Goldman Sachs Financial Markets, L.P.

Statement of Financial Condition (Unaudited)

June 30, 2023

INDEX

Statement of Financial Condition
(Unaudited)

$ in thousands		As of June 2023
Assets		
Cash	**$**	**25,202**
Collateralized agreements:		
Securities purchased under agreements to resell (at fair value)		**989,141**
Receivables:		
Brokers, dealers and clearing organizations		**1,386**
Customers and counterparties		**9,744**
Financial instruments owned (at fair value and includes **$3,367** pledged as collateral)		**173,259**
Other assets		**2,530**
Total assets	**$**	**1,201,262**
Liabilities and partners' capital		
Collateralized financings:		
Securities loaned	**$**	**3,374**
Other secured financings (at fair value)		**16,113**
Payables:		
Customers and counterparties		**182,105**
Financial instruments sold, but not yet purchased (at fair value)		**170,376**
Unsecured short-term borrowings		**330,527**
Other liabilities		**1,410**
Subordinated borrowings		**365,000**
Total liabilities		**1,068,905**
Commitments, contingencies and guarantees		
Partners' capital		
Partners' capital		**132,357**
Total liabilities and partners' capital	**$**	**1,201,262**

The accompanying notes are an integral part of this statement of financial condition.

Note 1.

Description of Business

Goldman Sachs Financial Markets, L.P. (the firm), is a limited partnership which is a registered over-the-counter (OTC) derivatives dealer and security-based swap dealer with the Securities and Exchange Commission (SEC) and registered swap dealer with the U.S. Commodity Futures Trading Commission (CFTC). The firm is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. (Group Inc. and, collectively with its consolidated subsidiaries, GS Group), a Delaware corporation.

The firm's business consists of dealer activities in eligible OTC derivative instruments, as defined by SEC Rule 3b-13. The firm facilitates client transactions and makes markets in eligible OTC derivative instruments.

Note 2.

Basis of Presentation

This statement of financial condition is prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

This statement of financial condition is unaudited and should be read in conjunction with the audited statement of financial condition as of December 31, 2022.

All references to June 2023 refer to the date June 30, 2023. Any reference to a future year refers to a year ending on December 31 of that year.

Note 3.

Significant Accounting Policies

The firm's significant accounting policies include when and how to measure the fair value of assets and liabilities. See Note 4 for policies on fair value measurements. All other significant accounting policies are either described below or included in the following footnotes:

Use of Estimates

Preparation of this statement of financial condition requires management to make certain estimates and assumptions, the most important of which relate to fair value measurements, discretionary compensation accruals, provisions for losses that may arise from litigation and regulatory proceedings (including governmental investigations), and accounting for income taxes. These estimates and assumptions are based on the best available information, but actual results could be materially different.

Notes to Statement of Financial Condition (Unaudited)

Financial Assets and Liabilities at Fair Value

Financial instruments owned and financial instruments sold, but not yet purchased 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 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. See Note 4 for further information about fair value measurements.

Cash

Cash included cash and due from banks of $11.2 million and interest-bearing deposits with banks of $14.0 million as of June 2023.

Receivables from Brokers, Dealers and Clearing Organizations

Receivables from brokers, dealers and clearing organizations are accounted for at cost plus accrued interest, which generally approximates fair value. As of June 2023, substantially all of these receivables consisted of margin held with an affiliate. As these receivables generally do not give rise to material credit risk for the firm, no allowance for credit losses is held against them. As these receivables are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these receivables been included in the firm's fair value hierarchy, substantially all would have been classified in level 2 as of June 2023.

Receivables from Customers and Counterparties

Receivables from customers and counterparties primarily consist of collateral posted in connection with certain derivative transactions. These receivables are accounted for at amortized cost net of estimated uncollectible amounts, which generally approximates fair value. As these receivables are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these receivables been included in the firm's fair value hierarchy, substantially all would have been classified in level 2 as of June 2023. Interest on receivables from customers and counterparties is recognized over the life of the transaction.

Payables to Customers and Counterparties

Substantially all payables to customers and counterparties consist of collateral received in connection with certain derivative transactions. These payables are accounted for at cost plus accrued interest, which generally approximates fair value. As these payables are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these payables been included in the firm's fair value hierarchy, substantially all would have been classified in level 2 as of June 2023. Interest on payables to customers and counterparties is recognized over the life of the transaction.

Offsetting Assets and Liabilities

To reduce credit exposures on derivatives and securities financing transactions, the firm may enter into master netting agreements or similar arrangements (collectively, netting agreements) with counterparties that permit it to offset receivables and payables with such counterparties. A netting agreement is a contract with a counterparty that permits net settlement of multiple transactions with that counterparty, including upon the exercise of termination rights by a non-defaulting party. Upon exercise of such termination rights, all transactions governed by the netting agreement are terminated and a net settlement amount is calculated. In addition, the firm receives and posts cash and securities collateral with respect to its derivatives and securities financing transactions, subject to the terms of the related credit support agreements or similar arrangements (collectively, credit support agreements). An enforceable credit support agreement grants the non-defaulting party exercising termination rights the right to liquidate the collateral and apply the proceeds to any amounts owed. In order to assess enforceability of the firm's right of setoff under netting and credit support agreements, the firm evaluates various factors, including applicable bankruptcy laws, local statutes and regulatory provisions in the jurisdiction of the parties to the agreement.

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) in the statement of financial condition when a legal right of setoff exists under an enforceable netting agreement. Securities purchased under agreements to resell (resale agreements) and securities sold under agreements to repurchase (repurchase agreements) with the settlement date are presented on a net-by counterparty basis in the statement of financial condition when such transactions meet certain settlement criteria and are subject to netting agreements.

In the statement of financial condition, derivatives are reported net of cash collateral received and posted under enforceable credit support agreements, when transacted under an enforceable netting agreement. In the statement of financial condition, resale agreements and securities loaned are not reported net of the related cash and securities received or posted as collateral. See Note 9 for further information about collateral received and pledged, including rights to deliver or repledge collateral. See Notes 7 and 9 for further information about offsetting assets and liabilities.

Foreign Currency Translation

Assets and liabilities denominated in non-U.S. currencies are translated at rates of exchange prevailing on the date of the statement of financial condition.

Recent Accounting Development

Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions (ASC 820). In June 2022, the FASB issued ASU No. 2022-03, "Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions." This ASU clarifies that a contractual restriction on the sale of an equity security should not be considered in measuring its fair value. In addition, the ASU requires specific disclosures related to equity securities that are subject to contractual sale restrictions. The ASU is effective in January 2024 under a prospective approach. Early adoption is permitted. Adoption of this ASU is not expected to have a material impact on the firm's statement of financial condition.

Note 4.

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 quoted prices in active markets 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 market-based or independently sourced inputs, including, but not limited to, interest rates, volatilities, equity or debt prices, foreign exchange rates, credit spreads and funding spreads (i.e., the spread or difference between the interest rate at which a borrower could finance a given financial instrument relative to a benchmark interest rate).

U.S. GAAP has a three-level hierarchy for disclosure of fair value measurements. This 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 this hierarchy is based on the lowest level of input that is significant to its fair value measurement. In evaluating the significance of a valuation input, the firm considers, among other factors, a portfolio's net risk exposure to that input. 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.

The fair values for substantially all of the firm's financial assets and liabilities are based on observable prices and inputs and are classified in levels 1 and 2 of the fair value hierarchy. Certain level 2 and level 3 financial assets and liabilities may require valuation adjustments that a market participant would require to arrive at fair value for factors, such as counterparty and the firm's credit quality, funding risk, transfer restrictions, liquidity and bid/offer spreads. Valuation adjustments are generally based on market evidence.

The table below presents financial assets and liabilities accounted for at fair value.

$ in thousands	As of June 2023
Total level 1 financial assets	$ 2,909
Total level 2 financial assets	2,836,195
Total level 3 financial assets	12,474
Cash collateral netting	(1,689,178)
Total financial assets at fair value	**$ 1,162,400**
Total assets	$ 1,201,262
Total level 3 financial assets divided by:	
Total assets	1.0%
Total financial assets at fair value	1.1%
Total level 1 financial liabilities	$ 1,448
Total level 2 financial liabilities	1,827,012
Total level 3 financial liabilities	12,465
Cash collateral netting	(1,654,436)
Total financial liabilities at fair value	**$ 186,489**
Total liabilities	$ 1,068,905
Total level 3 financial liabilities divided by:	
Total liabilities	1.2%
Total financial liabilities at fair value	6.7%

In the table above:

- Counterparty netting among positions classified in the same level is included in that level.
- Cash collateral netting represents the impact on derivatives of netting across levels.

The table below presents a summary of level 3 financial assets.

$ in thousands		As of June 2023
Cash instruments	$	9
Derivatives		12,465
Total	**$**	**12,474**

See Note 5 for further information about level 3 financial assets.

The valuation techniques and nature of significant inputs used to determine the fair value of the firm's financial instruments are described below. See Note 5 for further information about significant unobservable inputs used to value level 3 financial instruments.

Valuation Techniques and Significant Inputs for Cash Instruments

Level 1. Level 1 cash instruments include actively traded listed equity securities. 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.

Level 2. Level 2 cash instruments include other debt obligations. 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 executable) 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 liquidity discounts that a market participant would require to arrive at fair value. Valuation adjustments are generally based on market evidence.

Level 3. 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.

Valuation techniques of level 3 cash instruments vary by instrument, but are generally based on discounted cash flow techniques.

Valuation Techniques and Significant Inputs for Derivatives

The firm's level 2 and level 3 derivatives are valued using derivative pricing models (e.g., discounted cash flow models, correlation models and models that incorporate option pricing methodologies, such as Monte Carlo simulations). Price transparency of derivatives can generally be characterized by product type, as described below.

- **Interest Rate.** In general, the key inputs used to value interest rate derivatives are transparent, even for most 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, but the key inputs are generally observable.
- **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. 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 the 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 1. Level 1 derivatives include short-term contracts for future delivery of securities when the underlying security is a level 1 instrument, and exchange-traded derivatives if they are actively traded and are valued at their quoted market price.

Level 2. Level 2 derivatives include OTC derivatives for which all significant valuation inputs are corroborated by market evidence and exchange-traded derivatives that are not actively traded and/or that are valued using models that calibrate to market-clearing levels of OTC derivatives.

The selection of a particular model to value a 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. For 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.

Valuation models require a variety of inputs, such as contractual terms, market prices, yield curves, discount rates (including those derived from interest rates on collateral received and posted as specified in credit support agreements for collateralized derivatives), measures of volatility and correlations of such inputs. Significant inputs to the valuations of level 2 derivatives can be verified to market 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 executable) and the relationship of recent market activity to the prices provided from alternative pricing sources.

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

Valuation Techniques and Significant Inputs for Other Financial Instruments at Fair Value

In addition to cash instruments and derivatives, the firm accounts for certain of its other financial assets and liabilities at fair value under the fair value option. Such instruments include resale agreements and other secured financings. These instruments are generally valued based on discounted cash flow techniques, which incorporate inputs with reasonable levels of price transparency, and are generally classified in level 2 because the inputs are observable. Valuation adjustments may be made for liquidity and for counterparty and the firm's credit quality. The significant inputs used to value the firm's other financial instruments are described below.

Resale Agreements. The significant inputs to the valuation of resale agreements are funding spreads, the amount and timing of expected future cash flows and interest rates.

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

Note 5.

Fair Value Hierarchy

Financial assets and liabilities at fair value includes cash instruments, derivatives and certain other financial assets and liabilities at fair value.

Cash Instruments

Fair Value by Level. The table below presents cash instruments by level within the fair value hierarchy.

	As of June 2023			
$ in thousands	Level 1	Level 2	Level 3	Total
Assets				
Equity securities	$ 2,909	$ —	$ 9	$ 2,918
Other debt obligations	—	16,113	—	16,113
Total	$ 2,909	$ 16,113	$ 9	$ 19,031
Liabilities				
Equity securities	$ (1,448)	$ —	$ —	$ (1,448)
Total	$ (1,448)	$ —	$ —	$ (1,448)

Cash instruments consists of instruments primarily held in connection with the firm's risk management or market-making activities. These instruments are accounted for at fair value.

In the table above, assets are shown as positive amounts and liabilities are shown as negative amounts.

See Note 4 for an overview of the firm's fair value measurement policies, valuation techniques and significant inputs used to determine the fair value of cash instruments.

Significant Unobservable Inputs. The significant unobservable inputs related to level 3 equity securities as of June 2023 were not material.

Level 3 Transfers. There were no transfers into or out of level 3 cash instrument assets during the six months ended June 2023.

Derivatives

Fair Value by Level. The table below presents derivatives on a gross basis by level and product type, as well as the impact of netting.

	As of June 2023			
$ in thousands	Level 1	Level 2	Level 3	Total
Assets				
Interest rates	$ —	$ 1,831	$ —	$ 1,831
Equities	—	3,151,792	12,527	3,164,319
Gross fair value	—	3,153,623	12,527	3,166,150
Counterparty netting	—	(1,322,682)	(62)	(1,322,744)
Subtotal	$ —	$ 1,830,941	$ 12,465	$ 1,843,406
Cash collateral netting				(1,689,178)
Net fair value				$ 154,228
Liabilities				
Interest rates	$ —	$ (1,803)	$ —	$ (1,803)
Equities	—	(3,131,778)	(12,527)	(3,144,305)
Gross fair value	—	(3,133,581)	(12,527)	(3,146,108)
Counterparty netting	—	1,322,682	62	1,322,744
Subtotal	$ —	$(1,810,899)	$(12,465)	$(1,823,364)
Cash collateral netting				1,654,436
Net fair value				$ (168,928)

In the table above:

- Gross fair values exclude the effects of both counterparty netting and collateral netting, and therefore are not representative of the firm's exposure.
- Counterparty netting is reflected in each level to the extent that receivable and payable balances are netted within the same level and is included in counterparty netting in levels.
- Assets are shown as positive amounts and liabilities are shown as negative amounts.

See Note 4 for an overview of the firm's fair value measurement policies, valuation techniques and significant inputs used to determine the fair value of derivatives.

Other Financial Assets and Liabilities

Fair Value by Level. The table below presents, by level within the fair value hierarchy, other financial assets and liabilities at fair value, which are accounted for at fair value under the fair value option.

	As of June 2023			
$ in thousands	Level 1	Level 2	Level 3	Total
Assets				
Resale agreements	$ —	$ 989,141	$ —	$ 989,141
Total	$ —	$ 989,141	$ —	$ 989,141
Liabilities				
Other secured financings	$ —	$ (16,113)	$ —	$ (16,113)
Total	$ —	$ (16,113)	$ —	$ (16,113)

In the table above, assets are shown as positive amounts and liabilities are shown as negative amounts.

See Note 4 for an overview of the firm's fair value measurement policies, valuation techniques and significant inputs used to determine the fair value of financial assets and liabilities.

Note 6.

Financial Instruments Owned and Financial Instruments Sold, But Not Yet Purchased

Financial instruments owned and financial instruments sold, but not yet purchased include cash instruments and derivatives primarily held in connection with the firm's market-making or risk management activities. These assets and liabilities are accounted for at fair value either under the fair value option or in accordance with other U.S. GAAP.

The table below presents a summary of financial instruments owned and financial instruments sold, but not yet purchased.

	As of June 2023	
$ in thousands	Financial Instruments Owned	Financial Instruments Sold, But Not Yet Purchased
Cash instruments	$ 19,031	$ 1,448
Derivatives	154,228	168,928
Total	$ 173,259	$ 170,376

See Note 5 for further information about cash instruments and Note 7 for further information about derivatives.

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 traded on an exchange (exchange-traded) or they may be privately negotiated contracts, which are usually referred to as OTC derivatives. The firm's OTC derivatives are bilateral contracts between two counterparties (bilateral OTC).

Market Making. As a market maker, the firm enters into derivative transactions to provide liquidity to clients and to facilitate the transfer and hedging of their risks. In this role, the firm typically acts as principal and is required to commit capital to provide execution, and maintains market-making positions in response to, or in anticipation of, client demand.

Risk Management. The firm also enters into derivatives to actively manage risk exposures that arise from its market-making activities.

The firm enters into various types of derivatives, including:

- **Futures and Forwards.** Contracts that commit counterparties to purchase or sell financial instruments 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 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 within a defined time period for a specified price.

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 (counterparty netting). Derivatives are accounted for at fair value, net of cash collateral received or posted under enforceable credit support agreements (cash collateral netting). Derivative assets are included in financial instruments owned and derivative liabilities are included in financial instruments sold, but not yet purchased.

The tables below present the gross fair value and the notional amounts of derivative contracts by major product type, the amounts of netting in the statement of financial condition, as well as collateral posted and received under enforceable credit support agreements that do not meet the criteria for netting under U.S. GAAP.

	As of June 2023	
$ in thousands	Derivative Assets	Derivative Liabilities
Not accounted for as hedges		
Interest rates – bilateral OTC	$ 1,831	$ 1,803
Exchange-traded	551	—
Bilateral OTC	3,163,768	3,144,305
Total equities	3,164,319	3,144,305
Total gross fair value	$ 3,166,150	$ 3,146,108
Offset in the statement of financial condition – bilateral OTC		
Counterparty netting	$ (1,322,744)	$ (1,322,744)
Cash collateral netting	(1,689,178)	(1,654,436)
Total amounts offset	$ (3,011,922)	$ (2,977,180)
Included in the statement of financial condition		
Exchange-traded	$ 551	$ —
Bilateral OTC	153,677	168,928
Total	$ 154,228	$ 168,928
Not offset in the statement of financial condition		
Securities collateral	$ (16,113)	$ (24,056)
Total	$ 138,115	$ 144,872

$ in thousands	Notional Amounts as of June 2023
Interest rates – bilateral OTC	$ 2,115,000
Exchange-traded	325
Bilateral OTC	62,680,000
Total equities	62,680,325
Total notional amounts	$ 64,795,325

In the tables above:

- Gross fair values exclude the effects of both counterparty netting and collateral, and therefore are not representative of the firm's exposure.
- Notional amounts, which represent the sum of gross long and short derivative contracts, provide an indication of the volume of the firm's derivative activity and do not represent anticipated losses.
- Total gross fair value of derivatives included derivative assets of $50.4 million and derivative liabilities of $67.9 million, which are not subject to an enforceable netting agreement.

See Note 4 for an overview of the firm's fair value measurement policies, valuation techniques and significant inputs used to determine the fair value of derivatives, and Note 5 for information about derivatives within the fair value hierarchy.

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 Group Inc.'s credit ratings. The firm assesses the impact of these bilateral agreements by determining the collateral or termination payments that would occur assuming a Group Inc. downgrade by all rating agencies. A downgrade by any one rating agency, depending on the agency's relative ratings of Group Inc. at the time of the downgrade, may have an impact which is comparable to the impact of a downgrade by all rating agencies.

The table below presents information about net derivative liabilities under bilateral agreements (excluding collateral posted) and the fair value of collateral posted. No additional collateral or termination payments could have been called at the reporting date by counterparties in the event of a one-or two-notch downgrade in Group Inc.'s credit ratings.

$ in thousands	As of June 2023
Net derivative liabilities under bilateral agreements	$ 2,430
Collateral posted	$ —

Note 8.

Fair Value Option

Other Financial Assets and Liabilities at Fair Value

In addition to financial instruments owned and financial instruments sold, but not yet purchased, the firm accounts for certain of its other financial assets and 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; and
- Mitigate volatility in earnings from using different measurement attributes.

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

- Resale agreements; and
- Other secured financings.

See Note 4 for an overview of the firm's fair value measurement policies, valuation techniques and significant inputs used to determine the fair value of other financial assets and liabilities at fair value, and Note 5 for information about other financial assets and liabilities at fair value within the fair value hierarchy.

Note 9.

Collateralized Agreements and Financings

Collateralized agreements are resale agreements. Collateralized financings are 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 and finance certain firm activities.

Collateralized agreements and financings with the same settlement date are presented on a net-by-counterparty basis when such transactions meet certain settlement criteria and are subject to netting agreements. Interest on collateralized agreements and collateralized financings is recognized over the life of the transaction.

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.

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 before or at the maturity of the agreement. The financial instruments purchased or sold in resale and repurchase agreements typically include U.S. government and agency obligations.

The firm receives financial instruments purchased under resale agreements and makes delivery of financial instruments sold under repurchase agreements. To mitigate credit exposure, the firm 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 collateral with a fair value approximately equal to the carrying value of the relevant assets in the statement of financial condition.

Resale agreements are recorded at fair value under the fair value option. See Note 5 for further information about resale agreements.

The firm enters into all of its resale and repurchase agreements with Goldman Sachs & Co. LLC (GS&Co.), a wholly-owned subsidiary of Group Inc.

Securities Loaned Transactions

In a securities loaned transaction, the firm lends securities to a counterparty in exchange for cash or securities. 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 makes delivery of securities loaned. To mitigate credit exposure, the firm 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.

Securities loaned are recorded based on the amount of cash collateral received plus accrued interest. As these agreements generally can be terminated on demand, they exhibit little, if any, sensitivity to changes in interest rates. Therefore, the carrying value of such agreements approximates fair value. As these agreements are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these agreements been included in the firm's fair value hierarchy, they would have been classified in level 2 as of June 2023.

The firm enters into all of its securities loaned transactions with GS&Co.

Offsetting Arrangements

The table below presents resale and repurchase agreements and securities loaned transactions included in the statement of financial condition, as well as the amounts not offset in the statement of financial condition.

	As of June 2023		
	Assets	Liabilities	
$ in thousands	Resale agreements	Repurchase agreements	Securities loaned
Included in the statement of financial condition			
Gross carrying value	$ 1,130,683	$ 141,542	$ 3,374
Counterparty netting	(141,542)	(141,542)	—
Total	989,141	—	3,374
Amounts not offset			
Collateral	(989,141)	—	(3,374)
Total	$ —	$ —	$ —

In the table above:

- All of the gross carrying values of these arrangements are subject to enforceable netting agreements.
- Where the firm has received or posted collateral under credit support agreements, but has not yet determined such agreements are enforceable, the related collateral has not been netted.
- Amounts not offset includes the fair value of collateral received or posted subject to enforceable credit support agreements.
- The collateral pledged for securities loaned is equity securities.
- Resale agreements are carried at fair value under the fair value option. See Note 4 for further information about the valuation techniques and significant inputs used to determine fair value.

Other Secured Financings

In addition to repurchase agreements and securities loaned transactions, the firm funds certain assets through the use of other secured financings and pledges financial instruments as collateral in these transactions. These other secured financings consist of structured financing arrangements.

The firm has elected to apply the fair value option to all other secured financings because the use of fair value eliminates non-economic volatility in earnings that would arise from using different measurement attributes. See Note 8 for further information about other secured financings that are accounted for at fair value.

As of June 2023, the firm had $16.1 million of other secured financings, all of which are short-term and mature in less than one year.

Collateral Received and Pledged

The firm receives cash and securities (e.g., corporate obligations) as collateral, primarily in connection with resale agreements and derivative transactions. The firm obtains cash and securities as collateral on an upfront or contingent basis for derivative instruments and collateralized agreements to reduce its credit exposure to individual counterparties.

In many cases, the firm is permitted to deliver or repledge financial instruments received as collateral when entering into repurchase agreements and securities loaned transactions, primarily in connection with secured financing activities.

The firm also pledges certain financial instruments owned in connection with repurchase agreements and securities loaned transactions to counterparties who may or may not have the right to deliver or repledge them.

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.

$ in thousands		As of June 2023
Collateral available to be delivered or repledged	$	1,130,542
Collateral that was delivered or repledged	$	195,508

The table below presents information about assets pledged.

$ in thousands		As of June 2023
Financial instruments owned pledged to counterparties that:		
Had the right to deliver or repledge	$	3,367
Did not have the right to deliver or repledge	$	—

Note 10.

Unsecured Borrowings

The firm's unsecured borrowings outstanding as of June 2023 were $330.5 million, all of which were short-term. The firm obtains unsecured short-term borrowings from Group Inc. The carrying value of unsecured short-term borrowings that are not recorded at fair value generally approximates fair value due to the short-term nature of the obligations. As these unsecured short-term borrowings are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these borrowings been included in the firm's fair value hierarchy, they would have been classified in level 2 as of June 2023.

Note 11.

Subordinated Borrowings

As of June 2023, the firm had outstanding borrowings of $100.0 million from Group Inc. under a subordinated loan agreement, maturing in 2025. In addition, the firm has a $440.0 million revolving subordinated loan agreement with Group Inc., maturing in 2025. As of June 2023, $265.0 million was outstanding.

The interest rate on these subordinated loan agreements is the Secured Overnight Financing Rate plus 2.11% per annum. The carrying value of these borrowings approximates fair value. As these subordinated loan agreements are not accounted for at fair value, they are not included in the firm's fair value hierarchy in Notes 4 and 5. Had these borrowings been included in the firm's fair value hierarchy, they would have been classified in level 2 as of June 2023.

The subordinated borrowings from Group Inc. are available in computing net capital under the SEC's uniform net capital rule. To the extent that such borrowings are required for the firm's continued compliance with minimum net capital requirements, they may not be repaid.

Note 12.

Commitments, Contingencies and Guarantees

Pursuant to an agreement, Group Inc. guarantees and meets the firm's margin requirement with GS&Co., as required under Regulation T of the Federal Reserve. As of June 2023, Group Inc. posted $1.22 billion of margin with GS&Co. on behalf of the firm. In the unlikely event that Group Inc. does not post margin to GS&Co., the firm would need to post margin to GS&Co. This balance is not included in the firm's statement of financial condition.

The firm has commitments to return collateral of $47.9 million and to post collateral of $12.7 million as of June 2023 related to derivatives. These commitments expire in 2023.

Note 13.

Transactions with Related Parties

The firm enters into transactions with Group Inc. and affiliates in the normal course of business as part of market making and general operations.

The table below presents assets and liabilities with affiliates.

$ in thousands		As of June 2023
Assets		
Collateralized agreements:		
Resale agreements	$	989,141
Receivables:		
Brokers, dealers and clearing organizations		1,386
Customers and counterparties		607
Financial instruments owned		135,680
Other assets		931
Total	$	1,127,745
Liabilities		
Collateralized financings:		
Securities loaned	$	3,374
Other secured financings		16,113
Payables:		
Customers and counterparties		4,865
Financial instruments sold, but not yet purchased		99,223
Unsecured short-term borrowings		330,527
Subordinated borrowings		365,000
Total	$	819,102

In the table above, financial instruments owned consists of derivative contracts with affiliates.

The firm receives operational, administrative and management support from GS&Co. under a service agreement.

The firm has revenue sharing agreements with affiliated entities related to certain activities under which it transfers revenues to, and receives revenues from, such entities. Revenue related to market and credit risk exposures held by the firm or by affiliated entities that arise from activities covered by these agreements are shared among the firm and these entities.

Note 14.

Income Taxes

In May 2023, the New York State fiscal year 2024 budget was enacted. The legislation extends the temporary increase in the New York State corporate income tax rate from 6.5% to 7.25% through calendar year 2026. The legislation is not expected to have a material impact on the firm's statement of financial condition for 2023.

Provision for Income Taxes

The firm has elected to be taxed as a corporation for U.S. federal income tax purposes. As a corporation for tax purposes, the firm is subject to U.S. federal and various state and local income taxes on its earnings. The firm is included with Group Inc. and subsidiaries in the consolidated corporate federal, as well as consolidated or combined state and local tax returns. The firm computes its tax liability on a modified separate company basis and settles such liability with Group Inc. pursuant to a tax sharing arrangement. To the extent the firm generates tax benefits from losses, it will be reimbursed by Group Inc. pursuant to the tax sharing arrangement. The firm's state and local tax liabilities are allocated to reflect its share of the consolidated or combined state and local income tax liability.

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.

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.

As of June 2023, the firm had no deferred tax assets or liabilities. The firm had no valuation allowance to reduce deferred tax assets.

Unrecognized Tax Benefits

The firm recognizes tax positions in the statement of financial condition 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 statement of financial condition. As of June 2023, the liability related to unrecognized tax benefits was not material.

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 New York State and City. The tax years under examination vary by jurisdiction.

GS Group has been accepted into the Compliance Assurance Process program by the IRS for each of the tax years from 2013 through 2023. This program allows GS Group to work with the IRS to identify and resolve potential U.S. federal tax issues before the filing of tax returns. All issues for the 2011 through 2018 tax years have been resolved and completion is pending final review by the Joint Committee on Taxation. All issues for the 2019 and 2020 tax years have been resolved and will be effectively settled pending administrative completion by the IRS. Final completion of tax years 2011 through 2020 will not have a material impact on the firm. The 2021 tax year remains subject to post-filing review.

New York State and City examinations of tax years 2015 through 2018 commenced during 2021. All years, including and subsequent to 2015 for New York State and City and all other significant states, remain open to examination by the taxing authorities.

The firm believes that no liability for unrecognized tax benefits is required to be established in relation to the potential for additional assessments.

Note 15.

Credit Concentrations

The firm's concentrations of credit risk arise from its market-making activities and collateralized transactions and may be impacted by changes in economic, industry or political factors. These activities expose the firm to many different industries and counterparties, and may also subject the firm to a concentration of credit risk to a particular counterparty or issuer. The firm seeks to mitigate credit risk by actively monitoring exposures and obtaining collateral from counterparties as deemed appropriate.

The firm did not have credit exposure to any external counterparty that exceeded 2% of total assets as of June 2023.

Note 16.

Legal Proceedings

The firm is involved in a number of judicial, regulatory and arbitration proceedings concerning matters arising in connection with the conduct of the firm's businesses. Many of these proceedings are in early stages, and many of these cases seek an indeterminate amount of damages.

With respect to material proceedings, management is generally unable to estimate a range of reasonably possible loss for matters, including where (i) actual or potential plaintiffs have not claimed an amount of money damages, except in those instances where management can otherwise determine an appropriate amount, (ii) matters are in early stages, (iii) matters relate to regulatory investigations or reviews, except in those instances where management can otherwise determine an appropriate amount, (iv) there is uncertainty as to the likelihood of a class being certified or the ultimate size of the class, (v) there is uncertainty as to the outcome of pending appeals or motions, (vi) there are significant factual issues to be resolved, and/or (vii) there are novel legal issues presented.

Management does not believe, based on currently available information, that the outcomes of any matters 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.

Note 17.

Net Capital Requirements

The firm is a registered U.S. broker-dealer, and is also a registered swap dealer with the CFTC, and a registered security-based swap dealer with the SEC, and therefore is subject to regulatory capital requirements imposed by the SEC, the CFTC and the National Futures Association. Rule 18a-1 of the SEC and Part 23 Subpart E 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. As of June 2023, the firm had regulatory net capital, as defined by Rule 18a-1, of $379.8 million, which exceeded the amount required by $359.8 million. In meeting the requirements of Rule 18a-1 of the SEC, the firm also meets the requirements of Part 23 Subpart E of the CFTC.

Note 18.

Subsequent Events

The firm evaluated subsequent events through August 11, 2023, the date the statement of financial condition was issued, and determined that there were no material events or transactions that would require recognition or additional disclosure in this statement of financial condition.