting unit s fair value exceeds its estimated net book value, goodwill is not impaired.

If the estimated fair value of a reporting unit is less than its estimated net book value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. An impairment loss is equal to the excess of the carrying amount of goodwill over its fair value.

Goodwill was tested for impairment during the fourth quarter of 2010 and no impairment was identified.

To estimate the fair value of each reporting unit, both relative value and residual income valuation techniques are used because the firm believes market participants would use these techniques to value the firm s reporting units.

Relative value techniques apply average observable price-to-earnings multiples of comparable competitors to certain reporting units net earnings. For other reporting units, fair value is estimated using price-to-book multiples based on residual income techniques, which compare excess reporting unit returns on equity to the firm s cost of equity capital over a long-term stable growth period. The net book value of each reporting unit reflects the estimated amount of shareholders equity required to support the activities of the reporting unit.

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Identifiable Intangible Assets

The table below presents the gross carrying amount, accumulated amortization and net carrying amount of identifiable intangible assets and their weighted average remaining lives.

$ in millions		As of June 2011	Weighted Average Remaining Lives	December 2010
Customer lists	Gross carrying amount	**$ 1,104**		$ 1,104
	Accumulated amortization	**(561)**		(529)
	Net carrying amount	**$ 543**	**10**	$ 575
Commodities-related intangibles [1]	Gross carrying amount	**$ 633**		$ 667
	Accumulated amortization	**(100)**		(52)
	Net carrying amount	**$ 533**	**20**	$ 615
Broadcast royalties [2]	Gross carrying amount	**$ 560**		$ 560
	Accumulated amortization	**(92)**		(61)
	Net carrying amount	**$ 468**	**8**	$ 499
Insurance-related intangibles [3]	Gross carrying amount	**$ 292**		$ 292
	Accumulated amortization	**(146)**		(146)
	Net carrying amount	**$ 146**	**7**	$ 146
Other [4]	Gross carrying amount	**$ 941**		$ 953
	Accumulated amortization	**(767)**		(761)

	Net carrying amount	**$ 174**	**13**	$ 192
Total	**Gross carrying amount**	**$ 3,530**		**$ 3,576**
	Accumulated amortization	**(1,666)**		**(1,549)**
	Net carrying amount	**$ 1,864**	**12**	**$ 2,027**

1. Primarily includes commodity-related customer contracts and relationships, permits and access rights.

2. Represents television broadcast royalties held by a consolidated VIE.

3. Represents value of business acquired related to the firm s insurance businesses.

4. Primarily includes the firm s NYSE designated market maker rights and exchange-traded fund lead market maker rights.

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Substantially all of the firm s identifiable intangible assets are considered to have finite lives and are amortized over their estimated lives or, in the case of insurance contracts, in proportion to estimated gross profits or premium revenues. Amortization expense for identifiable intangible assets is included in Depreciation and amortization.

The tables below present amortization expense for identifiable intangible assets for the three and six months ended June 2011 and June 2010, and the estimated future amortization expense through 2016 for identifiable intangible assets as of June 2011.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Amortization expense	**$ 66**	$ 82	**$ 123**	$ 126

in millions	**As of June 2011**
Estimated future amortization expense:	
Remainder of 2011	**$ 134**
2012	**249**
2013	**232**
2014	**202**
2015	**170**
2016	**167**

Identifiable intangible assets are tested for recoverability whenever events or changes in circumstances indicate that an asset s or asset group s carrying value may not be recoverable.

If a recoverability test is necessary, the carrying value of an asset or asset group is compared to the total of the undiscounted cash flows expected to be received over the remaining useful life and from the disposition of the asset or asset group.

If the total of the undiscounted cash flows exceeds the carrying value, the asset or asset group is not impaired.

If the total of the undiscounted cash flows is less than the carrying value, the asset or asset group is not fully recoverable and an impairment loss is recognized as the difference between the carrying amount of the asset or asset group and its estimated fair value.

Note 14. Deposits

The tables below present deposits held in U.S. and non-U.S. offices and the maturities of time deposits. Substantially all U.S. deposits were held at GS Bank USA and were interest-bearing and substantially all non-U.S. deposits were held at Goldman Sachs Bank (Europe) PLC (GS Bank Europe) and were interest-bearing.

	As of	
in millions	**June 2011**	**December 2010**
U.S. offices	**$ 31,851**	$ 32,353
Non-U.S. offices	**7,153**	6,216
Total	**$ 39,004**	**$ 38,569**

	As of June 2011		
in millions	**U.S.**	**Non-U.S.**	**Total**
Remainder of 2011	**$ 989**	**$ 815**	**$ 1,804**
2012	**1,015**	**652**	**1,667**
2013	**1,982**		**1,982**
2014	**499**		**499**
2015	**801**		**801**
2016	**83**		**83**
2017 – thereafter	**1,372**		**1,372**
Total	**$ 6,741** [1]	**$ 1,467** [2]	**$ 8,208**

1. Includes $106 million greater than $100,000, of which $17 million matures within three months, $21 million matures within three to six months, $6 million matures within six to twelve months, and $62 million matures after twelve months.

2. Substantially all were greater than $100,000.

Note 15. Short-Term Borrowings

Short-term borrowings were comprised of the following:

	As of	
in millions	**June 2011**	**December 2010**
Other secured financings (short-term)	**$ 26,509**	$ 24,529
Unsecured short-term borrowings	**56,554**	47,842
Total	**$ 83,063**	**$ 72,371**

See Note 9 for further information about other secured financings.

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Unsecured short-term borrowings include the portion of unsecured long-term borrowings maturing within one year of the financial statement date and unsecured long-term borrowings that are redeemable within one year of the financial statement date at the option of the holder.

The firm accounts for promissory notes, commercial paper and certain hybrid financial instruments at fair value under the fair value option. See Note 8 for further information about unsecured short-term borrowings that are accounted for at fair value. Short-term borrowings that are not recorded at fair value are recorded based on the amount of cash received plus accrued interest, and such amounts approximate fair value due to the short-term nature of the obligations.

The table below presents unsecured short-term borrowings.

	As of	
in millions	**June 2011**	**December 2010**
Current portion of unsecured long-term borrowings [1]	**$ 33,236**	$ 25,396
Hybrid financial instruments	**14,456**	13,223
Promissory notes	**3,252**	3,265
Commercial paper	**925**	1,306
Other short-term borrowings	**4,685**	4,652
Total	**$ 56,554**	**$ 47,842**
Weighted average interest rate [2]	**1.74%**	1.77%

1. Includes $17.14 billion and $10.43 billion as of June 2011 and December 2010, respectively, guaranteed by the Federal Deposit Insurance Corporation (FDIC) under the Temporary Liquidity Guarantee Program (TLGP).

2. The weighted average interest rates for these borrowings include the effect of hedging activities and exclude financial instruments accounted for at fair value under the fair value option. See Note 7 for further information about hedging activities.

Note 16. Long-Term Borrowings

Long-term borrowings were comprised of the following:

	As of	
in millions	**June 2011**	**December 2010**
Other secured financings (long-term)	**$ 8,011**	$ 13,848
Unsecured long-term borrowings	**175,210**	174,399
Total	**$ 183,221**	**$ 188,247**

See Note 9 for further information about other secured financings. The table below presents unsecured long-term borrowings extending through 2060 and consisting principally of senior borrowings.

	As of June 2011			As of December 2010		
in millions	**U.S. Dollar**	**Non-U.S. Dollar**	**Total**	**U.S. Dollar**	**Non-U.S. Dollar**	**Total**
Fixed-rate obligations [1]	**$ 77,837**	**$ 40,387**	**$ 118,224**	$ 82,814	$ 35,885	$ 118,699
Floating-rate obligations [2]	**26,927**	**30,059**	**56,986**	27,316	28,384	55,700
Total [3]	**$ 104,764**	**$ 70,446**	**$ 175,210**	**$ 110,130**	**$ 64,269**	**$ 174,399**

1. Interest rates on U.S. dollar-denominated debt ranged from 0.10% to 10.04% (with a weighted average rate of 5.61%) and 0.20% to 10.04% (with a weighted average rate of 5.52%) as of June 2011 and December 2010, respectively. Interest rates on non-U.S. dollar-denominated debt ranged from 0.85% to 14.85% (with a weighted average rate of 4.75%) and 0.85% to 14.85% (with a weighted average rate of 4.65%) as of June 2011 and December 2010, respectively.

2. Floating interest rates generally are based on LIBOR or the federal funds target rate. Equity-linked and indexed instruments are included in floating-rate obligations.

3. Includes $0 and $8.58 billion as of June 2011 and December 2010, respectively, guaranteed by the FDIC under the TLGP.

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The table below presents unsecured long-term borrowings by maturity date. In the table below:

unsecured long-term borrowings maturing within one year of the financial statement date and unsecured long-term borrowings that are redeemable within one year of the financial statement date at the option of the holder are included as unsecured short-term borrowings;

unsecured long-term borrowings that are repayable prior to maturity at the option of the firm are reflected at their contractual maturity dates; and

unsecured long-term borrowings that are redeemable prior to maturity at the option of the holders are reflected at the dates such options become exercisable.

in millions	**As of June 2011**
2012	**$ 11,460**
2013	**23,195**
2014	**20,474**
2015	**17,685**
2016	**27,514**
2017 – thereafter	**74,882**
Total [1]	**$ 175,210**

1. Amount includes an increase of $6.23 billion to the carrying amount of certain unsecured long-term borrowings related to hedge accounting. The amounts related to the carrying value of unsecured long-term borrowings associated with the effect of hedge accounting by year of maturity are as follows: $206 million in 2012, $563 million in 2013, $696 million in 2014, $374 million in 2015, $698 million in 2016 and $3.69 billion in 2017 and thereafter.

The aggregate contractual principal amount of unsecured long-term borrowings (principal and non-principal protected) for which the fair value option was elected exceeded the related fair value by $538 million and $349 million as of June 2011 and December 2010, respectively.

The firm designates certain derivatives as fair value hedges to effectively convert a substantial portion of its fixed-rate unsecured long-term borrowings which are not accounted for at fair value into floating-rate obligations. Accordingly, excluding the cumulative impact of changes in the firm s credit spreads, the carrying value of unsecured long-term borrowings approximated fair value as of June 2011 and December 2010. For unsecured long-term borrowings for

which the firm did not elect the fair value option, the cumulative impact due to changes in the firm s own credit spreads would be a reduction in the carrying value of total unsecured long-term borrowings of less than 1% as of both June 2011 and December 2010. See Note 7 for further information about hedging activities.

The table below presents unsecured long-term borrowings, after giving effect to hedging activities that converted a substantial portion of fixed-rate obligations to floating-rate obligations.

	As of	
in millions	**June 2011**	**December 2010**
Fixed-rate obligations		
At fair value	**$ 516**	$ 22
At amortized cost [1]	**12,685**	5,877
Floating-rate obligations		
At fair value	**19,615**	18,148
At amortized cost [1]	**142,394**	150,352
Total	**$ 175,210**	**$ 174,399**

1. The weighted average interest rates on the aggregate amounts were 2.31% (6.25% related to fixed-rate obligations and 1.99% related to floating-rate obligations) and 1.90% (5.69% related to fixed-rate obligations and 1.74% related to floating-rate obligations) as of June 2011 and December 2010, respectively. These rates exclude financial instruments accounted for at fair value under the fair value option.

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Subordinated Borrowings

Unsecured long-term borrowings include subordinated debt and junior subordinated debt. Junior subordinated debt is junior in right of payment to other subordinated borrowings, which are junior to senior borrowings. As of

June 2011 and December 2010, subordinated debt had maturities ranging from 2014 to 2038 and 2012 to 2038, respectively. The table below presents subordinated borrowings.

	As of June 2011			**As of December 2010**		
in millions	**Par Amount**	**Carrying Amount**	**Rate [1]**	**Par Amount**	**Carrying Amount**	**Rate [1]**
Subordinated debt	**$14,490**	**$ 16,874**	**4.08%**	$14,345	$ 16,977	1.19%
Junior subordinated debt	**5,085**	**5,613**	**2.44%**	5,082	5,716	2.50%
Total subordinated borrowings	**$19,575**	**$ 22,487**	**3.65%**	**$19,427**	**$ 22,693**	**1.54%**

1. Weighted average interest rate after giving effect to fair value hedges used to convert these fixed-rate obligations into floating-rate obligations. See Note 7 for further information about hedging activities. See below for information about interest rates on junior subordinated debt.

Junior Subordinated Debt

Junior Subordinated Debt Issued to APEX Trusts. In 2007, Group Inc. issued a total of $2.25 billion of remarketable junior subordinated debt to Goldman Sachs Capital II and Goldman Sachs Capital III (APEX Trusts), Delaware statutory trusts. The APEX Trusts issued $2.25 billion of guaranteed perpetual Normal Automatic Preferred Enhanced Capital Securities (APEX) to third parties and a de minimis amount of common securities to Group Inc. Group Inc. also entered into contracts with the APEX Trusts to sell $2.25 billion of Group Inc. perpetual non-cumulative preferred stock (the stock purchase contracts).

The APEX Trusts are wholly-owned finance subsidiaries of the firm for regulatory and legal purposes but are not consolidated for accounting purposes.

The firm accounted for the stock purchase contracts as equity instruments and, accordingly, recorded the cost of the stock purchase contracts as a reduction to additional paid-in capital. See Note 19 for information on the preferred stock that Group Inc. will issue in connection with the stock purchase contracts.

The firm pays interest semi-annually on $1.75 billion of junior subordinated debt issued to Goldman Sachs Capital II at a fixed annual rate of 5.59% and the debt matures on June 1, 2043. The firm pays interest quarterly on $500 million of junior subordinated debt issued to Goldman Sachs Capital III at a rate per annum equal to three-month LIBOR plus 0.57% and the debt

matures on September 1, 2043. In addition, the firm makes contract payments at a rate of 0.20% per annum on the stock purchase contracts held by the APEX Trusts.

The firm has the right to defer payments on the junior subordinated debt and the stock purchase contracts, subject to limitations, and therefore cause payment on the APEX to be deferred. 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 or preferred stock.

In connection with the APEX issuance, the firm covenanted in favor of certain of its debtholders, who were initially and are currently the holders of Group Inc. s 6.345% Junior Subordinated Debentures due February 15, 2034, that, subject to certain exceptions, the firm would not redeem or purchase (i) Group Inc. s junior subordinated debt issued to the APEX Trusts prior to the applicable stock purchase date or (ii) APEX or shares of Group Inc. s perpetual Non-Cumulative Preferred Stock, Series E (Series E Preferred Stock) or perpetual Non-Cumulative Preferred Stock, Series F (Series F Preferred Stock) prior to the date that is ten years after the applicable stock purchase date, unless the applicable redemption or purchase price does not exceed a maximum amount determined by reference to the aggregate amount of net cash proceeds that the firm has received from the sale of qualifying equity securities during the 180-day period preceding the redemption or purchase.

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Junior Subordinated Debt Issued in Connection with Trust Preferred Securities. Group Inc. issued $2.84 billion of junior subordinated debentures in 2004 to Goldman Sachs Capital I (Trust), a Delaware statutory trust. The Trust issued $2.75 billion of guaranteed preferred beneficial interests to third parties and $85 million of common beneficial interests to Group Inc. and used the proceeds from the issuances to purchase the junior subordinated debentures from Group Inc. 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 semi-annually on the 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 for 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 semi-annual 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 Group Inc. unless all dividends payable on the preferred beneficial interests have been paid in full.

Note 17. Other Liabilities and Accrued Expenses

The table below presents other liabilities and accrued expenses by type.

	As of	
in millions	**June 2011**	**December 2010**
Compensation and benefits	**$ 6,354**	$ 9,089
Insurance-related liabilities	**15,754**	11,381
Noncontrolling interests [1]	**1,192**	872
Income tax-related liabilities [2]	**478**	2,042
Employee interests in consolidated funds	**297**	451
Subordinated liabilities issued by consolidated VIEs	**1,376**	1,526
Accrued expenses and other	**4,458**	4,650
Total	**$ 29,909**	**$ 30,011**

1. Includes $556 million and $593 million related to consolidated investment funds as of June 2011 and December 2010, respectively.

2. See Note 24 for further information about income taxes.

The table below presents insurance-related liabilities by type.

	As of	
in millions	**June 2011**	**December 2010**
Separate account liabilities	**$ 3,867**	$ 4,024
Liabilities for future benefits and unpaid claims	**10,863** [1]	6,308
Contract holder account balances	**799**	801
Reserves for guaranteed minimum death and income benefits	**225**	248
Total	**$ 15,754**	**$ 11,381**

1. Includes increased liabilities related to the acquisition of Paternoster U.K. Limited, a U.K. life insurance company, in the first quarter of 2011. In connection with this acquisition, the firm acquired $4.75 billion of assets (primarily financial instruments owned, at fair value, principally consisting of corporate debt securities) and assumed $4.35 billion of liabilities.

Separate account liabilities are supported by separate account assets, representing segregated contract holder funds under variable annuity and life insurance contracts. Separate account assets are included in Cash and securities segregated for regulatory and other purposes.

Liabilities for future benefits and unpaid claims include liabilities arising from reinsurance provided by the firm to other insurers. The firm had a receivable of $1.35 billion and $1.26 billion as of June 2011 and December 2010, respectively, related to such reinsurance contracts, which is reported in Receivables from customers and counterparties. In addition, the firm has ceded risks to reinsurers related to certain of its liabilities for future benefits and unpaid claims and had a receivable of $722 million and $839 million as of June 2011 and December 2010, respectively, related to such reinsurance contracts, which is reported in Receivables from customers and counterparties. Contracts to cede risks to reinsurers do not relieve the firm of its obligations to contract holders. Liabilities for future benefits and unpaid claims include $6.64 billion and $2.05 billion carried at fair value under the fair value option as of June 2011 and December 2010, respectively.

Reserves for guaranteed minimum death and income benefits represent a liability for the expected value of guaranteed benefits in excess of projected annuity account balances. These reserves are based on total payments expected to be made less total fees expected to be assessed over the life of the contract.

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Note 18. Commitments, Contingencies and Guarantees

Commitments
The table below presents the firm s commitments.

	Commitment Amount by Period of Expiration as of June 2011				Total Commitments as of	
in millions	Remainder of 2011	2012-2013	2014-2015	2016-Thereafter	June 2011	December 2010
Commitments to extend credit [1]						
Commercial lending:						
Investment-grade	**$ 1,652**	**$ 8,026**	**$ 3,788**	**$ 3,563**	**$ 17,029**	$ 12,330
Non-investment-grade	**1,711**	**4,369**	**3,972**	**5,943**	**15,995**	11,919
William Street credit extension program	**2,293**	**13,907**	**9,026**	**5,704**	**30,930**	27,383
Warehouse financing	**63**	**269**			**332**	265
Total commitments to extend credit	**5,719**	**26,571**	**16,786**	**15,210**	**64,286**	51,897
Contingent and forward starting resale and securities borrowing agreements [2]	**71,177**				**71,177**	46,886
Forward starting repurchase and securities lending agreements [2]	**19,180**				**19,180**	12,509
Underwriting commitments	**188**				**188**	835
Letters of credit [3]	**1,010**	**515**	**142**	**1**	**1,668**	2,210
Investment commitments	**2,339**	**6,698**	**326**	**923**	**10,286**	11,093
Other	**375**	**124**	**60**	**25**	**584**	389
Total commitments	**$99,988**	**$ 33,908**	**$ 17,314**	**$ 16,159**	**$167,369**	**$125,819**

1. Commitments to extend credit are presented net of amounts syndicated to third parties.

2. These agreements generally settle within three business days.

3. Consists of commitments under letters of credit issued by various banks which the firm provides to counterparties in lieu of securities or cash to satisfy various collateral and margin deposit requirements.

Commitments to Extend Credit

The firm s commitments to extend credit are agreements to lend with fixed termination dates and depend on the satisfaction of all contractual conditions to borrowing. The total commitment amount does not necessarily reflect actual future cash flows because the firm may syndicate all or substantial portions of these commitments and commitments can expire unused or be reduced or cancelled at the counterparty s request.

The firm generally accounts for commitments to extend credit at fair value. Losses, if any, are generally recorded, net of any fees in Other principal transactions.

Commercial Lending. The firm s commercial lending commitments are generally extended in connection with contingent acquisition financing and other types of corporate lending as well as commercial real estate financing. Commitments that are extended for contingent acquisition financing are often intended to be short-term in nature, as borrowers often seek to replace them with other funding sources.

William Street Credit Extension Program.
Substantially all of the commitments provided under the William Street credit extension program are to investment-grade corporate borrowers. Commitments under the program are principally extended by William Street Commitment Corporation (Commitment Corp.), a consolidated wholly-owned subsidiary of GS Bank USA, GS Bank USA, and other subsidiaries of GS Bank USA. Historically, commitments extended by Commitment Corp. were supported, in part, by funding raised by Funding Corp., another consolidated wholly-owned subsidiary of GS Bank USA. As of April 26, 2011, the funding raised by Funding Corp. had been repaid in its entirety. The commitments extended by Commitment Corp. that had been supported by this funding are now supported by funding from GS Bank USA.

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The assets and liabilities of Commitment Corp. are legally separated from other assets and liabilities of the firm. The assets of Commitment Corp. will not be available to its shareholders until the claims of its creditors have been paid. In addition, no affiliate of Commitment Corp., except in limited cases as expressly agreed in writing, is responsible for any obligation of Commitment Corp.

Sumitomo Mitsui Financial Group, Inc. (SMFG) provides the firm with credit loss protection that is generally limited to 95% of the first loss the firm realizes on approved loan commitments, up to a maximum of approximately $950 million, with respect to most of the William Street commitments. In addition, subject to the satisfaction of certain conditions, upon the firm s request, SMFG will provide protection for 70% of additional losses on such commitments, up to a maximum of $1.13 billion, of which $300 million and $375 million of protection had been provided as of June 2011 and December 2010, respectively. The firm also uses other financial instruments to mitigate credit risks related to certain William Street commitments not covered by SMFG.

Warehouse Financing. The firm provides financing to clients who warehouse financial assets. These arrangements are secured by the warehoused assets, primarily consisting of residential and commercial mortgages.

Contingent and Forward Starting Resale and Securities Borrowing Agreements/Forward Starting Repurchase and Securities Lending Agreements

The firm enters into resale and securities borrowing agreements and repurchase and securities lending agreements that settle at a future date. The firm also enters into commitments to provide contingent financing to its clients through resale agreements. The firm s funding of these commitments depends on the satisfaction of all contractual conditions to the resale agreement and these commitments can expire unused.

Investment Commitments

The firm s investment commitments consist of commitments to invest in private equity, real estate and other assets directly and through funds that the firm raises and manages. These commitments include $1.86 billion and $1.97 billion as of June 2011 and December 2010, respectively, related to real estate private investments and $8.43 billion and $9.12 billion as of June 2011 and December 2010, respectively, related to corporate and other private investments. Of these amounts, $9.48 billion and $10.10 billion as of June 2011 and December 2010, respectively, relate to commitments to invest in funds managed by the firm, which will be funded at market value on the date of investment.

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. The table below presents future minimum rental payments, net of minimum sublease rentals.

As of

in millions	**June 2011**
Remainder of 2011	**$ 251**
2012	**493**
2013	**428**
2014	**399**
2015	**366**
2016	**333**
2017-thereafter	**1,437**
Total	**$ 3,707**

Operating leases include office space held in excess of current requirements. Rent expense relating to space held for growth is included in Occupancy. The firm records a liability, based on the fair value of 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 on termination.

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Contingencies
Legal Proceedings. See Note 27 for information on legal proceedings, including certain mortgage-related matters.

Certain Mortgage-Related Contingencies. There are multiple areas of focus by regulators, governmental agencies and others within the mortgage market that may impact originators, issuers, servicers and investors. There remains significant uncertainty surrounding the nature and extent of any potential exposure for participants in this market.

Representations and Warranties. The firm was not a significant originator of residential mortgage loans. The firm did purchase loans originated by others and generally received loan-level representations of the type described below from the originators. During the period 2005 through 2008, the firm sold approximately $10 billion of loans to government-sponsored enterprises and approximately $11 billion of loans to other third parties. In addition, the firm transferred loans to trusts and other mortgage securitization vehicles. As of June 2011, the outstanding balance of the loans transferred to trusts and other mortgage securitization vehicles during the period 2005 through 2008 was approximately $45 billion. This amount reflects paydowns and cumulative losses of approximately $80 billion ($16 billion of which are cumulative losses). A small number of these Goldman Sachs-issued securitizations with an outstanding principal balance of $683 million and total paydowns and cumulative losses of $1.38 billion ($440 million of which are cumulative losses) were structured with credit protection obtained from monoline insurers. In connection with both sales of loans and securitizations, the firm provided loan level representations of the type described below and/or assigned the loan level representations from the party from whom the firm purchased the loans.

The loan level representations made in connection with the sale or securitization of mortgage loans varied among transactions but were generally detailed representations applicable to each loan in the portfolio and addressed matters relating to the property, the borrower and the note. These representations generally included, but were not limited to, the following: (i) certain attributes of the borrower s financial status; (ii) loan-to-value ratios, owner occupancy status and certain other characteristics of the property; (iii) the lien position; (iv) the fact that the loan was originated in compliance with law; and (v) completeness of the loan documentation.

To date, repurchase claims and actual repurchases of residential mortgage loans based upon alleged breaches of representations have not been significant and have mainly involved government-sponsored enterprises. During both the three and six months ended June 2011, the firm incurred an immaterial loss on the repurchase of less than $10 million of loans. As of June 2011, outstanding repurchase claims were not material.

Ultimately, the firm s exposure to claims for repurchase of residential mortgage loans based on alleged breaches of representations will depend on a number of factors including the following: (i) the extent to which these claims are actually made; (ii) the extent to which there are underlying breaches of representations that give rise to valid claims for repurchase; (iii) in the case of loans originated by others, the extent to which the firm could be held liable and, if it is, the firm s ability to pursue and collect on any claims against the parties who made representations to the firm; (iv) macro-economic factors, including developments in the residential real estate market; and (v) legal and regulatory developments.

Based upon the large number of defaults in residential mortgages, including those sold or securitized by the firm, there is a potential for increasing claims for repurchases. However, the firm is not in a position to make a meaningful estimate of that exposure at this time.

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Foreclosure and Other Mortgage Loan Servicing Practices and Procedures. The firm has received a number of requests for information from regulators and other agencies, including state attorneys general and banking regulators, as part of an industry-wide focus on the practices of lenders and servicers in connection with foreclosure proceedings and other aspects of mortgage loan servicing practices and procedures. The requests seek information about the foreclosure and servicing protocols and activities of Litton, the firm s residential mortgage servicing subsidiary, and any deviations therefrom. The firm is cooperating with the requests and is reviewing Litton s practices in this area. These inquiries may result in the imposition of fines or other regulatory action. Litton temporarily suspended evictions and foreclosure and real estate owned sales in a number of states, including those with judicial foreclosure procedures in the third quarter of 2010. Litton resumed these activities beginning in the fourth quarter of 2010. As of June 2011, the firm is not aware of foreclosures where the underlying foreclosure decision was not warranted. As of June 2011, the value of the firm s mortgage servicing rights was not material and any impact on their value would not be material to the firm. In connection with the pending sale of Litton, the firm agreed to provide certain representations and warranties, and specific indemnities related to Litton s servicing and foreclosure practices prior to the close of the sale.

Guaranteed Minimum Death and Income Benefits. In connection with its insurance business, the firm is contingently liable to provide guaranteed minimum death and income benefits to certain contract holders and has established a reserve related to $6.19 billion and $6.11 billion of contract holder account balances as of June 2011 and December 2010, respectively, for such benefits. The weighted average attained age of these contract holders was 69 years for both June 2011 and December 2010.

The net amount at risk, representing guaranteed minimum death and income benefits in excess of contract holder account balances, was $1.29 billion and $1.60 billion as of June 2011 and December 2010, respectively. See Note 17 for further information about insurance liabilities.

Guarantees

The firm enters into various derivatives that meet the definition of a guarantee under U.S. GAAP, including written equity and commodity put options, written currency contracts and interest rate caps, floors and swaptions. Disclosures about derivatives are not required if they may be cash settled and the firm has no basis to conclude it is probable that the counterparties held the underlying instruments at inception of the contract. The firm has concluded that these conditions have been met for certain large, internationally active commercial and investment bank counterparties and certain other counterparties. Accordingly, the firm has not included such contracts in the table 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 the ordinary course of business, the firm provides other financial guarantees of the obligations of third parties (e.g., standby letters of credit and other guarantees to enable clients to complete transactions and fund-related guarantees). These guarantees represent obligations to make payments to beneficiaries if the guaranteed party fails to fulfill its obligation under a contractual arrangement with that beneficiary.

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The table below presents certain information about derivatives that meet the definition of a guarantee and certain other guarantees. The maximum payout in the table below is based on the notional amount of the contract and therefore does not represent anticipated losses. See Note 7 for further information about credit derivatives that meet the definition of a guarantee which are not included below.

Because derivatives are accounted for at fair value, carrying value is considered the best indication of payment/performance risk for individual contracts. However, the carrying values below exclude the effect of a legal right of setoff that may exist under an enforceable netting agreement and the effect of netting of cash collateral posted under credit support agreements.

	As of June 2011					
	Carrying	Maximum Payout/Notional Amount by Period of Expiration				
in millions	Value of Net Liability	Remainder of 2011	2012-2013	2014-2015	2016-Thereafter	Total
Derivatives [1]	**$ 8,941**	**$282,572**	**$ 397,688**	**$ 72,796**	**$75,698**	**$ 828,754**
Securities lending indemnifications [2]		**32,604**				**32,604**
Other financial guarantees [3]	**30**	**249**	**1,251**	**490**	**1,188**	**3,178**

1. These derivatives are risk managed together with derivatives that do not meet the definition of a guarantee, and therefore these amounts do not reflect the firm s overall risk related to its derivative activities.

2. Collateral held by the lenders in connection with securities lending indemnifications was $33.58 billion as of June 2011. Because the contractual nature of these arrangements requires the firm to obtain collateral with a market value that exceeds the value of the securities lent to the borrower, there is minimal performance risk associated with these guarantees.

3. Other financial guarantees excludes certain commitments to issue standby letters of credit that are included in Commitments to extend credit. See table in Commitments above for a summary of the firm s commitments.

As of December 2010, the carrying value of the net liability related to derivative guarantees and other financial guarantees was $8.26 billion and $28 million, respectively.

Guarantees of Securities Issued by Trusts. The firm has established trusts, including Goldman Sachs Capital I, II and III, and other entities for the limited purpose of issuing securities to third parties, lending the proceeds to the firm and entering into contractual arrangements with the firm and third parties related to this purpose. The firm does not consolidate these entities. See Note 16 for further information about the transactions involving Goldman Sachs Capital I, II and III.

The firm effectively provides for the full and unconditional guarantee of the securities issued by these entities. Timely payment by the firm of amounts due to these entities under the borrowing, preferred stock and related contractual arrangements will be sufficient to cover payments due on the securities issued by these entities.

Management believes that it is unlikely that any circumstances will occur, such as nonperformance on the part of paying agents or other service providers, that would make it necessary for the firm to make payments related to these entities other than those required under the terms of the borrowing, preferred stock and related contractual arrangements and in connection with certain expenses incurred by these entities.

Indemnities and Guarantees of Service Providers. In the ordinary course of 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 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.

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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 material liabilities related to these guarantees and indemnifications have been recognized in the condensed consolidated statements of financial condition as of June 2011 and December 2010.

Other Representations, Warranties and Indemnifications. 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 ordinary 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 material liabilities related to these arrangements have been recognized in the condensed consolidated statements of financial condition as of June 2011 and December 2010.

Guarantees of Subsidiaries. Group Inc. fully and unconditionally guarantees the securities issued by GS Finance Corp., a wholly-owned finance subsidiary of the firm.

Group Inc. has guaranteed the payment obligations of Goldman, Sachs & Co. (GS&Co.), GS Bank USA, GS Bank Europe and Goldman Sachs Execution & Clearing, L.P. (GSEC), subject to certain exceptions.

In November 2008, the firm contributed subsidiaries into GS Bank USA, and Group Inc. agreed to guarantee certain losses, including credit-related losses, relating to assets held by the contributed entities. In connection with this guarantee, Group Inc. also agreed to pledge to GS Bank USA certain collateral, including interests in subsidiaries and other illiquid assets.

In addition, Group Inc. guarantees many of the obligations of its other consolidated subsidiaries on a transaction-by-transaction basis, as negotiated with counterparties. Group Inc. is unable to develop an estimate of the maximum payout under its subsidiary guarantees; however, because these guaranteed obligations are also obligations of consolidated subsidiaries included in the table above, Group Inc. s liabilities as guarantor are not separately disclosed.

Note 19. Shareholders Equity
Common Equity

On July 18, 2011, Group Inc. declared a dividend of $0.35 per common share to be paid on September 29, 2011 to common shareholders of record on September 1, 2011.

The firm s share repurchase program is intended to help maintain the appropriate level of common equity and to substantially offset increases in share count over time resulting from employee share-based compensation. The repurchase program is effected primarily through regular open-market purchases, the amounts and timing of which are determined primarily by the firm s current and projected capital positions (i.e., comparisons of the firm s desired level and composition of capital to its actual level and composition of capital) and the issuance of shares resulting from employee share-based compensation, but which may also be influenced by general market conditions and the prevailing price and trading volumes of the firm s common stock. Any repurchase of the firm s common stock requires approval by the Board of Governors of the Federal Reserve System (Federal Reserve Board).

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During the three and six months ended June 2011, the firm repurchased 10.8 million and 19.8 million shares of its common stock at an average cost per share of $139.20 and $150.14, for a total cost of $1.50 billion and $2.97 billion, respectively, under the share repurchase program. In addition, pursuant to the terms of certain share-based compensation plans, employees may remit shares to the firm or the firm may cancel RSUs to satisfy minimum statutory

employee tax withholding requirements. Under these plans, during the six months ended June 2011, employees remitted 75,378 shares with a total value of $12 million and the firm cancelled 11.0 million of RSUs with a total value of $1.78 billion.

Preferred Equity

The table below presents perpetual preferred stock issued and outstanding.

Series	Shares Authorized	Shares Issued	Shares Outstanding	Dividend Rate	Earliest Redemption Date	Redemption Value *(in millions)*
A	50,000	30,000	29,999	3 month LIBOR + 0.75%, with floor of 3.75% per annum	April 25, 2010	$ 750
B	50,000	32,000	32,000	6.20% per annum	October 31, 2010	800
C	25,000	8,000	8,000	3 month LIBOR + 0.75%, with floor of 4.00% per annum	October 31, 2010	200
D	60,000	54,000	53,999	3 month LIBOR + 0.67%, with floor of 4.00% per annum	May 24, 2011	1,350
	185,000	**124,000**	**123,998**			**$ 3,100**

Each share of non-cumulative Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock issued and outstanding 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, subject to the approval of the Federal Reserve Board, at a redemption price equal to $25,000 plus declared and unpaid dividends.

All series of preferred stock are pari passu and have a preference over the firm s common stock on liquidation. 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.

In 2007, the Board of Directors of Group Inc. (Board) authorized 17,500.1 shares of Series E Preferred Stock, and 5,000.1 shares of Series F Preferred Stock, in connection with the APEX Trusts. See Note 16 for further information.

Under the stock purchase contracts with the APEX Trusts, Group Inc. will issue on the relevant stock purchase dates (on or before June 1, 2013 and September 1, 2013 for Series E and Series F Preferred Stock, respectively) one share of Series E and Series F Preferred Stock to Goldman Sachs Capital II and III, respectively, for each $100,000 principal amount of subordinated debt held by these trusts. When issued, each share of Series E and Series F Preferred Stock will have a par value of $0.01 and a liquidation preference of $100,000 per share.

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Dividends on Series E Preferred Stock, if declared, will be payable semi-annually at a fixed annual rate of 5.79% if the stock is issued prior to June 1, 2012 and quarterly thereafter, at a rate per annum equal to the greater of (i) three-month LIBOR plus 0.77% and (ii) 4.00%.

Dividends on Series F Preferred Stock, if declared, will be payable quarterly at a rate per annum equal to three-month LIBOR plus 0.77% if the stock is issued prior to September 1, 2012 and quarterly thereafter, at a rate per annum equal to the greater of (i) three-month LIBOR plus 0.77% and (ii) 4.00%.

The preferred stock may be redeemed at the option of the firm on the stock purchase dates or any day thereafter, subject to approval from the Federal Reserve Board and certain covenant restrictions governing the firm s ability to redeem or purchase the preferred stock without issuing common stock or other instruments with equity-like characteristics.

In March 2011, the firm provided notice to Berkshire Hathaway Inc. and certain of its subsidiaries (collectively, Berkshire Hathaway) that it would redeem in full the

50,000 shares of the firm s 10% Cumulative Perpetual Preferred Stock, Series G (Series G Preferred Stock) held by Berkshire Hathaway for the stated redemption price of $5.50 billion ($110,000 per share), plus accrued and unpaid dividends. In connection with this notice, the firm recognized a preferred dividend of $1.64 billion (calculated as the difference between the carrying value and redemption value of the preferred stock), which was recorded as a reduction to the firm s first quarter earnings applicable to common shareholders and common shareholders equity. The redemption also resulted in the acceleration of $24 million of preferred dividends related to the period from April 1, 2011 to the redemption date, which was included in the firm s results during the three months ended March 2011. The Series G Preferred Stock was redeemed on April 18, 2011. Berkshire Hathaway continues to hold a five-year warrant, issued in October 2008, to purchase up to 43.5 million shares of common stock at an exercise price of $115.00 per share.

The table below presents preferred dividends declared on preferred stock.

	Three Months Ended June				**Six Months Ended June**			
	2011		**2010**		**2011**		**2010**	
	per share	*in millions*	*per share*	*in millions*	*per share*	*in millions*	*per share*	*in millions*
Series A	**$ 231.77**	**$ 7**	$ 231.77	$ 7	**$ 471.35**	**$ 14**	$ 471.35	$ 14

Series B	**387.50**	**13**	387.50	13	**775.00**	**25**	775.00	25
Series C	**247.22**	**2**	247.22	2	**502.78**	**4**	502.78	4
Series D	**247.22**	**13**	247.22	13	**502.78**	**27**	502.78	27
Series G			2,500.00	125	**2,500.00**	**125** [1]	5,000.00	250
Total		**$ 35**		**$ 160**		**$ 195**		**$ 320**

1. Excludes preferred dividends related to the redemption of the firm s Series G Preferred Stock.

Accumulated Other Comprehensive Income/(Loss)

The table below presents accumulated other comprehensive income/(loss) by type.

		As of
in millions	**June 2011**	**December 2010**
Currency translation adjustment, net of tax	**$ (205)**	$ (170)
Pension and postretirement liability adjustments, net of tax	**(226)**	(229)
Net unrealized gains on available-for-sale securities, net of tax [1]	**84**	113
Total accumulated other comprehensive loss, net of tax	**$ (347)**	**$ (286)**

1. Substantially all consists of net unrealized gains on available-for-sale securities held by the firm s insurance subsidiaries as of both June 2011 and December 2010.

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Note 20. Regulation and Capital Adequacy

The Federal Reserve Board is the primary regulator of Group Inc., a bank holding company and a financial holding company under the U.S. Bank Holding Company Act of 1956. As a bank holding company, the firm is subject to consolidated regulatory capital requirements that are computed in accordance with the Federal Reserve Board s capital adequacy regulations currently applicable to bank holding companies (Basel 1). These capital requirements, which are based on the Capital Accord of the Basel Committee on Banking Supervision (Basel Committee), are expressed as capital ratios that compare measures of capital to risk-weighted assets (RWAs). The firm s bank depository institution subsidiaries, including GS Bank USA, are subject to similar capital requirements.

Under the Federal Reserve Board s capital adequacy requirements and the regulatory framework for prompt corrective action that is applicable to GS Bank USA, the firm and its bank depository institution subsidiaries must meet specific capital requirements that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory reporting practices. The firm and its bank depository institution subsidiaries capital amounts, as well as GS Bank USA s prompt corrective action classification, are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Many of the firm s subsidiaries, including GS&Co. and the firm s other broker-dealer subsidiaries, are subject to separate regulation and capital requirements as described below.

Group Inc.

Federal Reserve Board regulations require bank holding companies to maintain a minimum Tier 1 capital ratio of 4% and a minimum total capital ratio of 8%. The required minimum Tier 1 capital ratio and total capital ratio in order to be considered a well-capitalized bank holding company under the Federal Reserve Board guidelines are 6% and 10%, respectively. Bank holding companies may be expected to maintain ratios well above the minimum

levels, depending on their particular condition, risk profile and growth plans. The minimum Tier 1 leverage ratio is 3% for bank holding companies that have received the highest supervisory rating under Federal Reserve Board guidelines or that have implemented the Federal Reserve Board s risk-based capital measure for market risk. Other bank holding companies must have a minimum Tier 1 leverage ratio of 4%.

The table below presents information regarding Group Inc. s regulatory capital ratios.

	As of	
$ in millions	**June 2011**	**December 2010**
Tier 1 capital	**$ 66,365**	$ 71,233
Tier 2 capital	**13,811**	13,660
Total capital	**80,176**	84,893

Risk-weighted assets	**451,010**	444,290
Tier 1 capital ratio	**14.7%**	16.0%
Total capital ratio	**17.8%**	19.1%
Tier 1 leverage ratio	**7.3%**	8.0%

RWAs under the Federal Reserve Board s risk-based capital guidelines are calculated based on the amount of market risk and credit risk. RWAs for market risk are determined by reference to the firm s Value-at-Risk (VaR) models, supplemented by other measures to capture risks not reflected in VaR models. Credit risk for on-balance sheet assets is based on the balance sheet value. For off-balance sheet exposures, including OTC derivatives and commitments, a credit equivalent amount is calculated based on the notional amount of each trade. All such assets and amounts are then assigned a risk weight depending on, among other things, whether the counterparty is a sovereign, bank or qualifying securities firm or other entity (or if collateral is held, depending on the nature of the collateral).

Tier 1 leverage ratio is defined as Tier 1 capital under Basel 1 divided by average adjusted total assets (which includes adjustments for disallowed goodwill and intangible assets, and the carrying value of equity investments in non-financial companies that are subject to deductions from Tier 1 capital).

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Regulatory Reform
The firm is currently working to implement the requirements set out in the Federal Reserve Board s Capital Adequacy Guidelines for Bank Holding Companies: Internal-Ratings-Based and Advanced Measurement Approaches, which are based on the advanced approaches under the Revised Framework for the International Convergence of Capital Measurement and Capital Standards issued by the Basel Committee as applicable to Group Inc. as a bank holding company (Basel 2). U.S. banking regulators have incorporated the Basel 2 framework into the existing risk-based capital requirements by requiring that internationally active banking organizations, such as Group Inc., adopt Basel 2 following the successful completion of a parallel run. As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), U.S. banking regulators have adopted a rule which requires large banking organizations, upon adoption of Basel 2, to continue to calculate risk-based capital ratios under both Basel 1 and Basel 2. For each of the Tier 1 and Total capital ratios, the lower of the ratios calculated will be used to determine whether the bank meets its minimum risk-based capital requirements.

In addition, the Basel Committee has undertaken a program of substantial revisions to its capital guidelines. In particular, the changes in the Basel 2.5 guidelines will result in increased capital requirements for market risk; additionally, the Basel 3 guidelines issued by the Basel Committee in December 2010 revise the definition of Tier 1 capital, introduce Tier 1 common equity as a regulatory metric, set new minimum capital ratios (including a new capital conservation buffer, which must be composed exclusively of Tier 1 common equity and will be in addition to the other capital ratios), introduce a Tier 1 leverage ratio within international guidelines for the first time, and make substantial revisions to the computation of risk-weighted assets for credit exposures. Implementation of the new requirements is expected to take place over the next several years. Although the U.S. federal banking agencies have now issued proposed rules that are intended to implement certain aspects of the Basel 2.5 guidelines, they have not yet addressed all aspects of those guidelines or the Basel 3 changes. In addition, both the Basel Committee and U.S. banking regulators implementing the Dodd-Frank

Act have indicated that they will impose more stringent capital standards on systemically important financial institutions. The Basel Committee has proposed a methodology to assess the global systemic importance of a bank and the range of loss absorbing capital that a bank that is deemed systemically important should maintain. Because this proposal has not yet been adopted by the Basel Committee, the assessment criteria have not yet been finalized; nevertheless, it is probable that they will apply to the firm. Therefore, the regulations ultimately applicable to the firm may be substantially different from those that have been published to date.

The Dodd-Frank Act will subject the firm at a firmwide level to the same leverage and risk-based capital requirements that apply to depository institutions and directs banking regulators to impose additional capital requirements as disclosed above. The Federal Reserve Board will be required to begin implementing the new leverage and risk-based capital regulation by January 2012. As a consequence of these changes, Tier 1 capital treatment for the firm s junior subordinated debt issued to trusts will be phased out over a three-year period beginning on January 1, 2013. The interaction between the Dodd-Frank Act and the Basel Committee s proposed changes adds further uncertainty to the firm s future capital requirements.

A number of other governmental entities and regulators, including the U.S. Treasury, the European Union (EU) and the U.K. s Financial Services Authority (FSA), have also proposed or announced changes which will result in increased capital requirements for financial institutions.

As a consequence of these developments, the firm expects minimum capital ratios required to be maintained under Federal Reserve Board regulations will be increased and changes in the prescribed calculation methodology are expected to result in higher RWAs and lower capital ratios than those currently computed.

The capital requirements of several of the firm s subsidiaries will also be impacted in the future by the various proposals from the Basel Committee, the Dodd-Frank Act, and other governmental entities and regulators.

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Bank Subsidiaries
GS Bank USA, an FDIC-insured, New York State-chartered bank and a member of the Federal Reserve System and the FDIC, is regulated by the Federal Reserve Board and the New York State Banking Department and is subject to minimum capital requirements (described further below) that are calculated in a manner similar to those applicable to bank holding companies. GS Bank USA computes its capital ratios in accordance with the regulatory capital guidelines currently applicable to state member banks, which are based on Basel 1 as implemented by the Federal Reserve Board, for purposes of assessing the adequacy of its capital. In order to be considered a well-capitalized depository institution under the Federal Reserve Board guidelines, GS Bank USA must maintain a Tier 1 capital ratio of at least 6%, a total capital ratio of at least 10% and a Tier 1 leverage ratio of at least 5%. In November 2008, the firm contributed subsidiaries into GS Bank USA. In connection with this contribution, GS Bank USA agreed with the Federal Reserve Board to minimum capital ratios in excess of these well-capitalized levels. Accordingly, for a period of time, GS Bank USA is expected to maintain a Tier 1 capital ratio of at least 8%, a total capital ratio of at least 11% and a Tier 1 leverage ratio of at least 6%.

The table below presents information regarding GS Bank USA s regulatory capital ratios under Basel 1 as implemented by the Federal Reserve Board.

	As of	
	June 2011	**December 2010**
Tier 1 capital ratio	**19.1%**	18.8%
Total capital ratio	**20.1%** [1]	23.9%
Tier 1 leverage ratio	**21.5%**	19.5%

1. The decrease from December 2010 to June 2011 is primarily related to GS Bank USA s repayment of $4.00 billion of subordinated debt to Group Inc. and $1.00 billion dividend to Group Inc. in the first quarter of 2011.

GS Bank USA is currently working to implement the Basel 2 framework. Similar to the firm s requirement as a bank holding company, GS Bank USA is required to adopt Basel 2 following the successful completion of a parallel run. In addition, the capital requirements for GS Bank USA are expected to be impacted by changes to the Basel Committee s capital guidelines and by the Dodd-Frank Act, as outlined above.

The deposits of GS Bank USA are insured by the FDIC to the extent provided by law. The Federal Reserve Board requires depository institutions to maintain cash reserves with a Federal Reserve Bank. The amount deposited by the firm s depository institution subsidiaries held at the Federal Reserve Bank was approximately $31.77 billion and

$28.12 billion as of June 2011 and December 2010, respectively, which exceeded required reserve amounts by $31.19 billion and $27.45 billion as of June 2011 and December 2010, respectively. GS Bank Europe, a wholly-owned credit institution, is regulated by the Central Bank of Ireland and is subject to minimum capital requirements. As of June 2011 and December 2010, GS Bank USA and GS Bank Europe were both in compliance with all regulatory capital requirements.

Transactions between GS Bank USA and its subsidiaries and Group Inc. and its subsidiaries and affiliates (other than, generally, subsidiaries of GS Bank USA) are regulated by the Federal Reserve Board. These regulations generally limit the types and amounts of transactions (including loans to and borrowings from GS Bank USA) that may take place and generally require those transactions to be on an arm s-length basis.

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Broker-Dealer Subsidiaries
The firm s U.S. regulated broker-dealer subsidiaries include GS&Co. and GSEC. GS&Co. and GSEC are registered U.S. broker-dealers and futures commission merchants, and are subject to regulatory capital requirements, including those imposed by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), Chicago Mercantile Exchange, the Financial Industry Regulatory Authority, Inc. (FINRA) and the National Futures Association. Rule 15c3-1 of the SEC and Rule 1.17 of the CFTC specify uniform minimum net capital requirements, as defined, for their registrants, and also effectively require that a significant part of the registrants assets be kept in relatively liquid form. 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 June 2011, GS&Co. had regulatory net capital, as defined by Rule 15c3-1, of $11.51 billion, which exceeded the amount required by $9.61 billion. As of June 2011, GSEC had regulatory net capital, as defined by Rule 15c3-1, of $1.68 billion, which exceeded the amount required by $1.55 billion.

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 June 2011 and December 2010, GS&Co. had tentative net capital and net capital in excess of both the minimum and the notification requirements.

Insurance Subsidiaries
The firm has U.S. insurance subsidiaries that are subject to state insurance regulation and oversight in the states in which they are domiciled and in the other states in which they are licensed. In addition, certain of

the firm s insurance subsidiaries outside of the U.S. are regulated by the FSA and certain are regulated by the Bermuda Monetary Authority. The firm s insurance subsidiaries were in compliance with all regulatory capital requirements as of June 2011 and December 2010.

Other Non-U.S. Regulated Subsidiaries
The firm s principal non-U.S. regulated subsidiaries include Goldman Sachs International (GSI) and Goldman Sachs Japan Co., Ltd. (GSJCL). GSI, the firm s regulated U.K. broker-dealer, is subject to the capital requirements of the FSA. GSJCL, the firm s regulated Japanese broker-dealer, is subject to the capital requirements imposed by Japan s Financial Services Agency. As of June 2011 and December 2010, GSI and GSJCL 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 June 2011 and December 2010, these subsidiaries were in compliance with their local capital adequacy requirements.

Restrictions on Payments
The regulatory requirements referred to above restrict Group Inc. s ability to withdraw capital from its regulated subsidiaries. As of June 2011 and December 2010, approximately $24.85 billion and $24.70 billion, respectively, of net assets of regulated subsidiaries were restricted as to the payment of dividends to Group Inc. In addition to

limitations on the payment of dividends imposed by federal and state laws, the Federal Reserve Board, the FDIC and the New York State Banking Department have authority to prohibit or to limit the payment of dividends by the banking organizations they supervise (including GS Bank USA) if, in the relevant regulator s opinion, payment of a dividend would constitute an unsafe or unsound practice in the light of the financial condition of the banking organization.

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Note 21. Earnings Per Common Share

Basic earnings per common share (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 RSUs 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 for stock warrants and options and for RSUs

for which future service is required as a condition to the delivery of the underlying common stock. The firm treats unvested share-based payment awards that have non-forfeitable rights to dividends or dividend equivalents as a separate class of securities in calculating EPS.

The table below presents the computations of basic and diluted EPS.

	Three Months Ended June		Six Months Ended June	
in millions, except per share amounts	**2011**	**2010**	**2011**	**2010**
Numerator for basic and diluted EPS net earnings applicable to common shareholders	**$ 1,052**	**$ 453**	**$ 1,960**	**$ 3,749**
Denominator for basic EPS weighted average number of common shares	**531.9**	539.8	**536.2**	542.9
Effect of dilutive securities:				
RSUs	**14.3**	14.2	**13.4**	13.2
Stock options and warrants	**23.3**	26.4	**26.8**	29.1
Dilutive potential common shares	**37.6**	40.6	**40.2**	42.3

Denominator for diluted EPS weighted average number of common shares and dilutive potential common shares	**569.5**	580.4	**576.4**	585.2
Basic EPS	**$ 1.96**	$ 0.82	**$ 3.62**	$ 6.87
Diluted EPS	**1.85**	0.78	**3.40**	6.41

In the table above, unvested share-based payment awards that have non-forfeitable rights to dividends or dividend equivalents are treated as a separate class of securities in calculating EPS. The impact of applying this methodology was a reduction to basic EPS of $0.02 for both the three months ended June 2011 and

June 2010, and $0.04 for both the six months ended June 2011 and June 2010.

The diluted EPS computations in the table above do not include the antidilutive effect as follows:

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Number of antidilutive RSUs and common shares underlying antidilutive stock options and warrants	**6.5**	6.1	**6.3**	6.0

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Note 22. Transactions with 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 or incentive fees from these funds. Additionally, the firm invests alongside the third-party investors in certain funds.

The tables below present fees earned from affiliated funds, fees receivable from affiliated funds and the aggregate carrying value of the firm s interests in affiliated funds.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Fees earned from affiliated funds	**$ 664**	$ 597	**$ 1,516**	$ 1,150

	As of	
in millions	**June 2011**	**December 2010**
Fees receivable from funds	**$ 698**	$ 886
Aggregate carrying value of interests in funds	**15,071**	14,773

The firm has provided voluntary financial support to certain of its funds that have experienced significant reductions in capital and liquidity or had limited access to the debt markets during the financial crisis. As of June 2011 and December 2010, the firm had exposure to these funds in the form of loans and guarantees of $297 million and $253 million, respectively, primarily related to certain real estate funds. In addition, as of December 2010, the firm had outstanding commitments to extend credit to these funds of $160 million. No such commitments were outstanding as of June 2011.

The firm may provide additional voluntary financial support to these funds if they were to experience significant financial distress; however, such amounts are not expected to be material to the firm. In the ordinary course of business, the firm may also engage in other activities with these funds, including, among others, securities lending,

trade execution, market making, custody, and acquisition and bridge financing. See Note 18 for the firm s investment commitments related to these funds.

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Note 23. Interest Income and Interest Expense

Interest income is recorded on an accrual basis based on contractual interest rates. The table below presents the sources of interest income and interest expense.

in millions	Three Months Ended June 2011	Three Months Ended June 2010	Six Months Ended June 2011	Six Months Ended June 2010
Interest income				
Deposits with banks	**$ 27**	$ 18	**$ 56**	$ 33
Securities borrowed, securities purchased under agreements to resell and federal funds sold	**233**	136	**402**	215
Financial instruments owned, at fair value	**2,948**	2,785	**5,463**	5,406
Other interest [1]	**473**	363	**867**	649
Total interest income	**3,681**	3,302	**6,788**	6,303
Interest expense				
Deposits	**68**	69	**140**	137
Securities loaned and securities sold under agreements to repurchase	**236**	163	**437**	299
Financial instruments sold, but not yet purchased, at fair value	**763**	481	**1,259**	976
Short-term borrowings [2]	**122**	113	**251**	231
Long-term borrowings [2]	**856**	738	**1,642**	1,484
Other interest [3]	**223**	119	**288**	139
Total interest expense	**2,268**	1,683	**4,017**	3,266
Net interest income	**$ 1,413**	**$ 1,619**	**$ 2,771**	**$ 3,037**

1. Primarily includes interest income on customer debit balances and other interest-earning assets.

2. Includes interest on unsecured borrowings and other secured financings.

3. Primarily includes interest expense on customer credit balances and other interest-bearing liabilities.

Note 24. Income Taxes

Provision for Income Taxes

Income taxes are provided for using the asset and liability method under which deferred tax assets and liabilities are recognized for temporary differences between the financial reporting and tax bases of assets and liabilities. The firm reports interest expense related to income tax matters in Provision for taxes and income tax penalties in Other expenses.

Deferred Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities. These temporary differences result in taxable or deductible amounts in future years and are measured using the tax rates and laws that will be in effect when such differences are expected to reverse. Valuation allowances are established to reduce deferred tax assets to the amount that more likely than not will be realized. Tax assets and liabilities are presented as a component of Other assets and Other liabilities and accrued expenses, respectively.

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Unrecognized Tax Benefits
The firm recognizes tax positions in the financial statements only when it is more likely than not that the position will be sustained on examination by the relevant taxing authority based on the technical merits of the position. A position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized on settlement. A liability is established for differences between positions taken in a tax return and amounts recognized in the financial statements.

Regulatory Tax Examinations
The firm is subject to examination by the U.S. Internal Revenue Service (IRS) and other taxing authorities in jurisdictions where the firm has significant business operations, such as the United Kingdom, Japan, Hong Kong, Korea and various states, such as New York. The tax years under examination vary by jurisdiction. The firm believes that during 2011, certain audits have a reasonable possibility of being completed. The firm does not expect completion of these audits to have a material impact on the firm s financial condition but it may be material to operating results for a particular period, depending, in part, on the operating results for that period.

The table below presents the earliest tax years that remain subject to examination by major jurisdiction.

Jurisdiction	**As of June 2011**
U.S. Federal [1]	2005
New York State and City [2]	2004
United Kingdom	2007
Japan [3]	2005
Hong Kong	2005
Korea	2008

1. IRS examination of fiscal 2008 through calendar 2010 will begin during 2011. IRS examination of fiscal 2005, 2006 and 2007 began during 2008. IRS examination of fiscal 2003 and 2004 has been completed but the liabilities for those years are not yet final.

2. New York State and City examination of fiscal 2004, 2005 and 2006 began in 2008.

3. Japan National Tax Agency examination of fiscal 2005 through 2009 began during the first quarter of 2010.

All years subsequent to the above remain open to examination by the taxing authorities. The firm believes that the liability for unrecognized tax benefits it has established is adequate in relation to the potential for additional assessments.

Note 25. Business Segments

In the fourth quarter of 2010, the firm reorganized its three previous reportable business segments into four new reportable business segments: Investment Banking, Institutional Client Services, Investing & Lending and Investment Management. Prior periods are presented on a comparable basis.

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 and benefits expenses in the firm s segments reflect, among other factors, the overall performance of the firm as well as the performance of individual businesses. 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 firm allocates revenues and expenses among the four reportable business segments. Due to the integrated nature of these segments, estimates and judgments are made in allocating certain revenue and expense items. Transactions between segments are based on specific criteria or approximate third-party rates. Total operating expenses include corporate items that have not been allocated to individual business segments. The allocation process is based on the manner in which management views the business of the firm.

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

in millions		For the Three Months Ended or as of June 2011	2010	For the Six Months Ended or as of June 2011	2010
Investment Banking	Net revenues	**$ 1,448**	$ 941	**$ 2,717**	$ 2,144
	Operating expenses	**981**	713	**1,904**	1,593
	Pre-tax earnings	**$ 467**	**$ 228**	**$ 813**	**$ 551**
	Segment assets	**$ 1,670**	**$ 1,345**	**$ 1,670**	**$ 1,345**
Institutional Client Services	Net revenues [1]	**$ 3,515**	$ 4,981	**$ 10,162**	$ 13,488
	Operating expenses	**3,040**	4,173	**7,624**	9,004
	Pre-tax earnings	**$ 475**	**$ 808**	**$ 2,538**	**$ 4,484**
	Segment assets	**$ 844,569**	**$ 787,148**	**$ 844,569**	**$ 787,148**
Investing & Lending	Net revenues	**$ 1,044**	$ 1,786	**$ 3,749**	$ 3,756
	Operating expenses	**547**	934	**1,778**	1,842
	Pre-tax earnings	**$ 497**	**$ 852**	**$ 1,971**	**$ 1,914**
	Segment assets	**$ 79,058**	**$ 83,727**	**$ 79,058**	**$ 83,727**
Investment Management	Net revenues	**$ 1,274**	$ 1,133	**$ 2,547**	$ 2,228
	Operating expenses	**1,056**	954	**2,123**	1,903
	Pre-tax earnings	**$ 218**	**$ 179**	**$ 424**	**$ 325**

	Segment assets	**$ 11,613**	**$ 10,968**	**$ 11,613**	**$ 10,968**
Total	**Net revenues**	**$ 7,281**	**$ 8,841**	**$ 19,175**	**$ 21,616**
	Operating expenses	**5,669**	**7,393**	**13,523**	**15,009**
	Pre-tax earnings	**$ 1,612**	**$ 1,448**	**$ 5,652**	**$ 6,607**
	Total assets	**$ 936,910**	**$ 883,188**	**$ 936,910**	**$ 883,188**

1. Includes $21 million and $37 million for the three months ended June 2011 and June 2010, respectively, and $50 million and $63 million for the six months ended June 2011 and June 2010, respectively, of realized gains on securities held in the firm s insurance subsidiaries which are accounted for as available-for-sale.

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Operating expenses in the table above include the following expenses that have not been allocated to the firm s segments:

- net provisions for a number of litigation and regulatory proceedings of $45 million and $615 million for the three months ended June 2011 and June 2010, respectively, and $69 million and $636 million for the six months ended June 2011 and June 2010, respectively;

- charitable contributions of $25 million for both the six months ended June 2011 and June 2010; and

- real estate-related exit costs of $4 million and $6 million for the three and six months ended June 2010, respectively.

The tables below present the amounts of net interest income included in net revenues, and the amounts of depreciation and amortization expense included in pre-tax earnings.

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Investment Banking	**$**	$	**$**	$
Institutional Client Services	**918**	1,190	**2,132**	2,468
Investing & Lending	**442**	379	**535**	468
Investment Management	**53**	50	**104**	101
Total net interest	**$ 1,413**	**$ 1,619**	**$ 2,771**	**$ 3,037**

	Three Months Ended June		**Six Months Ended June**	
in millions	**2011**	**2010**	**2011**	**2010**
Investment Banking	**$ 38**	$ 40	**$ 89**	$ 84
Institutional Client Services	**192**	225	**523**	448
Investing & Lending	**94**	130	**262**	191
Investment Management	**48**	45	**92**	92

Total depreciation and amortization	**$372**	**$440**	**$966**	**$815**

Geographic Information

Due to the highly integrated nature of international financial markets, the firm manages its businesses based on the profitability of the enterprise as a whole. The methodology for allocating profitability to geographic regions is dependent on estimates and management judgment because a significant portion of the firm s activities require cross-border coordination in order to facilitate the needs of the firm s clients. Specifically, in interim periods, the firm generally allocates compensation and benefits to geographic regions based upon the firmwide compensation to net revenues ratio. In the fourth quarter when compensation by employee is finalized, compensation and benefits are allocated to the geographic regions based upon total actual compensation during the year.

Geographic results are generally allocated as follows:

Investment Banking: location of the client and investment banking team.

Institutional Client Services: Fixed Income, Currency and Commodities Client Execution, and Equities (excluding Securities Services): location of the market-making desk; Securities Services: location of the primary market for the underlying security.

Investing & Lending: Investing: location of the investment; Lending: location of the client.

Investment Management: location of the sales team.

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The table below presents the total net revenues and pre-tax earnings of the firm by geographic region allocated based on the methodology referred to

above, as well as the percentage of total net revenues and pre-tax earnings (excluding Corporate) for each geographic region.

$ in millions	**Three Months Ended June 2011**		**2010**		**Six Months Ended June 2011**		**2010**	
Net revenues								
Americas [1]	**$ 4,825**	**66%**	$ 4,575	52%	**$ 11,664**	**61%**	$ 11,706	54%
EMEA [2]	**1,751**	**24**	2,146	24	**4,625**	**24**	6,051	28
Asia	**705**	**10**	2,120	24	**2,886**	**15**	3,859	18
Total net revenues	**$ 7,281**	**100%**	**$ 8,841**	**100%**	**$ 19,175**	**100%**	**$ 21,616**	**100%**
Pre-tax earnings								
Americas [1]	**$ 1,202**	**73%**	$ 1,202	58%	**$ 3,475**	**61%**	$ 3,991	55%
EMEA [2]	**483**	**29**	117	6	**1,571**	**27**	1,917	26
Asia	**(28)**	**(2)**	748	36	**700**	**12**	1,366	19
Subtotal	**1,657**	**100%**	2,067	100%	**5,746**	**100%**	7,274	100%
Corporate [3]	**(45)**		(619)		**(94)**		(667)	
Total pre-tax earnings	**$ 1,612**		**$ 1,448**		**$ 5,652**		**$ 6,607**	

1. Substantially all relates to the U.S.

2. EMEA (Europe, Middle East and Africa).

3.

Consists of net provisions for a number of litigation and regulatory proceedings of $45 million and $615 million for the three months ended June 2011 and June 2010, respectively, and $69 million and $636 million for the six months ended June 2011 and June 2010, respectively; charitable contributions of $25 million for both the six months ended June 2011 and June 2010; and real estate-related exit costs of $4 million and $6 million for the three and six months ended June 2010, respectively.

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Note 26. Credit Concentrations

Credit concentrations may arise from market making, client facilitation, investing, underwriting, lending and collateralized transactions and may be impacted by changes in economic, industry or political factors. The firm seeks to mitigate credit risk by actively monitoring exposures and obtaining collateral from counterparties as deemed appropriate.

While the firm s activities expose it to many different industries and counterparties, the firm routinely executes a high volume of transactions with asset managers, investment funds, commercial banks, brokers and dealers, clearing houses and exchanges, which results in significant credit concentrations.

In the ordinary course of business, the firm may also be subject to a concentration of credit risk to a particular counterparty, borrower or issuer, including sovereign issuers, or to a particular clearing house or exchange.

The table below presents the credit concentrations in assets held by the firm. As of June 2011 and December 2010, the firm did not have credit exposure to any other counterparty that exceeded 2% of total assets.

	As of	
$ in millions	**June 2011**	**December 2010**
U.S. government and federal agency obligations [1]	**$ 94,283**	$ 96,350
% of total assets	**10.1%**	10.6%
Other sovereign obligations [1, 2]	**$ 54,740**	$ 40,379
% of total assets	**5.8%**	4.4%

1. Included in Financial instruments owned, at fair value and Cash and securities segregated for regulatory and other purposes.

2. Principally consisting of securities issued by the governments of the United Kingdom, Japan and Germany as of June 2011, and the United Kingdom, Japan and France as of December 2010.

To reduce credit exposures, the firm may enter into agreements with counterparties that permit the firm to offset receivables and payables with such counterparties and/or enable the firm to obtain collateral on an upfront or contingent basis. Collateral obtained by the firm related to derivative assets is principally cash and is held by the firm

or a third-party custodian. Collateral obtained by the firm related to resale agreements and securities borrowed transactions is primarily U.S. government and federal agency obligations and other sovereign obligations. See Note 9 for further information about collateralized agreements and financings.

The table below presents U.S. government and federal agency obligations, and other sovereign obligations that collateralize resale agreements and securities borrowed transactions (including those in Cash and securities segregated for regulatory and other purposes). Because the firm s primary credit exposure on such transactions is to the counterparty to the transaction, the firm would be exposed to the collateral issuer only in the event of counterparty default.

	As of	
in millions	**June 2011**	**December 2010**
U.S. government and federal agency obligations	**$ 106,982**	$ 121,366
Other sovereign obligations [1]	**97,628**	73,357

1. Principally consisting of securities issued by the governments of France and Germany.

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Note 27. Legal Proceedings

The firm is involved in a number of judicial, regulatory and arbitration proceedings (including those described below) concerning matters arising in connection with the conduct of the firm s businesses. Many of these proceedings are at preliminary stages, and many of these cases seek an indeterminate amount of damages.

With respect to matters described below, management has estimated the upper end of the range of reasonably possible loss as being equal to (i) the amount of money damages claimed, where applicable, (ii) the amount of securities that the firm sold in cases involving underwritings where the firm is being sued by purchasers and is not being indemnified by a party that the firm believes will pay any judgment, or (iii) in cases where the purchasers are demanding that the firm repurchase securities, the price that purchasers paid for the securities less the estimated value, if any, as of June 2011 of the relevant securities. As of June 2011, the firm has estimated the aggregate amount of reasonably possible losses for these matters to be approximately $2.0 billion.

Under ASC 450 an event is reasonably possible if the chance of the future event or events occurring is more than remote but less than likely and an event is remote if the chance of the future event or events occurring is slight. Thus, references to the upper end of the range of reasonably possible loss for cases in which the firm is able to estimate a range of reasonably possible loss mean the upper end of the range of loss for cases for which the firm believes the risk of loss is more than slight. The amounts reserved against such matters are not significant as compared to the upper end of the range of reasonably possible loss.

Management is unable to estimate a range of reasonably possible loss for cases described below in which damages have not been specified and (i) the proceedings are in early stages, (ii) there is uncertainty as to the likelihood of a class being certified or the ultimate size of the class, (iii) there is uncertainty as to the outcome of pending appeals or motions, (iv) there are significant factual issues to be resolved, and/or (v) there are novel legal issues presented. However, for these cases, management does not believe, based on currently available

information, that the outcomes of these proceedings will have a material adverse effect on the firm s financial condition, though the outcomes could be material to the firm s operating results for any particular period, depending, in part, upon the operating results for such period.

IPO Process Matters. Group Inc. and GS&Co. are among the numerous financial services companies that have been named as defendants in a variety of lawsuits alleging improprieties in the process by which those companies participated in the underwriting of public offerings in recent years.

GS&Co. has, together with other underwriters in certain offerings as well as the issuers and certain of their officers and directors, been named as a defendant in a number of related lawsuits filed in the U.S. District Court for the Southern District of New York alleging, among other things, that the prospectuses for the offerings violated the federal securities laws by failing to disclose the existence of alleged arrangements tying allocations in certain

offerings to higher customer brokerage commission rates as well as purchase orders in the aftermarket, and that the alleged arrangements resulted in market manipulation. On October 5, 2009, the district court approved a settlement agreement entered into by the parties. The firm has paid into a settlement fund the full amount that GS&Co. would contribute in the proposed settlement. On October 23, 2009, certain objectors filed a petition in the U.S. Court of Appeals for the Second Circuit seeking review of the district court s certification of a class for purposes of the settlement, and various objectors appealed certain aspects of the settlement s approval. All but two of the appeals have been withdrawn, and on December 8, 2010, January 14, 2011 and February 3, 2011, plaintiffs moved to dismiss the remaining appeals. On May 17, 2011, the appellate court dismissed one of the appeals and remanded the other, and further proceedings are in progress in the district court regarding the objectors membership in the class. On July 19, 2011, the objectors whose appeal had been dismissed filed a motion to recall the mandate dismissing the appeal and for reconsideration.

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GS&Co. is among numerous underwriting firms named as defendants in a number of complaints filed commencing October 3, 2007, in the U.S. District Court for the Western District of Washington alleging violations of Section 16 of the Exchange Act in connection with offerings of securities for 15 issuers during 1999 and 2000. The complaints generally assert that the underwriters, together with each issuer s directors, officers and principal shareholders, entered into purported agreements to tie allocations in the offerings to increased brokerage commissions and aftermarket purchase orders. The complaints further allege that, based upon these and other purported agreements, the underwriters violated the reporting provisions of, and are subject to short-swing profit recovery under, Section 16 of the Exchange Act. The district court granted defendants motions to dismiss by a decision dated March 12, 2009 on the grounds that the plaintiff s demands were inadequate with respect to certain actions and that the remainder of the actions were time-barred. On December 2, 2010, the appellate court affirmed in part and reversed in part, upholding the dismissal of seven of the actions in which GS&Co. is a defendant that were dismissed based on the deficient demands but remanding the remaining eight actions in which GS&Co. is a defendant that were dismissed as time-barred for consideration of other bases for dismissal. On December 16, 2010, the underwriters and the plaintiff filed petitions for rehearing and/or rehearing en banc, which were denied on January 18, 2011. On June 27, 2011, the U.S. Supreme Court granted the defendants petition for review of whether the actions that were remanded are time-barred and denied the plaintiff s petition.

GS&Co. has been named as a defendant in an action commenced on May 15, 2002 in New York Supreme Court, New York County, by an official committee of unsecured creditors on behalf of eToys, Inc., alleging that the firm intentionally underpriced eToys, Inc. s initial public offering. The action seeks, among other things, unspecified compensatory damages resulting from the alleged lower amount of offering proceeds. On appeal from rulings on GS&Co. s motion to dismiss, the New York Court of Appeals dismissed claims for breach of contract, professional malpractice and unjust enrichment, but permitted claims for breach of fiduciary duty and fraud to continue. On remand to the lower court, GS&Co. moved to dismiss the surviving claims or, in the alternative, for summary

judgment, but the motion was denied by a decision dated March 21, 2006, and the court subsequently permitted plaintiff to amend the complaint again. On November 8, 2010, GS&Co. s motion for summary judgment was granted by the lower court; plaintiff has appealed.

Group Inc. and certain of its affiliates have, together with various underwriters in certain offerings, received subpoenas and requests for documents and information from various governmental agencies and self-regulatory organizations in connection with investigations relating to the public offering process. Goldman Sachs has cooperated with these investigations.

World Online Litigation. In March 2001, a Dutch shareholders association initiated legal proceedings for an unspecified amount of damages against GSI and others in Amsterdam District Court in connection with the initial public offering of World Online in March 2000, alleging misstatements and omissions in the offering materials and that the market was artificially inflated by improper public statements and stabilization activities. Goldman Sachs and ABN AMRO Rothschild served as joint global coordinators of the approximately 2.9 billion offering. GSI underwrote 20,268,846 shares and GS&Co. underwrote 6,756,282 shares for a total offering price of approximately 1.16 billion.

The district court rejected the claims against GSI and ABN AMRO, but found World Online liable in an amount to be determined. On appeal, the Netherlands Court of Appeals affirmed in part and reversed in part the decision of the district court, holding that certain of the alleged disclosure deficiencies were actionable as to GSI and ABN AMRO. On further appeal, the Netherlands Supreme Court on November 27, 2009 affirmed the rulings of the Court of Appeals, except that it found certain additional aspects of the offering materials actionable and held that individual investors could potentially hold GSI and ABN AMRO responsible for certain public statements and press releases by World Online and its former CEO. The parties entered into a definitive settlement agreement, dated July 15, 2011, pursuant to which GSI will contribute up to 48 million to a settlement fund. The firm has reserved the full amount of GSI s proposed contribution to the settlement. Smaller shareholders associations have made demands for compensation of damages.

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Research Matters. Group Inc. and certain of its affiliates are subject to a number of investigations and reviews by various governmental and regulatory bodies and self-regulatory organizations relating to research practices, including communications among research analysts, sales and trading personnel and clients. On June 9, 2011, pursuant to a settlement, a consent order was entered by the Massachusetts Securities Division pursuant to which GS&Co. paid a $10 million civil penalty and agreed to certain undertakings regarding its research practices. Other regulators, including the SEC and FINRA, have been investigating similar matters, and Goldman Sachs is in discussions with the SEC staff and the FINRA staff concerning resolutions of their proposed charges.

Adelphia Communications Fraudulent Conveyance Litigation. GS&Co. is named a defendant in two adversary proceedings commenced in the U.S. Bankruptcy Court for the Southern District of New York, one on July 6, 2003 by a creditors committee, and the second on or about July 31, 2003 by an equity committee of Adelphia Communications, Inc. Those proceedings were consolidated in a single amended complaint filed by the Adelphia Recovery Trust on October 31, 2007. The complaint seeks, among other things, to recover, as fraudulent conveyances, approximately $62.9 million allegedly paid to GS&Co. by Adelphia Communications, Inc. and its affiliates in respect of margin calls made in the ordinary course of business on accounts owned by members of the family that formerly controlled Adelphia Communications, Inc. The district court assumed jurisdiction over the action and on April 8, 2011 granted GS&Co. s motion for summary judgment. On May 6, 2011, the plaintiff filed a notice of appeal.

Specialist Matters. Spear, Leeds & Kellogg Specialists LLC (SLKS) and certain affiliates have received requests for information from various governmental agencies and self-regulatory organizations as part of an industry-wide investigation relating to activities of floor specialists in recent years. Goldman Sachs has cooperated with the requests.

On March 30, 2004, certain specialist firms on the NYSE, including SLKS, without admitting or denying the allegations, entered into a final global settlement with the SEC and the NYSE covering certain activities during the years 1999 through 2003. The SLKS settlement involves, among other things, (i) findings by the SEC and the NYSE that SLKS violated certain federal securities laws and NYSE rules, and in some cases failed to supervise certain individual specialists, in connection with trades that allegedly disadvantaged customer orders, (ii) a cease and desist order against SLKS, (iii) a censure of SLKS, (iv) SLKS agreement to pay an aggregate of $45.3 million in disgorgement and a penalty to be used to compensate customers, (v) certain undertakings with respect to SLKS systems and procedures, and (vi) SLKS retention of an independent consultant to review and evaluate certain of SLKS compliance systems, policies and procedures. Comparable findings were made and sanctions imposed in the settlements with other specialist firms. The settlement did not resolve the related private civil actions against SLKS and other firms or regulatory investigations involving individuals or conduct on other exchanges. On May 26, 2011, the SEC issued an order directing the undistributed settlement funds to be transferred to the U.S. Treasury; the funds will accordingly not be allocated to any settlement fund for the civil actions described below.

SLKS, Spear, Leeds & Kellogg, L.P. and Group Inc. are among numerous defendants named in purported class actions brought beginning in October 2003 on behalf of investors in the U.S. District Court for the Southern District of New York alleging violations of the federal securities laws and state common law in connection with NYSE floor specialist activities. The actions, which have been consolidated, seek unspecified compensatory damages, restitution and disgorgement on behalf of purchasers and sellers of unspecified securities between October 17, 1998 and

October 15, 2003. By a decision dated March 14, 2009, the district court granted plaintiffs motion for class certification. The defendants petition with the U.S. Court of Appeals for the Second Circuit seeking review of the certification ruling was denied by an order dated October 1, 2009. The specialist defendants petition for a rehearing and/or rehearing en banc was denied on February 24, 2010.

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Treasury Matters. GS&Co. was named as a defendant in a purported class action filed on March 10, 2004 in the U.S. District Court for the Northern District of Illinois on behalf of holders of short positions in 30-year U.S. Treasury futures and options on the morning of October 31, 2001. The complaint alleged that the firm purchased 30-year bonds and futures prior to a forthcoming U.S. Treasury refunding announcement that morning based on non-public information about that announcement, and that such purchases increased the costs of covering such short positions. The complaint also named as defendants the Washington, D.C.-based political consultant who allegedly was the source of the information, a former GS&Co. economist who allegedly received the information, and another company and one of its employees who also allegedly received and traded on the information prior to its public announcement. The complaint alleged violations of the federal commodities and antitrust laws, as well as Illinois statutory and common law, and seeks, among other things, unspecified damages including treble damages under the antitrust laws. The district court dismissed the antitrust and Illinois state law claims but permitted the federal commodities law claims to proceed. Plaintiff s motion for class certification was denied by a decision dated August 22, 2008. GS&Co. moved for summary judgment, and the district court granted the motion but only insofar as the claim relates to the trading of treasury bonds. On October 13, 2009, the parties filed an offer of judgment and notice of acceptance with respect to plaintiff s individual claim. The plaintiff attempted to pursue an appeal of the denial of class certification, as did another individual trader who had previously litigated and lost an individual claim and unsuccessfully sought to intervene in the purported class action. On August 5, 2011, the U.S. Court of Appeals for the Seventh Circuit affirmed the lower court s rulings denying both the plaintiff s and the proposed intervenor s ability to pursue class claims, but remanded for further consideration as to the amount of pre-judgment interest on the plaintiff s individual claim.

Fannie Mae Litigation. GS&Co. was added as a defendant in an amended complaint filed on August 14, 2006 in a purported class action pending in the U.S. District Court for the District of Columbia. The complaint asserts violations of the federal securities laws generally arising from allegations concerning Fannie Mae s accounting practices in connection with certain Fannie Mae-sponsored REMIC transactions that were allegedly arranged by GS&Co. The complaint does not specify a dollar amount of damages. The other defendants include Fannie Mae, certain of its past and present officers and directors, and accountants. By a decision dated May 8, 2007, the district court granted GS&Co. s motion to dismiss the claim against it. The time for an appeal will not begin to run until disposition of the claims against other defendants.

Beginning in September 2006, Group Inc. and/or GS&Co. were named as defendants in four Fannie Mae shareholder derivative actions in the U.S. District Court for the District of Columbia. The complaints generally allege that the Goldman Sachs defendants aided and abetted a breach of fiduciary duty by Fannie Mae s directors and officers in connection with certain Fannie Mae-sponsored REMIC transactions, and one of the complaints also asserts a breach of contract claim. The complaints also name as defendants certain former officers and directors of Fannie Mae as well as an outside accounting firm. The complaints seek, *inter alia*, unspecified damages. The Goldman Sachs defendants were dismissed without prejudice from the first filed of these actions, and the remaining claims in that action were dismissed for failure to make a demand on Fannie Mae s board of directors. That dismissal has been affirmed on appeal. The district court dismissed the remaining three actions on July 28, 2010. The plaintiffs filed motions for reconsideration, which were denied on October 22, 2010, and have revised their notices of appeal in these actions. On January 20, 2011, the appellate court consolidated all actions on appeal.

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Compensation-Related Litigation. On January 17, 2008, Group Inc., its Board, executive officers and members of its management committee were named as defendants in a purported shareholder derivative action in the U.S. District Court for the Eastern District of New York predicting that the firm s 2008 Proxy Statement would violate the federal securities laws by undervaluing certain stock option awards and alleging that senior management received excessive compensation for 2007. The complaint seeks, among other things, an equitable accounting for the allegedly excessive compensation. Plaintiff s motion for a preliminary injunction to prevent the 2008 Proxy Statement from using options valuations that the plaintiff alleges are incorrect and to require the amendment of SEC Form 4s filed by certain of the executive officers named in the complaint to reflect the stock option valuations alleged by the plaintiff was denied, and plaintiff s appeal from this denial was dismissed. On February 13, 2009, the plaintiff filed an amended complaint, which added purported direct (i.e., non-derivative) claims based on substantially the same theory. The plaintiff filed a further amended complaint on March 24, 2010, and the defendants motion to dismiss this further amended complaint was granted on September 30, 2010. On October 22, 2010, the plaintiff filed a notice of appeal from the dismissal of his complaint.

On March 24, 2009, the same plaintiff filed an action in New York Supreme Court, New York County against Group Inc., its directors and certain senior executives alleging violation of Delaware statutory and common law in connection with substantively similar allegations regarding stock option awards. On January 7, 2011, the plaintiff filed an amended complaint. Defendants moved to dismiss the amended complaint on March 4, 2011, and the parties subsequently agreed to stay the state court action pending the final resolution of the appeal from the dismissal of the federal court action in respect of the firm s 2008 Proxy Statement, as well as any remanded proceedings further adjudicating defendants motion to dismiss.

Purported shareholder derivative actions have been commenced in New York Supreme Court, New York County and the Delaware Court of Chancery beginning on December 14, 2009, alleging that the Board breached its fiduciary duties in connection with setting compensation levels for the year 2009 and that such levels are excessive. The complaints name as defendants Group Inc., the Board and certain senior executives. The complaints seek, *inter alia*, unspecified damages, restitution of certain compensation paid, and an order requiring the firm to adopt corporate reforms. In the actions in New York state court, on April 8, 2010, the plaintiffs filed a motion indicating that they no longer intend to pursue their claims but are seeking an award of attorneys fees in connection with bringing the suit, which the defendants have opposed. In the actions brought in the Delaware Court of Chancery, the defendants moved to dismiss on March 9, 2010, and the plaintiffs amended their complaint on April 28, 2010 to include, among other things, the allegations included in the SEC s action described in the Mortgage-Related Matters section below. The defendants moved to dismiss this amended complaint on May 12, 2010. In lieu of responding to defendants motion, plaintiffs moved on December 8, 2010 for permission to file a further amended complaint, which the defendants had opposed. The court granted plaintiffs motion to amend on January 19, 2011, and the defendants moved to dismiss the second amended complaint on February 4, 2011.

Group Inc. and certain of its affiliates are subject to a number of investigations and reviews from various governmental agencies and self-regulatory organizations regarding the firm s compensation processes. The firm is cooperating with the investigations and reviews.

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Mortgage-Related Matters. On April 16, 2010, the SEC brought an action (SEC Action) under the U.S. federal securities laws in the U.S. District Court for the Southern District of New York against GS&Co. and Fabrice Tourre, one of its employees, in connection with a CDO offering made in early 2007 (ABACUS 2007-AC1 transaction), alleging that the defendants made materially false and misleading statements to investors and seeking, among other things, unspecified monetary penalties. Investigations of GS&Co. by FINRA and of GSI by the FSA were subsequently initiated, and Group Inc. and certain of its affiliates have received subpoenas and requests for information from other regulators, regarding CDO offerings, including the ABACUS 2007-AC1 transaction, and related matters.

On July 14, 2010, GS&Co. entered into a consent agreement with the SEC, settling all claims made against GS&Co. in the SEC Action (SEC Settlement), pursuant to which, GS&Co. paid $550 million of disgorgement and civil penalties, and which was approved by the U.S. District Court for the Southern District of New York on July 20, 2010.

On September 9, 2010, the FSA announced a settlement with GSI pursuant to which the FSA found that GSI violated certain FSA principles by failing to (i) provide notification about the SEC Wells Notice issued to Mr. Tourre (who worked on the ABACUS 2007-AC1 transaction but subsequently transferred to GSI and became registered with the FSA) and (ii) have procedures and controls to ensure that GSI s Compliance Department would be alerted to various aspects of the SEC investigation so as to be in a position to determine whether any aspects were reportable to the FSA. The FSA assessed a fine of £17.5 million.

On November 9, 2010, FINRA announced a settlement with GS&Co. relating to GS&Co. s failure to file Form U4 updates within 30 days of learning of the receipt of Wells Notices by Mr. Tourre and another employee as well as deficiencies in the firm s systems and controls for such filings. FINRA assessed a fine of $650,000 and GS&Co. agreed to undertake a review and remediation of the applicable systems and controls.

On January 6, 2011, ACA Financial Guaranty Corp. filed an action against GS&Co. in respect of the ABACUS 2007-AC1 transaction in New York Supreme Court, New York County. The complaint includes allegations of fraudulent inducement, fraudulent concealment and unjust enrichment and seeks at least $30 million in compensatory damages, at least $90 million in punitive damages and unspecified disgorgement. On March 8, 2011, GS&Co. filed a motion to compel arbitration and/or to dismiss the complaint. On April 25, 2011, the plaintiff filed an amended complaint, and on June 3, 2011, GS&Co. moved to dismiss the amended complaint.

Since April 22, 2010, a number of putative shareholder derivative actions have been filed in New York Supreme Court, New York County, and the U.S. District Court for the Southern District of New York against Group Inc., the Board and certain officers and employees of Group Inc. and its affiliates in connection with mortgage-related matters between 2004 and 2007, including the ABACUS 2007-AC1 transaction and other CDO offerings. These derivative complaints generally include allegations of breach of fiduciary duty, corporate waste, abuse of control, mismanagement, unjust enrichment, misappropriation of information, securities fraud and insider trading, and challenge the accuracy and adequacy of Group Inc. s disclosure. These derivative complaints seek, among other things, declaratory relief, unspecified compensatory damages, restitution and certain corporate governance reforms. The New York Supreme Court has consolidated the two actions pending in that court. The federal court cases have also been

consolidated, and plaintiffs filed a consolidated amended complaint on August 1, 2011. In addition, as described in the Compensation-Related Litigation section above, the plaintiffs in the compensation-related Delaware Court of Chancery actions have amended their complaint to assert, among other things, allegations similar to those in the derivative claims referred to above, the defendants moved to dismiss this amended complaint, the plaintiffs amended the complaint further and the defendants moved to dismiss the second amended complaint on February 4, 2011. On May 18, 2011, the defendants moved to stay or dismiss the New York state court action in favor of the federal court action and/or the Delaware Chancery Court action.

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Since April 23, 2010, the Board has received letters from shareholders demanding that the Board take action to address alleged misconduct by GS&Co., the Board and certain officers and employees of Group Inc. and its affiliates. The demands generally allege misconduct in connection with the firm s securitization practices, including the ABACUS 2007-AC1 transaction, the alleged failure by Group Inc. to adequately disclose the SEC investigation that led to the SEC Action, and Group Inc. s 2009 compensation practices. The demands include a letter from a Group Inc. shareholder, which previously made a demand that the Board investigate and take action in connection with auction products matters, and expanded its demand to address the foregoing matters. The Board previously rejected the demand relating to auction products matters.

In addition, beginning April 26, 2010, a number of purported securities law class actions have been filed in the U.S. District Court for the Southern District of New York challenging the adequacy of Group Inc. s public disclosure of, among other things, the firm s activities in the CDO market and the SEC investigation that led to the SEC Action. The purported class action complaints, which name as defendants Group Inc. and certain officers and employees of Group Inc. and its affiliates, have been consolidated, generally allege violations of Sections 10(b) and 20(a) of the Exchange Act and seek unspecified damages. Plaintiffs filed a consolidated amended complaint on July 25, 2011.

GS&Co., Goldman Sachs Mortgage Company and GS Mortgage Securities Corp. and three current or former Goldman Sachs employees are defendants in a putative class action commenced on December 11, 2008 in the U.S. District Court for the Southern District of New York brought on behalf of purchasers of various mortgage pass-through certificates and asset-backed certificates issued by various securitization trusts established by the firm and underwritten by GS&Co. in 2007. The complaint generally alleges that the registration statement and prospectus supplements for the certificates violated the federal securities laws, and seeks unspecified compensatory damages and rescission or recessionary damages. On January 28, 2010, the defendants motion to dismiss the second amended complaint was granted with leave to replead certain claims. On March 31, 2010, the plaintiff filed a third amended complaint relating to two offerings, which the defendants moved to dismiss on June 22, 2010. This motion to dismiss was denied as to the plaintiff s Section 12(a)(2) claims and granted as to the plaintiff s

Section 11 claims, and the plaintiff s motion for reconsideration was denied on November 17, 2010. The plaintiff filed a motion for entry of final judgment or certification of an interlocutory appeal as to plaintiff s Section 11 claims, which was denied on January 11, 2011. The plaintiff then filed a motion for leave to amend to reinstate the damages claims based on allegations that it had now sold its securities, which was denied on March 3, 2011. On May 5, 2011, the court granted plaintiff s motion for entry of a final judgment dismissing all its claims. On July 5, 2011, plaintiff filed a notice of appeal. On June 3, 2010, another investor (who had unsuccessfully sought to intervene in the action) filed a separate putative class action asserting substantively similar allegations relating to an additional offering pursuant to the 2007 registration statement. The defendants moved to dismiss this separate action on November 1, 2010. These trusts issued, and GS&Co. underwrote, approximately $785 million principal amount of certificates to all purchasers in the offerings at issue in the complaint (excluding those offerings for which the claims have been dismissed).

Group Inc., GS&Co., Goldman Sachs Mortgage Company and GS Mortgage Securities Corp. are among the defendants in a separate putative class action commenced on February 6, 2009 in the U.S. District Court for the Southern District of New York brought on behalf of purchasers of various mortgage pass-through certificates and

asset-backed certificates issued by various securitization trusts established by the firm and underwritten by GS&Co. in 2006. The other defendants include three current or former Goldman Sachs employees and various rating agencies. The second amended complaint generally alleges that the registration statement and prospectus supplements for the certificates violated the federal securities laws, and seeks unspecified compensatory and rescissionary damages. Defendants moved to dismiss the second amended complaint. On January 12, 2011, the district court granted the motion to dismiss with respect to offerings in which plaintiff had not purchased securities, but denied the motion to dismiss with respect to a single offering in which the plaintiff allegedly purchased securities. These trusts issued, and GS&Co. underwrote, approximately $698 million principal amount of certificates to all purchasers in the offerings at issue in the complaint (excluding those offerings for which the claims have been dismissed). On March 18, 2011, the district court bifurcated class and merits discovery.

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On September 30, 2010, a putative class action was filed in the U.S. District Court for the Southern District of New York against GS&Co., Group Inc. and two former GS&Co. employees on behalf of investors in notes issued in 2006 and 2007 by two synthetic CDOs (Hudson Mezzanine 2006-1 and 2006-2). The complaint, which was amended on February 4, 2011, asserts federal securities law and common law claims, and seeks unspecified compensatory, punitive and other damages. The defendants moved to dismiss on April 5, 2011.

Various alleged purchasers of, and counterparties involved in transactions relating to, mortgage pass-through certificates, CDOs and other mortgage-related products (including the Federal Home Loan Banks of Seattle, Chicago, Indianapolis and Boston, the Charles Schwab Corporation, Cambridge Place Investment Management Inc., Heungkuk Life Insurance Co. Limited (Heungkuk), Basis Yield Alpha Fund (Master) (Basis Yield), Landesbank Baden-Württemberg, The Union Central Life Insurance Company, Ameritas Life Insurance Corp., Acacia Life Insurance Company and Massachusetts Mutual Life Insurance Company, among others) have filed complaints in state and federal court against firm affiliates, generally alleging that the offering documents for the securities that they purchased contained untrue statements of material facts and material omissions and generally seeking rescission and damages. Certain of these complaints also name other firms as defendants. A number of other entities (including the National Credit Union Administration, the Federal Housing Finance Agency, Fannie Mae, Freddie Mac, Allstate Insurance Company, John Hancock and related parties and American International Group, Inc. (AIG)) have threatened to assert claims against the firm in connection with various mortgage-related offerings, and the firm has entered into agreements with a number of these entities to toll the relevant statute of limitations. The firm estimates, based on currently available information, that the aggregate cumulative losses experienced by the plaintiffs with respect to the securities at issue in active cases brought against the firm where purchasers are seeking rescission of mortgage-related securities was approximately $485 million as of June 2011. This amount was calculated as the aggregate amount by

which the initial purchase price for the securities allegedly purchased by the plaintiffs exceeds the estimated June 2011 value of those securities. This estimate does not include the threatened claims noted above or potential claims by other purchasers in the same or other mortgage-related offerings that have not actually brought claims against the firm or the claim by Basis Yield, which has been dismissed with leave to amend.

Heungkuk has also filed a criminal complaint against certain past and present employees of the firm in South Korea relating to its purchase of a CDO securitization from Goldman Sachs. The filing does not represent any judgment by a governmental entity, but starts a process whereby the prosecutor investigates the complaint and determines whether to take action.

On July 1, 2011, a putative shareholder derivative action was filed in the U.S. District Court for the Southern District of New York against Group Inc., the Board and certain officers and employees of Group Inc. and its affiliates in connection with the servicing of residential mortgage loans and other mortgage-related activities, since January 2009. The complaint alleges breach of fiduciary duty, and seeks, among other things, declaratory relief, unspecified damages and certain governance reforms.

The firm has also received requests for information and/or subpoenas from federal, state and local regulators and law enforcement authorities, relating to the mortgage-related securitization process, subprime mortgages, CDOs, synthetic

mortgage-related products, particular transactions involving these products, and servicing and foreclosure activities, and is cooperating with these regulators and other authorities. See also Financial Crisis-Related Matters below.

The firm expects to be the subject of additional putative shareholder derivative actions, purported class actions, rescission and put back claims and other litigation, additional investor and shareholder demands, and additional regulatory and other investigations and actions with respect to mortgage-related offerings, loan sales, CDOs, and servicing and foreclosure activities. See Note 18 for further information regarding mortgage-related contingencies.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Auction Products Matters. On August 21, 2008, GS&Co. entered into a settlement in principle with the Office of the Attorney General of the State of New York and the Illinois Securities Department (on behalf of the North American Securities Administrators Association) regarding auction rate securities. Under the agreement, Goldman Sachs agreed, among other things, (i) to offer to repurchase at par the outstanding auction rate securities that its private wealth management clients purchased through the firm prior to February 11, 2008, with the exception of those auction rate securities where auctions are clearing, (ii) to continue to work with issuers and other interested parties, including regulatory and governmental entities, to expeditiously provide liquidity solutions for institutional investors, and (iii) to pay a $22.5 million fine. The settlement is subject to definitive documentation and approval by the various states. On June 2, 2009, GS&Co. entered into an Assurance of Discontinuance with the New York State Attorney General. On March 19, 2010, GS&Co. entered into an Administrative Consent Order with the Illinois Secretary of State, Securities Department, which had conducted an investigation on behalf of states other than New York. GS&Co. has entered into similar consent orders with most states and is in the process of doing so with the remaining states.

On September 4, 2008, Group Inc. was named as a defendant, together with numerous other financial services firms, in two complaints filed in the U.S. District Court for the Southern District of New York alleging that the defendants engaged in a conspiracy to manipulate the auction securities market in violation of federal antitrust laws. The actions were filed, respectively, on behalf of putative classes of issuers of and investors in auction rate securities and seek, among other things, treble damages in an unspecified amount. Defendants motion to dismiss was granted on January 26, 2010. On March 1, 2010, the plaintiffs filed a notice of appeal from the dismissal of their complaints.

Private Equity-Sponsored Acquisitions Litigation. Group Inc. and GS Capital Partners are among numerous private equity firms and investment banks named as defendants in a federal antitrust action filed in the U.S. District Court for the District of Massachusetts in December 2007. As amended, the complaint generally alleges that the defendants have colluded to limit competition in bidding for private equity-sponsored acquisitions of public companies, thereby resulting in lower prevailing bids and, by extension, less consideration for shareholders of those companies in violation of Section 1 of the U.S. Sherman Antitrust Act and common law. The complaint seeks, among other things, treble damages in an unspecified amount. Defendants moved to dismiss on August 27, 2008. The district court dismissed claims relating to certain transactions that were the subject of releases as part of the settlement of shareholder actions challenging such transactions, and by an order dated December 15, 2008 otherwise denied the motion to dismiss. On April 26, 2010, the plaintiffs moved for leave to proceed with a second phase of discovery encompassing additional transactions. On August 18, 2010, the court permitted discovery on eight additional transactions, and the plaintiffs filed a fourth amended complaint on October 7, 2010. The defendants filed a motion to dismiss certain aspects of the fourth amended complaint on October 21, 2010, and the court granted that motion on January 13, 2011. On January 21, 2011, certain defendants, including Group Inc., filed a motion to dismiss another claim of the fourth amended complaint on the grounds that the transaction was the subject of a release as part of the settlement of a shareholder action challenging the transaction. The court granted that motion on March 1, 2011. On July 11, 2011, the plaintiffs moved for leave to file a fifth amended complaint encompassing additional transactions.

THE GOLDMAN SACHS GROUP, INC. and SUBSIDIARIES

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Washington Mutual Securities Litigation. GS&Co. is among numerous underwriters named as defendants in a putative securities class action amended complaint filed on August 5, 2008 in the U.S. District Court for the Western District of Washington. As to the underwriters, plaintiffs allege that the offering documents in connection with various securities offerings by Washington Mutual, Inc. failed to describe accurately the company s exposure to mortgage-related activities in violation of the disclosure requirements of the federal securities laws. The defendants include past and present directors and officers of Washington Mutual, the company s former outside auditors, and numerous underwriters. By a decision dated October 27, 2009, the federal district court granted and denied in part the underwriters motion to dismiss the plaintiffs amended complaint. On October 12, 2010, the court granted class certification (except as to one transaction). On December 1, 2010, the defendants moved for partial judgment on the pleadings as to two of the offerings. By a decision dated January 28, 2011, the district court denied the defendants motion for partial judgment on the pleadings. On June 30, 2011, the underwriter defendants and plaintiffs entered into a definitive settlement agreement, pursuant to which GS&Co. would contribute to a settlement fund. On July 21, 2011 the court preliminarily approved the settlement and scheduled a final hearing for November 4, 2011. The firm has paid the full amount of GS&Co. s proposed contribution to the settlement.

GS&Co. underwrote approximately $520 million principal amount of securities to all purchasers in the offerings at issue in the complaint (excluding those offerings for which the claims have been dismissed).

On September 25, 2008, the FDIC took over the primary banking operations of Washington Mutual, Inc. and then sold them. On September 27, 2008, Washington Mutual, Inc. filed for Chapter 11 bankruptcy in the U.S. bankruptcy court in Delaware.

IndyMac Pass-Through Certificates Litigation.
GS&Co. is among numerous underwriters named as defendants in a putative securities class action filed on May 14, 2009 in the U.S. District Court for the Southern District of New York. As to the underwriters, plaintiffs allege that the offering documents in connection with various securitizations of mortgage-related assets violated the disclosure requirements of the federal securities laws. The defendants include IndyMac-related entities formed in connection with the securitizations, the underwriters of the offerings, certain ratings agencies which evaluated the credit quality of the securities, and certain former officers and directors of IndyMac affiliates. On November 2, 2009, the underwriters moved to dismiss the complaint. The motion was granted in part on February 17, 2010 to the extent of dismissing claims based on offerings in which no plaintiff purchased, and the court reserved judgment as to the other aspects of the motion. By a decision dated June 21, 2010, the district court formally dismissed all claims relating to offerings in which no named plaintiff purchased certificates (including all offerings underwritten by GS&Co.), and both granted and denied the defendants motions to dismiss in various other respects. On May 17, 2010, four additional investors filed a motion seeking to intervene in order to assert claims based on additional offerings (including two underwritten by GS&Co.). On July 6, 2010 and August 19, 2010, two additional investors filed motions to intervene in order to assert claims based on additional offerings (none of which were underwritten by GS&Co.). The defendants opposed the motions on the ground that the putative intervenors claims were time-barred and, on June 21, 2011, the court denied the motions to intervene with respect to, among others, the claims based on the offerings underwritten by GS&Co. Certain of the putative intervenors (including those seeking to assert claims based on two offerings underwritten by GS&Co.) have filed notices of appeal.

GS&Co. underwrote approximately $751 million principal amount of securities to all purchasers in the offerings at issue in the May 2010 motion to intervene. On July 11, 2008, IndyMac Bank was placed under an FDIC receivership, and on July 31, 2008, IndyMac Bancorp, Inc. filed for Chapter 7 bankruptcy in the U.S. Bankruptcy Court in Los Angeles, California.

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Employment-Related Matters. On May 27, 2010, a putative class action was filed in the U.S. District Court for the Southern District of New York by several contingent technology workers who were employees of third-party vendors. The plaintiffs are seeking overtime pay for alleged hours worked in excess of 40 per work week. The complaint alleges that the plaintiffs were de facto employees of GS&Co. and that GS&Co. is responsible for the overtime pay under federal and state overtime laws. The complaint seeks class action status and unspecified damages. On March 21, 2011, the parties agreed to the terms of a settlement in principle. The parties are in the process of seeking court approval of the settlement. The firm has reserved the full amount of the proposed settlement.

On September 15, 2010, a putative class action was filed in the U.S. District for the Southern District of New York by three former female employees alleging that Group Inc. and GS&Co. have systematically discriminated against female employees in respect of compensation, promotion, assignments, mentoring and performance evaluations. The complaint alleges a class consisting of all female employees employed at specified levels by Group Inc. and GS&Co. since July 2002, and asserts claims under federal and New York City discrimination laws. The complaint seeks class action status, injunctive relief and unspecified amounts of compensatory, punitive and other damages. On November 22, 2010, Group Inc. and GS&Co. filed a motion to stay the claims of one of the named plaintiffs and to compel individual arbitration with that individual, based on an arbitration provision contained in an employment agreement between Group Inc. and the individual. On April 28, 2011, the magistrate judge to whom the district judge assigned the motion denied the motion. On July 7, 2011, the magistrate judge denied Group Inc. s and GS&Co. s motion for reconsideration of the magistrate judge s decision, and on July 21, 2011 Group Inc. and GS&Co. appealed the magistrate judge s decision to the district court. On June 13, 2011, Group, Inc. and GS&Co. moved to strike the class allegations of one of the three named plaintiffs based on her failure to exhaust administrative remedies. On July 22, 2011, Group Inc. and GS&Co. moved to strike all of the plaintiffs class allegations, and for partial summary judgment as to plaintiffs disparate impact claims.

Transactions with the Hellenic Republic (Greece). Group Inc. and certain of its affiliates are subject to a number of investigations and reviews by various governmental and regulatory bodies and self-regulatory organizations in connection with the firm s transactions with the Hellenic Republic (Greece), including financing and swap transactions. Goldman Sachs is cooperating with the investigations and reviews.

Sales, Trading and Clearance Practices. Group Inc. and certain of its affiliates are subject to a number of investigations and reviews, certain of which are industry-wide, by various governmental and regulatory bodies and self-regulatory organizations relating to the sales, trading and clearance of corporate and government securities and other financial products, including compliance with the SEC s short sale rule, algorithmic and quantitative trading, futures trading, securities lending practices, trading and clearance of credit derivative instruments, commodities trading, private placement practices, compliance with the U.S. Foreign Corrupt Practices Act and the effectiveness of insider trading controls and internal information barriers.

The European Commission announced in April 2011 that it is initiating proceedings to investigate further numerous financial services companies, including Group Inc., in connection with the supply of data related to credit default swaps and in connection with profit sharing and fee arrangements for clearing of credit default swaps, including potential anti-competitive practices. The U.S. Department of Justice (DOJ) has been investigating similar matters as

regards the supply of data.

The CFTC has been investigating the role of GSEC as the clearing broker for an SEC-registered broker-dealer client. The CFTC staff has orally advised GSEC that it intends to recommend that the CFTC bring aiding and abetting, civil fraud and supervision-related charges against GSEC arising from its provision of clearing services to this broker-dealer client based on allegations that GSEC knew or should have known that the client s subaccounts maintained at GSEC were actually accounts belonging to customers of the broker-dealer client and not the client s proprietary accounts.

Goldman Sachs is cooperating with the investigations and reviews.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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EU Price-Fixing Matter. On July 5, 2011, the European Commission issued a Statement of Objections to Group Inc. raising allegations of an industry-wide conspiracy to fix prices for power cables including by an Italian cable company in which certain Goldman Sachs-affiliated investment funds held ownership interests from 2005 to 2009. The Statement of Objections proposes to hold Group Inc. jointly and severally liable for some or all of any fine levied against the cable company under the concept of parental liability under EU competition law.

Municipal Securities Matters. Group Inc. and certain of its affiliates are subject to a number of investigations and reviews by various governmental and regulatory bodies and self-regulatory organizations relating to transactions involving municipal securities, including wall-cross procedures and conflict of interest disclosure with respect to state and municipal clients, the trading and structuring of municipal derivative instruments in connection with municipal offerings, political contribution rules, underwriting of Build America Bonds and the possible impact of credit default swap transactions on municipal issuers. Goldman Sachs is cooperating with the investigations and reviews.

Group Inc., Goldman Sachs Mitsui Marine Derivative Products, L.P. (GSMMDP) and GS Bank USA are among numerous financial services firms that have been named as defendants in numerous substantially identical individual antitrust actions filed beginning on November 12, 2009 that have been coordinated with related antitrust class action litigation and individual actions, in which no Goldman Sachs affiliate is named, for pre-trial proceedings in the U.S. District Court for the Southern District of New York. The plaintiffs include individual California municipal entities and three New York non-profit entities.

On April 26, 2010, the Goldman Sachs defendants motion to dismiss complaints filed by several individual California municipal plaintiffs was denied. All of these complaints against Group Inc., GSMMDP and GS Bank USA generally allege that the Goldman Sachs defendants participated in a conspiracy to arrange bids, fix prices and divide up the market for derivatives used by municipalities in refinancing and hedging transactions from 1992 to 2008. The complaints assert claims under the federal antitrust laws and either California s Cartwright Act or New York s Donnelly Act, and seek, among other things, treble damages under the antitrust laws in an unspecified amount and injunctive relief.

Financial Crisis-Related Matters. Group Inc. and certain of its affiliates are subject to a number of investigations and reviews by various governmental and regulatory bodies and self-regulatory organizations and litigation relating to the 2008 financial crisis, including the establishment and unwind of credit default swaps between Goldman Sachs and American International Group, Inc. (AIG) and other transactions with, and in the securities of, AIG, The Bear Stearns Companies Inc., Lehman Brothers Holdings Inc. and other firms. Goldman Sachs is cooperating with the investigations and reviews.

In the second quarter of 2011, a Staff Report of the Senate Permanent Subcommittee on Investigations concerning the key causes of the financial crisis was issued. Goldman Sachs and another financial institution were used as case studies with respect to the role of investment banks. The report was referred to the DOJ and the SEC for review. The firm is cooperating with the investigations arising from this referral, which are ongoing.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and the 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 June 30, 2011, the related condensed consolidated statements of earnings for the three and six months ended June 30, 2011 and 2010, the condensed consolidated statement of changes in shareholders equity for the six months ended June 30, 2011, the condensed consolidated statements of cash flows for the six months ended June 30, 2011 and 2010, and the condensed consolidated statements of comprehensive income for the three and six months ended June 30, 2011 and 2010. 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 previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial condition as of December 31, 2010, and the related consolidated statements of earnings, changes in shareholders equity, cash flows and comprehensive income for the year then ended (not presented herein), and in our report dated February 28, 2011, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial condition as of December 31, 2010 and the condensed consolidated statement of changes in shareholders equity for the year ended December 31, 2010, 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
August 8, 2011

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STATISTICAL DISCLOSURES

Distribution of Assets, Liabilities and Shareholders Equity

The tables below present a summary of consolidated average balances and interest rates.

	Three Months Ended June					
	2011			2010		
in millions, except rates	**Average balance**	**Interest**	**Average rate** *(annualized)*	**Average balance**	**Interest**	**Average rate** *(annualized)*
Assets						
Deposits with banks	**$ 37,466**	**$ 27**	**0.29%**	$ 25,789	$ 18	0.28%
U.S.	**30,364**	**22**	**0.29**	21,519	14	0.26
Non-U.S.	**7,102**	**5**	**0.28**	4,270	4	0.38
Securities borrowed, securities purchased under agreements to resell, at fair value, and federal funds sold	**353,754**	**233**	**0.26**	357,201	136	0.15
U.S.	**228,216**	**(68)**	**(0.12)**	248,180	24	0.04
Non-U.S.	**125,538**	**301**	**0.96**	109,021	112	0.41
Financial instruments owned, at fair value [1, 2]	**293,698**	**2,948**	**4.03**	270,875	2,785	4.12
U.S.	**187,298**	**2,115**	**4.53**	190,166	2,178	4.59
Non-U.S.	**106,400**	**833**	**3.14**	80,709	607	3.02
Other interest-earning assets [3]	**144,598**	**473**	**1.31**	114,987	363	1.27
U.S.	**100,190**	**256**	**1.02**	79,984	200	1.00
Non-U.S.	**44,408**	**217**	**1.96**	35,003	163	1.87
Total interest-earning assets	**829,516**	**3,681**	**1.78**	768,852	3,302	1.72
Cash and due from banks	**4,219**			3,193		
Other non-interest-earning assets [2]	**114,532**			110,754		
Total Assets	**$ 948,267**			**$ 882,799**		
Liabilities						
Interest-bearing deposits	**$ 38,568**	**$ 68**	**0.71%**	$ 36,576	$ 69	0.76%
U.S.	**31,836**	**59**	**0.74**	30,024	64	0.85
Non-U.S.	**6,732**	**9**	**0.54**	6,552	5	0.31
Securities loaned and securities sold under agreements to repurchase, at fair value	**178,297**	**236**	**0.53**	161,571	163	0.40
U.S.	**113,271**	**66**	**0.23**	115,658	87	0.30
Non-U.S.	**65,026**	**170**	**1.05**	45,913	76	0.66
	110,293	**763**	**2.77**	90,497	481	2.13

Financial instruments sold, but not yet purchased [1, 2]						
U.S.	**58,367**	**278**	**1.91**	43,979	230	2.10
Non-U.S.	**51,926**	**485**	**3.75**	46,518	251	2.16
Commercial paper	**1,372**	**1**	**0.27**	1,652	1	0.23
U.S.	**95**		**0.20**	521		0.24
Non-U.S.	**1,277**	**1**	**0.28**	1,131	1	0.23
Other borrowings [4, 5]	**74,914**	**121**	**0.65**	52,608	112	0.85
U.S.	**48,614**	**110**	**0.91**	29,953	95	1.27
Non-U.S.	**26,300**	**11**	**0.17**	22,655	17	0.30
Long-term borrowings [5, 6]	**186,335**	**856**	**1.84**	189,015	738	1.57
U.S.	**179,976**	**814**	**1.81**	179,403	684	1.53
Non-U.S.	**6,359**	**42**	**2.65**	9,612	54	2.25
Other interest-bearing liabilities [7]	**202,167**	**223**	**0.44**	184,947	119	0.26
U.S.	**147,911**	**(95)**	**(0.26)**	140,113	(45)	(0.13)
Non-U.S.	**54,256**	**318**	**2.35**	44,834	164	1.47
Total interest-bearing liabilities	**791,946**	**2,268**	**1.15**	716,866	1,683	0.94
Non-interest-bearing deposits	**190**			213		
Other non-interest-bearing liabilities [2]	**83,657**			92,191		
Total liabilities	**875,793**			809,270		
Shareholders equity						
Preferred stock	**3,100**			6,957		
Common stock	**69,374**			66,572		
Total shareholders equity	**72,474**			73,529		
Total liabilities, preferred stock and shareholders equity	**$ 948,267**			**$ 882,799**		
Interest rate spread			**0.63%**			0.78%
Net interest income and net yield on interest-earning assets		**$ 1,413**	**0.68**		$ 1,619	0.84
U.S.		**1,093**	**0.80**		1,301	0.97
Non-U.S.		**320**	**0.45**		318	0.56
Percentage of interest-earning assets and interest-bearing liabilities attributable to non-U.S. operations [8]						
Assets			**34.17%**			29.79%
Liabilities			**26.75**			24.72

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STATISTICAL DISCLOSURES

	Six Months Ended June					
	2011			2010		
in millions, except rates	**Average balance**	**Interest**	**Average rate** *(annualized)*	**Average balance**	**Interest**	**Average rate** *(annualized)*
Assets						
Deposits with banks	**$ 35,780**	**$ 56**	**0.32%**	$ 25,748	$ 33	0.26%
U.S.	**30,089**	**44**	**0.29**	20,730	25	0.24
Non-U.S.	**5,691**	**12**	**0.43**	5,018	8	0.32
Securities borrowed, securities purchased under agreements to resell, at fair value, and federal funds sold	**349,388**	**402**	**0.23**	354,904	215	0.12
U.S.	**226,732**	**(68)**	**(0.06)**	245,287	(3)	0.00
Non-U.S.	**122,656**	**470**	**0.77**	109,617	218	0.40
Financial instruments owned, at fair value [1, 2]	**289,123**	**5,463**	**3.81**	270,465	5,406	4.03
U.S.	**185,681**	**3,929**	**4.27**	188,310	4,142	4.44
Non-U.S.	**103,442**	**1,534**	**2.99**	82,155	1,264	3.10
Other interest-earning assets [3]	**141,017**	**867**	**1.24**	111,642	649	1.17
U.S.	**97,514**	**459**	**0.95**	77,506	346	0.90
Non-U.S.	**43,503**	**408**	**1.89**	34,136	303	1.79
Total interest-earning assets	**815,308**	**6,788**	**1.68**	762,759	6,303	1.67
Cash and due from banks	**4,177**			2,942		
Other non-interest-earning assets [2]	**113,718**			109,942		
Total Assets	**$ 933,203**			**$ 875,643**		
Liabilities						
Interest-bearing deposits	**$ 38,672**	**$ 140**	**0.73%**	$ 37,801	$ 137	0.73%
U.S.	**32,244**	**124**	**0.78**	31,180	127	0.82
Non-U.S.	**6,428**	**16**	**0.50**	6,621	10	0.30
Securities loaned and securities sold under agreements to repurchase, at fair value	**173,696**	**437**	**0.51**	155,631	299	0.39
U.S.	**112,112**	**153**	**0.28**	111,458	142	0.26
Non-U.S.	**61,584**	**284**	**0.93**	44,173	157	0.72
Financial instruments sold, but not yet purchased [1, 2]	**102,841**	**1,259**	**2.47**	87,186	976	2.26
U.S.	**53,799**					