GOLDMAN SACHS REPORTS SECOND QUARTER EARNINGS PER COMMON SHARE OF \$4.58



NEW YORK, June 17, 2008 - The Goldman Sachs Group, Inc. (NYSE: GS) today reported net revenues of \$9.42 billion and net earnings of \$2.09 billion for its second quarter ended May 30, 2008. Diluted earnings per common share were \$4.58 compared with \$4.93 for the second quarter of 2007 and \$3.23 for the first quarter of 2008. Annualized return on average tangible common shareholders' equity (1) was 23.5% for the second quarter of 2008 and 20.2% for the first half of 2008. Annualized return on average common shareholders' equity was 20.4% for the second quarter of 2008 and 17.6% for the first half of 2008.

Business Highlights

- Goldman Sachs ranked first in worldwide announced mergers and acquisitions for the calendar vear-to-date. (2)
- Equity Underwriting produced quarterly net revenues of \$616 million, its second best quarter and highest in eight years.
- Asset Management achieved record quarterly management and other fees of \$1.15 billion.
 Assets under management increased 18% from a year ago to a record \$895 billion, including an increase of \$22 billion during the quarter.
- Securities Services produced record quarterly net revenues of \$985 million, 29% higher than its previous record.
- Book value per common share increased 5% during the guarter to \$97.49.

"Given the difficult market conditions, we are particularly pleased to be able to report strong results for the second quarter," said Lloyd C. Blankfein, Chairman and Chief Executive Officer. "We continue to benefit from our strong client franchise, a broad and diverse set of businesses and the deep commitment and experience of our people. We are realistic about the market challenges we face, but times of market dislocation also produce opportunities, and we will continue to take advantage of the most attractive of these as they arise."

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Net Revenues

Investment Banking

Net revenues in Investment Banking were \$1.69 billion, 2% lower than the second quarter of 2007 and 44% higher than the first quarter of 2008.

Net revenues in Financial Advisory were \$800 million, 13% higher than the second quarter of 2007, reflecting strong client activity. Net revenues in the firm's Underwriting business were \$885 million, 13% lower than the second quarter of 2007, reflecting significantly lower net revenues in debt underwriting, partially offset by significantly higher net revenues in equity underwriting. The decline in debt underwriting was principally due to a decrease in leveraged finance activity, as market conditions remained challenging. The increase in equity underwriting reflected strong client activity. The firm's investment banking transaction backlog decreased during the quarter. (3)

Trading and Principal Investments

Net revenues in Trading and Principal Investments were \$5.59 billion, 16% lower than the second quarter of 2007 and 9% higher than the first quarter of 2008.

Net revenues in Fixed Income, Currency and Commodities (FICC) were \$2.38 billion, 29% lower than the second quarter of 2007, reflecting significantly lower results in credit products. Credit products included a loss of approximately \$775 million (including a loss of approximately \$500 million from hedges) related to non-investment-grade credit origination activities, and lower results from investments compared with the second quarter of 2007. The decrease in credit products was partially offset by higher net revenues in mortgages, which improved from a difficult second quarter of 2007, as well as higher net revenues in interest rate products, commodities and currencies. During the quarter, FICC operated in an environment characterized by solid client activity, generally tighter corporate credit spreads and volatile markets.

Net revenues in Equities were \$2.49 billion, essentially unchanged from the second quarter of 2007, as significantly higher net revenues in the client franchise businesses were offset by significantly lower net revenues in principal strategies. Commission volumes were strong and were higher compared with the second quarter of 2007. During the quarter, Equities operated in an environment generally characterized by strong client activity and higher equity prices, as well as continued high levels of volatility.

Principal Investments recorded net revenues of \$725 million for the second quarter of 2008. These results primarily reflected gains from corporate principal investments, as well as a \$214 million gain related to the firm's investment in the ordinary shares of Industrial and Commercial Bank of China Limited (ICBC).

Asset Management and Securities Services

Net revenues in Asset Management and Securities Services were \$2.15 billion, 18% higher than the second guarter of 2007 and 5% higher than the first guarter of 2008.

Asset Management net revenues were \$1.16 billion, 10% higher than the second quarter of 2007, reflecting higher management and other fees. During the quarter, assets under management increased \$22 billion to \$895 billion, due to \$16 billion of market appreciation and \$6 billion of net inflows. The increase in assets under management primarily reflected market appreciation in equity assets and net inflows in money market and fixed income assets, partially offset by net outflows in equity assets.

Securities Services net revenues were \$985 million, 30% higher than the second quarter of 2007, as the firm's prime brokerage business continued to generate strong results, primarily reflecting significantly higher customer balances.

Expenses

Operating expenses were \$6.59 billion, 2% lower than the second quarter of 2007 and 6% higher than the first quarter of 2008.

Compensation and Benefits

Compensation and benefits expenses were \$4.52 billion, 7% lower than the second quarter of 2007, commensurate with lower net revenues. The ratio of compensation and benefits to net revenues was 48.0% for the first half of 2008, consistent with the first half of 2007. Employment levels decreased 1% during the quarter.

Non-Compensation Expenses

Non-compensation expenses were \$2.07 billion, 11% higher than the second quarter of 2007 and 6% lower than the first quarter of 2008. Approximately one-half of the increase compared with the second quarter of 2007 was attributable to higher brokerage, clearing, exchange and distribution fees, which principally reflected higher activity levels in Equities and FICC. The remainder of the increase compared with the second quarter of 2007 generally reflected the impact of geographic expansion and growth in employment levels.

Provision for Taxes

The effective income tax rate for the first half of 2008 was 27.7%, down from 29.5% for the first quarter of 2008 and 34.1% for fiscal year 2007. The decreases in the effective tax rate were primarily due to changes in geographic earnings mix.

Capital

As of May 30, 2008, total capital was \$226.87 billion, consisting of \$44.82 billion in total shareholders' equity (common shareholders' equity of \$41.72 billion and preferred stock of \$3.10 billion) and \$182.05 billion in unsecured long-term borrowings. Book value per common share was \$97.49 and tangible book value per common share was \$85.16 ⁽¹⁾, an increase of 5% and 6%, respectively, during the quarter. Book value and tangible book value per common share are based on common shares outstanding, including restricted stock units granted to employees with no future service requirements, of 427.9 million at period end.

The firm repurchased 1.2 million shares of its common stock at an average cost per share of \$173.85, for a total cost of \$203 million during the quarter. The remaining share authorization under the firm's existing share repurchase program is 62.4 million shares.

Dividends

The Board of Directors of The Goldman Sachs Group, Inc. (the Board) declared a dividend of \$0.35 per common share to be paid on August 28, 2008 to common shareholders of record on July 29, 2008. The Board also declared dividends of \$236.98, \$387.50, \$252.78 and \$252.78 per share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, respectively (represented by depositary shares, each representing a 1/1,000th interest in a share of preferred stock), to be paid on August 11, 2008 to preferred shareholders of record on July 27, 2008.

Goldman Sachs is a leading global investment banking, securities and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high-net-worth individuals. Founded in 1869, it is one of the oldest and largest investment banking firms. The firm is headquartered in New York and maintains offices in London, Frankfurt, Tokyo, Hong Kong and other major financial centers around the world.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not historical facts but instead represent only the firm's beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside of the firm's control. It is possible that the firm's actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. For a discussion of some of the risks and important factors that could affect the firm's future results and financial condition, see "Risk Factors" in Part I, Item 1A of the firm's Annual Report on Form 10-K for the fiscal year ended November 30, 2007 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the firm's Annual Report on Form 10-K for the fiscal year ended November 30, 2007.

Statements about the firm's investment banking transaction backlog also may constitute forward-looking statements. Such statements are subject to the risk that the terms of these transactions may be modified or that they may not be completed at all; therefore, the net revenues, if any, that the firm actually earns from these transactions may differ, possibly materially, from those currently expected. Important factors that could result in a modification of the terms of a transaction or a transaction not being completed include, in the case of underwriting transactions, a decline in general economic conditions, outbreak of hostilities, volatility in the securities markets generally or an adverse development with respect to the issuer of the securities and, in the case of financial advisory transactions, a decline in the securities markets, an inability to obtain adequate financing, an adverse development with respect to a party to the transaction or a failure to obtain a required regulatory approval. For a discussion of other important factors that could adversely affect the firm's investment banking transactions, see "Risk Factors" in Part I, Item 1A of the firm's Annual Report on Form 10-K for the fiscal year ended November 30, 2007 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the firm's Annual Report on Form 10-K for the fiscal year ended November 30, 2007.

Conference Call

A conference call to discuss the firm's results, outlook and related matters will be held at 11:00 am (ET). The call will be open to the public. Members of the public who would like to listen to the conference call should dial 1-888-281-7154 (U.S. domestic) or 1-706-679-5627 (international). The number should be dialed at least 10 minutes prior to the start of the conference call. The conference call will also be accessible as an audio webcast through the Investor Relations section of the firm's web site, www.gs.com/shareholders. There is no charge to access the call. For those unable to listen to the live broadcast, a replay will be available on the firm's web site or by dialing 1-800-642-1687 (U.S. domestic) or 1-706-645-9291 (international) passcode number 47688028, beginning approximately two hours after the event. Please direct any questions regarding obtaining access to the conference call to Goldman Sachs Investor Relations, via e-mail, at gs-investor-relations@gs.com.

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES SEGMENT NET REVENUES (UNAUDITED) \$ in millions

			Three Months Ended				% Change From		
	May 30, 			b. 29, 2008		lay 25, 2007	Feb. 29, 2008	May 25, 2007	
Investment Banking Financial Advisory	\$	800	\$	663	\$	709	21 9	6 13 %	
Equity underwriting		616		172		358	N.M.	72	
Debt underwriting		269		337_		654	(20)	(59)	
Total Underwriting		885		509		1,012	74	(13)	
Total Investment Banking		1,685		1,172		1,721	44	(2)	
Trading and Principal Investments FICC		2,379		3,142		3,368	(24)	(29)	
		-		Ţ		•	, ,	, ,	
Equities trading		1,253		1,276		1,415	(2)	(11) 14	
Equities commissions Total Equities	-	1,234 2,487		1,238 2,514		1,082 2,497	(1)		
ICBC		214		(135)		(125)	N.M.	N.M.	
Other corporate and real estate gains and losses		476		(410)		845	N.M.	(44)	
Overrides		35		13		64	169	(45)	
Total Principal Investments	-	725		(532)		784	N.M.	(8)	
Total Trading and Principal Investments		5,591		5,124		6,649	9	(16)	
Asset Management and Securities Services									
Management and other fees		1,153		1,123		1,035	3	11	
Incentive fees		8		194		20	(96)	(60)	
Total Asset Management	-	1,161		1,317		1,055	(12)	10	
Securities Services		985		722		757	36	30	
Total Asset Management and Securities Services		2,146		2,039	-	1,812	5	18	
Total net revenues	\$	9,422	\$	8,335	\$	10,182	13	(7)	

		Six Mont	% Change From		
		y 30, 008	М	ay 25, 2007	May 25, 2007
Investment Banking Financial Advisory	\$	1,463	\$	1,570	(7) %
Equity underwriting		788		624	26
Debt underwriting		606		1,243	(51)
Total Underwriting		1,394		1,867	(25)
Total Investment Banking		2,857		3,437	(17)
Trading and Principal Investments		5,521		7,972	(31)
Equities trading		2,529		3,578	(29)
Equities commissions		2,472		2,006	23
Total Equities		5,001		5,584	(10)
ICBC		79		102	(23)
Other corporate and real estate gains and losses		66		2,129	(97)
Overrides		48		279	(83)
Total Principal Investments		193		2,510	(92)
Total Trading and Principal Investments		10,715		16,066	(33)
Asset Management and Securities Services					
Management and other fees		2,276		2,017	13
Incentive fees		202		110	84_
Total Asset Management		2,478		2,127	17
Securities Services		1,707		1,282	33
Total Asset Management and Securities Services		4,185		3,409	23
Total net revenues	\$	17,757	\$	22,912	(22)

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

		Three Months Ended					% Change From			
		May 30, Feb. 29 2008 2008		•	May 25, 2007		Feb. 29, 2008	May 25, 2007		
Revenues	***************************************				***************************************	•				
Investment banking	\$	1,685	\$	1,166	\$	1,720	45 %	(2) %		
Trading and principal investments		5,239		4,877		6,242	7	(16)		
Asset management and securities services		1,221		1,341		1,107	(9)	10		
Interest income		9,498		11,245		11,282	(16)	(16)		
Total revenues		17,643		18,629		20,351	(5)	(13)		
Interest expense		8,221		10,294		10,169	(20)	(19)		
Revenues, net of interest expense		9,422		8,335		10,182	13	(7)		
Operating expenses										
Compensation and benefits		4,522		4,001		4,887	13	(7)		
Brokerage, clearing, exchange and distribution fees		741		790		638	(6)	16		
Market development		126		144		144	(13)	(13)		
Communications and technology		192		187		161	. 3	19		
Depreciation and amortization		183		170		140	8	31		
Amortization of identifiable intangible assets		37		84		50	(56)	(26)		
Occupancy		234		236		210	(1)	11		
Professional fees		185		178		161	4	15		
Other expenses		370		402		360	(8)	3		
Total non-compensation expenses		2,068		2,191		1,864	(6)	11		
Total operating expenses		6,590		6,192		6,751	6	(2)		
Pre-tax earnings		2,832		2,143		3,431	32	(17)		
Provision for taxes		745		632		1,098	18	(32)		
Net earnings		2,087		1,511		2,333	38	(11)		
Preferred stock dividends		36		44		46	(18)	(22)		
Net earnings applicable to common shareholders	\$	2,051	\$	1,467	\$	2,287	40	(10)		
Earnings per common share	_		•							
Basic	\$	4.80	\$	3.39	\$	5.25	42 %			
Diluted		4.58		3.23		4.93	42	(7)		
Average common shares outstanding										
Basic		427.5		432.8		435.8	(1)	(2)		
Diluted		447.4		453.5		464.1	(1)	. (4)		
Selected Data										
Employees at period end ⁽⁴⁾		31,495		31,874		28,012	(1)	12		
Ratio of compensation and benefits to net revenues		48.0 %	6	48.0	%	48.0 %				

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

		Six Mor	ed	% Change From		
	M	lay 30,	N	May 25,	May 25,	
		2008		2007	2007	
Revenues						
Investment banking	\$	2,851	\$	3,436	(17) %	
Trading and principal investments		10,116		15,315	(34)	
Asset management and securities services		2,562		2,240	14	
Interest income		20,743		21,640	(4)	
Total revenues		36,272		42,631	(15)	
Interest expense		18,515		19,719	(6)	
Revenues, net of interest expense		17,757	-	22,912	(22)	
Operating expenses						
Compensation and benefits		8,523		10,998	(23)	
Brokerage, clearing, exchange and distribution fees		1,531		1,189	29	
Market development		270		276	(2)	
Communications and technology		379		312	21	
Depreciation and amortization		353		272	30	
Amortization of identifiable intangible assets		121		101	20	
Occupancy		470		414	14	
Professional fees		363		322	13	
Other expenses		772		738	5	
Total non-compensation expenses		4,259		3,624	18	
Total operating expenses		12,782		14,622	(13)	
Pre-tax earnings		4,975		8,290	(40)	
Provision for taxes		1,377		2,760	(50)	
Net earnings		3,598		5,530	(35)	
Preferred stock dividends		80		95	(16)	
Net earnings applicable to common shareholders	\$	3,518	\$	5,435	(35)	
Earnings per common share						
Basic	\$	8.18	\$	12.35	(34) %	
Diluted		7.81		11.61	(33)	
Average common shares outstanding						
Basic		430.3		440.2	(2)	
Diluted		450.6		468.0	(4)	
Selected Data						
Ratio of compensation and benefits to net revenues		48.0	%	48.0 %	D	
•		, -			-	

NON-COMPENSATION EXPENSES (UNAUDITED) \$ in millions

		Three Months Ended					% Change From		
		May 30, 2008		eb. 29, 2008		May 25, 2007	Feb. 29, 2008	May 25, 2007	
Non-compensation expenses of consolidated investments (5)	\$,	123	\$	125	\$	101	(2) %	22 %	
Non-compensation expenses excluding consolidated investments									
Brokerage, clearing, exchange and distribution fees		741		790		638	(6)	16	
Market development		124		141		142	(12)	(13)	
Communications and technology		191		186		161	3	19	
Depreciation and amortization		148		146		121	1	22	
Amortization of identifiable intangible assets		36		83		48	(57)	(25)	
Occupancy		211		217		192	(3)	10	
Professional fees		181		176		160	3	13	
Other expenses		313		327		301	(4)	4	
Subtotal		1,945		2,066		1,763	(6)	10	
Total non-compensation expenses, as reported	\$	2,068	\$	2,191	\$	1,864	(6)	11	

	Six Mont	% Change From			
	lay 30, 2008	May 25, 2007		May 25, 2007	
Non-compensation expenses of consolidated investments (5)	\$ 248	\$	188	32	%
Non-compensation expenses excluding consolidated investments					
Brokerage, clearing, exchange and distribution fees	1,531		1,189	29	
Market development	265		272	(3)	
Communications and technology	377		311	21	
Depreciation and amortization	294		239	23	
Amortization of identifiable intangible assets	119		98	21	
Occupancy	428		381	12	
Professional fees	357		320	12	
Other expenses	640		626	2	
Subtotal	4,011		3,436	17	•
Total non-compensation expenses, as reported	\$ 4,259	\$	3,624	18	•

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

Average Daily VaR (6) \$ in millions

i nree Wonths Ended								
May 30, 2008			•	May 25, 2007				
\$	144	\$	106	\$	81			
	79		89		101			
	32		31		20			
	48		38		24			
	(119)		(107)		(93)			
\$	184	\$	157	\$	133			
		\$ 144 79 32 48 (119)	May 30, Fe 2008 2 \$ 144 \$ 79 32 48 (119)	May 30, Feb. 29, 2008 2008 \$ 144 \$ 106 79 89 32 31 48 38 (119) (107)	2008 2008 \$ 144 \$ 106 79 89 32 31 48 38 (119) (107)			

Assets Under Management (8)

\$ in billions

			A	s of		% Change From		
		ay 31, 2008		b. 29, 008	ny 31, 2007	Feb. 29, 2008	May 31, 2007	
Asset Class							•	
Alternative investments	\$	146	\$	148	\$ 151	(1) %	(3) %	
Equity		211		214	253	(1)	(17)	
Fixed income		269		259	 221	4	22	
Total non-money market assets		626		621	 625	1	-	
Money markets		269		252	 133	7	102	
Total assets under management	\$	895	\$	873	\$ 758	3	18	

	Three Months Ended							
Balance, beginning of period		ay 31, 2008		b. 29, :008	May 31, 2007			
	\$	873	\$	868	\$	719		
Net inflows / (outflows)								
Alternative investments		(3)		(2)		-		
Equity		(18)		(17)		7		
Fixed income		10		2		7		
Total non-money market net inflows / (outflows)		(11)		(17)		14		
Money markets		17		46		4		
Total net inflows / (outflows)		6		29		18		
Net market appreciation / (depreciation)		16		(24)		21		
Balance, end of period	\$	895	\$	873	\$	758		

Principal Investments (9)

\$ in millions

		As of May 30, 2008							
	Co	Corporate			Total				
Private	\$	9,022	\$	3,263	\$	12,285			
Public		2,764		58		2,822			
Subtotal		11,786		3,321		15,107			
ICBC ordinary shares (10)		7,124		-		7,124			
Total	\$	18,910 ⁽¹¹⁾	\$	3,321	\$	22,231			

Footnotes

Tangible common shareholders' equity equals total shareholders' equity less preferred stock, goodwill and identifiable intangible assets, excluding power contracts. Identifiable intangible assets associated with power contracts are not deducted from total shareholders' equity because, unlike other intangible assets, less than 50% of these assets are supported by common shareholders' equity. Management believes that return on average tangible common shareholders' equity (ROTE) is meaningful because it measures the performance of businesses consistently, whether they were acquired or developed internally. ROTE is computed by dividing net earnings (or annualized net earnings for annualized ROTE) applicable to common shareholders by average monthly tangible common shareholders' equity. Tangible book value per common share is computed by dividing tangible common shareholders' equity by the number of common shares outstanding, including restricted stock units granted to employees with no future service requirements.

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

	Average	As of				
	 Three Months Ended May 30, 2008 Six Months Ended May 30, 2008 (unaudited, \$ in millions)				May 30, 2008	
Total shareholders' equity	\$ 43,261	\$	43,076	\$	44,818	
Preferred stock	 (3,100)		(3,100)		(3,100)	
Common shareholders' equity	40,161		39,976		41,718	
Goodwill and identifiable intangible assets, excluding power contracts	 (5,218)		(5,212)		(5,277)	
Tangible common shareholders' equity	\$ 34,943	\$	34,764	\$	36,441	

- (2) Thomson Financial January 1, 2008 through May 30, 2008.
- (3) The firm's investment banking transaction backlog represents an estimate of the firm's future net revenues from investment banking transactions where management believes that future revenue realization is more likely than not.
- (4) Excludes 4,948, 4,818 and 4,841 employees as of May 30, 2008, February 29, 2008 and May 25, 2007, respectively, of consolidated entities held for investment purposes. Compensation and benefits includes \$66 million, \$63 million and \$50 million for the three months ended May 30, 2008, February 29, 2008 and May 25, 2007, respectively, attributable to these consolidated entities.
- (5) Consolidated entities held for investment purposes are entities that are held strictly for capital appreciation, have a defined exit strategy and are engaged in activities that are not closely related to the firm's principal businesses. For example, these investments include consolidated entities that hold real estate assets, such as hotels, but exclude investments in entities that primarily hold financial assets. Management believes that it is meaningful to review non-compensation expenses excluding expenses related to these consolidated entities in order to evaluate trends in non-compensation expenses related to the firm's principal business activities.
- (6) VaR is the potential loss in value of Goldman Sachs' trading positions due to adverse market movements over a one-day time horizon with a 95% confidence level. The modeling of the risk characteristics of the firm's trading positions involves a number of assumptions and approximations. While management believes that these assumptions and approximations are reasonable, there is no standard methodology for estimating VaR, and different assumptions and/or approximations could produce materially different VaR estimates. For a further discussion of the calculation of VaR, see Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk" in the firm's Annual Report on Form 10-K for the year ended November 30, 2007.
- (7) Equals the difference between total VaR and the sum of the VaRs for the four risk categories. This effect arises because the four market risk categories are not perfectly correlated.
- (8) Substantially all assets under management are valued as of calendar month end. Assets under management do not include the firm's investments in funds that it manages.
- (9) Represents investments included within the Principal Investments component of the firm's Trading and Principal Investments segment.
- (10) Includes interests of \$4.50 billion as of May 30, 2008 held by investment funds managed by Goldman Sachs. The fair value of the investment in the ordinary shares of ICBC, which trade on The Stock Exchange of Hong Kong, includes the effect of foreign exchange revaluation for which Goldman Sachs maintains an economic currency hedge.
- (11) Excludes the firm's investment in the convertible preferred stock of Sumitomo Mitsui Financial Group, Inc. The firm has hedged all of the common stock underlying the investment.